

**NOTICE**

NOTICE is hereby given that the Thirtieth Annual General Meeting of **INDIA STEEL WORKS LIMITED (CIN:L29100MH1987PLC043186)** will be held on Wednesday, 9th August, 2017 at 11.00 a.m. at the Registered office of the Company at India Steel Works Complex, Zenith Compound, Khopoli, Raigad-410203, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit & Loss for the year ended on that date, together with the Reports of the Board of Directors and the Auditors' thereon.
2. To declare Final Dividend @ 0.01% amounting on total paid up Preference share capital of the company for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Mr. Ashwinkumar Gupta (DIN-00010850) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Varun Gupta (DIN-02938137) who retires by rotation and being eligible, offers himself for re-appointment.
5. Ratification for Appointment of Auditor.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the retiring Auditors M/s. Thanawala & Co., Chartered Accountants (Firm Registration No.110948W), be and are hereby appointed as Statutory Auditors of the Company for the further period of 2 (two) years, subject to ratification by the members at every Annual General Meeting of the Company and eligibility of the firm, to hold office from the conclusion of this Annual General Meeting until the conclusion of thirty second Annual General Meeting of the Company, on such remuneration to be fixed by the Board of Directors."

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

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **an Special Resolution:**
"RESOLVED THAT subject to the provisions of sections 2(94), 161, 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof) and subject to such approvals as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent, approvals and permissions and as are agreed to by the Board of Directors (Hereinafter referred to as the Board, which term shall be deemed to include any committee thereof and any person authorized by the Board in this behalf) approval be and is hereby accorded to appoint Mr. Sudhir H. Gupta (DIN-00010853), as "Managing Director" of the Company upon the terms and conditions as set out herein below:

Period: 3 years with effect from 1st October, 2016 with liberty to either party to terminate by giving two month notice in writing to the other.

A. Salary: ₹ 2.25 Lacs p.m.

B. Perquisites: In addition to salary the Whole-time Director shall also be entitled to following perquisites and allowances:

- a. Accommodation: Furnished or otherwise shall be provided by the Company the expenditure on which shall be subject to a limit of sixty percent of the salary over and above ten percent payable by him or House Rent Allowance in lieu thereof subject to a limit of sixty percent of annual salary.
- b. Medical Reimbursement: For self and family in accordance with the rules of the Company, and shall further also includes reimbursement of Life insurance, accidental insurance and Mediclaim Insurance for self and family .



- c. Leave Travel Assistance: For self and family in accordance with the rules of the Company.
- d. Leave: Leave on full pay as per rules of the Company
- e. Provident Fund/ Gratuity/ pension: As per the rules of the Company
- f. Insurance: Personal Accident insurance of an amount, the total annual premium of which does not exceed to ₹ 0.20 Lacs per annum.
- g. Car: Free use of Company's car including maintenance and operations together with driver for official purpose.
- h. Telephone: Free telephone facility at residence.
- i. Entertainment: Reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of the Company.
- j. Other Perquisites: Travelling and halting allowances for self and spouse on actual basis.

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rules perquisites shall be evaluated at actual cost. The Board of Directors / Nomination and Remuneration committee shall have authority to approve annual increment of salary effective 1st April each year from time to time at a rate not exceeding ₹0.50 Lacs p.m.

RESOLVED FURTHER THAT during the currency of tenure of the Whole-time Director, if the company has no profits or its profits are inadequate in any financial year, Mr. Sudhir H. Gupta shall be entitled to aforesaid remuneration as Minimum Remuneration subject to the limit specified in Section II of Part II of the said Schedule V of the Companies Act, 2013."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized, in the event of any statutory modification or of relaxation by the Central Government in Schedule V to the Companies Act, 2013, to vary or increase the Remuneration including salary, perquisites, allowances etc. within such prescribed limits or ceiling without any further reference to the members of the Company in General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT subject to the provisions of sections 2(94), 161, 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof) and subject to such approvals as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent, approvals and permissions and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any committee thereof and any person authorized by the Board in this behalf) approval be and is hereby accorded to appoint Mr. Ashwinkumar H. Gupta (DIN-00010850), as "Chairman" of the Company upon the terms and conditions as set out herein below:

Period: 3 years with effect from 1st November, 2017 with liberty to either party to terminate by giving two months' notice in writing to the other:

Remuneration and Perquisites

- A) Salary: ₹ 2.50 Lakhs p.m.
- B) Perquisites: in addition to salary the Whole Time Director shall also entitled to following perquisites and allowances
 - a) Accommodation Furnished or otherwise shall be provided by the Company the expenditure on which shall be subject to a limit of sixty percent of the salary over and above ten percent payable by him or House rent Allowances in lieu thereof subject to a limit of sixty percent of annual salary
 - b) Medical Reimbursement: For self & family in accordance with rules of the Company and shall further also includes reimbursement of Life insurance, accident insurance and Mediclaim Insurance for self and family.
 - c) Leave travel Assistance: for self & family in accordance with rules of the Company.
 - d) Leave: Leave on full pay as per the rules of the Company.



- e) Provident fund / Gratuity /Pensions: as per rules of the Company.
- f) Insurance: Personal Accident Insurance of an amount, the total Annual Premium of which does not to be exceeded ₹ 0.20 lac p.a.
- g) Car: free use of Company's car including maintenance and operations together with Driver for official purpose.
- h) Telephone: Free telephone facility at Residence.
- i) Entertainment: reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of the Company.
- j) Other perquisites: Travelling and halting Allowances for self and spouse on actual basis.

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rules perquisites shall be evaluated at actual cost. The Board of Directors / Nomination and Remuneration committee shall have authority to approve annual increment of salary effective 1st April each year from time to time at a rate not exceeding ₹0.50 Lacs p.m.

RESOLVED FURTHER THAT during the currency of tenure of the Whole-time Director, if the company has no profits or its profits are inadequate in any financial year, Mr. Ashwinkumar H. Gupta shall be entitled to aforesaid remuneration as Minimum Remuneration subject to the limit specified in Section II of Part II of the said Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized , in the event of any statutory modification or of relaxation by the Central Government in Schedule V to the Companies Act,2013 , to vary or increase the Remuneration including salary, perquisites, allowances etc. within such prescribed limits or ceiling without any further reference to the members of the Company in General Meeting."

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT subject to the provisions of sections 2(94), 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof) and subject to such approvals as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consents, approvals and permissions and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any committee thereof and any person authorized by the Board in this behalf) approval be and is hereby accorded, to the variation in the perquisites forming part of his remuneration, being payable to Mr. Varun S. Gupta (DIN-02938137), as Whole-time Director designated as "Executive Director" of the Company upon the terms and conditions as set out herein below:

Period: 3 years with effect from 1st July, 2015 with liberty to either party to terminate by giving two months' notice in writing to the other.

A. Salary: ₹2 Lacs p.m.

B. Perquisites: In addition to salary the Whole-time Director shall also be entitled to following perquisites and allowances:

- a. Accommodation: Furnished or otherwise shall be provided by the Company the expenditure on which shall be subject to a limit of sixty percent of the salary over and above ten percent payable by him or House Rent Allowance in lieu thereof subject to a limit of sixty percent of annual salary.
- b. Medical Reimbursement: For self and family in accordance with the rules of the Company, and shall further also includes reimbursement of Life insurance, accident insurance and Mediclaim Insurance for self and family.
- c. Leave Travel Assistance: For self and family in accordance with the rules of the Company.
- d. Leave: Leave on full pay as per rules of the Company
- e. Provident Fund/ Gratuity/ pension: As per the rules of the Company
- f. Insurance: Personal Accident insurance of an amount, the total annual premium of which does not exceed to ₹ 0.20 Lacs per annum.
- g. Car: Free use of Company's car including maintenance and operations together with driver for official purpose.



- h. Telephone: Free telephone facility at residence.
- i. Entertainment: Reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of the Company.
- j. Other Perquisites: Travelling and halting allowances on actual basis.

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rules perquisites shall be evaluated at actual cost.

The Board of Directors / Nomination and Remuneration committee shall have authority to approve annual increment of salary effective 1st April each year from time to time at a rate not exceeding ₹0.50 Lacs p.m.

RESOLVED FURTHER THAT during the currency of tenure of the Executive Director, if the company has no profits or its profits are inadequate in any financial year, the Executive Director shall be entitled to aforesaid remuneration as Minimum Remuneration subject to the limit specified in Section II of Part II of the said Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized, in the event of any statutory modification or of relaxation by the central Government in Schedule V to the Companies Act, 2013, to vary or increase the Remuneration including salary, perquisites, allowances etc. within such prescribed limits or ceiling without any further reference to the members of the Company in General Meeting."

9. 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 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Deepak Kumar Gaur (DIN 07636636), who was appointed as an Additional Director w.e.f. 9th November, 2016 and holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as director of the Company."

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

10. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT in supersession of all earlier resolutions passed by the shareholders of the Company in this respect and pursuant to clause (c) of sub-section (1) of section 180 and other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as the "Act"), or any statutory modification or re-enactment thereof, the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes), is hereby authorised to borrow from time to time as it may think fit, by way of loans or any other financial facilities from, or issue of bonds, debentures or other Securities whether convertible into equity/preference shares and/or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity/preference shares to, bank(s), financial or other institution(s), mutual fund(s), non-resident Indians, foreign institutional investors or any other person(s), body(ies) corporate, etc., whether share holder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of ₹ 250 Crores (Rupees Two hundred and Fifty Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolutions.



RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

11. 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 all other applicable provisions 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), Mr. Vishesh Naresh Patani (Membership No. 30328) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31st, 2018, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

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

12. 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 the clause 49(VII) of the Equity Listing Agreement with the Stock Exchange and Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 as applicable and any amendments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to ratify / approve all existing contracts / arrangements / agreements and to enter into contract (s) / transaction(s) with Isinox Limited, ISL Global Pte Ltd, UAB ISL Lithuania, ISL Europe Spolka Zoo and other WOS of Isinox Limited as may be incorporated from time to time being related party within the meaning of the aforesaid law, the value of which either singly or all taken together may exceed ten per cent of the annual consolidated turnover of the Company as per audited financial statements of financial year 2016-17; having the following details and as detailed in the Explanatory Statement annexed hereto:

Description of Contract	Total cumulative contract value with Related Party (₹ In Crore)
Sale, purchase, supply of any goods, including raw materials, finished products, scrap and capital goods, carrying out / availing job-work and hire of facilities, availing / rendering of marketing/ business transfer and other services, leasing of factory / office premises/facilities or any other transactions.	1355

RESOLVED FURTHER that the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or contractual, in relation to the above and be authorized to approve aforesaid transactions and the terms & conditions thereof.

RESOLVED FURTHER that the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its absolute discretion pursuant to the above Resolution."

Regd. Office:
 India Steel Works Complex,
 Zenith Compound,
 Khopoli, Raigad-410203.

By order of the Board
 India Steel Works Limited

Place: Mumbai
 Date: 28th June, 2017

Sudhir Gupta
 Managing Director
 DIN:00010853

**NOTES:**

- A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- A person can act as proxy on behalf of members not exceeding fifty (50) 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 proxy for any other person or Member.
- B. The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
- C. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- D. Statement as required under section 102 (1) of the Companies Act, 2013, in respect of special business is annexed hereto.
- E. The Register of Members and the share transfer books of the Company will remain closed from **Thursday, 3rd August, 2017 to Wednesday, 9th August, 2017** both days inclusive.
- F. The dividend, if declared at the Annual General Meeting, would be paid/dispatched after 9th August, 2017 to those persons or their mandates: (a) whose names appear as Beneficial Owners as at the end of the business hours on Wednesday, 2nd August, 2017 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and (b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agents on or before Wednesday, 2nd August, 2017.
- G. The Registrar and Transfer Agent of the Company M/s. Link Intime India Pvt Ltd is handling registry work in respect of shares held both in physical form and in electronic / demat form.
- H. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
- I. Electronic copy of the 30th Annual Report (including the Notice) of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the Members whose E-mail Ids are registered with the Company/Depository Participant(s) for communication purposes. For Members other than the above, physical copies of the Annual Report are being sent in the permitted mode. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- J. Members may also note that an electronic copy of the 30th Annual Report including Notice along with attendance slip and proxy form will be available on the Company's website at www.indiasteel.in. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making such a request for the same free of cost. For any communication, the shareholders may also send their request to the Company's investor E-mail Id: cosec@indiasteel.in
- K. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar/Company.
- L. Non-Resident Indian Members are requested to inform Link Intime India Pvt Limited, immediately of change in their residential status on return to India for permanent settlement.
- M. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
- N. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the annual report / notice for attending the meeting.



- O. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- P. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

Q. Voting through electronic means

1. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide its Shareholders with the facility to exercise their right to vote at the 30th Annual General Meeting (AGM) of the Company by 'remote e-voting' (e voting at a place other than the venue of the AGM). The business may be transacted through remote e-voting services provided by the Central Depository Services Limited (CDSL).
2. The facility for voting through polling paper shall also be made available to those shareholders who are present at the 30th AGM, but have not cast their votes by availing the remote e-voting facility. The Members who have exercised their voting through the remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
3. The Company has appointed Ms. Khyati Shah, Practicing Company Secretary (C.P.No. 9574) as Scrutinizer for conducting the remote e- voting and voting process at the AGM in a fair and transparent manner.
4. The instructions to members for voting electronically are as under :
 - (i) The remote e-voting period begins on **6th August, 2017 at 09.00 a.m. (IST) and ends on 8th August, 2017 at 5.00 p.m. (IST)**. During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **2nd August, 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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 / Attendance Slip indicated 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"> • 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be



also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. India Steel Works Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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.
- 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 should be mailed to 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.
- 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, under help section or write an email to helpdesk.evoting@cdslindia.com

General:

- (a) During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 2nd August, 2017 may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (b) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 2nd August, 2017.
- (c) Ms. Khyati Shah, Practicing Company Secretary, Membership No:- 22662 CP No:- 9574 Mumbai, cskhyatishah@gmail.com has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (d) The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

**ANNEXURE TO THE NOTICE**

Statement pursuant to section 102 of Companies Act, 2013 in respect of special business and details pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:

ITEM NO.6: REAPPOINTMENT OF MR. SUDHIR H.GUPTA AS MANAGING DIRECTOR OF THE COMPANY

Mr. Sudhir H. Gupta (53) has Degree in Science and Law from University of Mumbai. He has more than 30 years of experience in the steel industry. He has been the Jt. Managing Director since the year 1991 and re-designated as Managing Director of the Company from 30th day of June, 2009.

Mr. Sudhir H. Gupta has been managing day to day affairs of the company. Subject to the supervision and control of the Board of Directors, he is overall in-charge of running the day to day affairs of the Company including Budgeting, Funding, Liaisoning with the Investors and Corporate affairs. He is also looking after the general administration, banking, finance, sales and purchase. As a Managing Director he has played a key role in making the Company to grow inspite of every odd in the past.

The Board of Directors of the Company at its meeting held on 28th September, 2016 has, subject to the approval of members, re-appointed Mr. Sudhir H. Gupta, as Managing Director of the Company, for a period of 3 (three) years with effect from 1st October, 2016 at the remuneration approved by the Nomination & Remuneration Committee and also by the Board.

In accordance to the provisions of Section 2(94), 196,197,198 and 203 read with schedule V and other applicable provisions including rules, regulations made there under, if any, of the Companies Act, 2013, ("the Act"), that the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by shareholders at ensuing general meeting.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Sudhir H. Gupta as Managing Director are more specifically mentioned in the Resolution.

The said Director will perform such duties as shall from time to time be entrusted to him by the Board of Directors and subject to superintendence, guidance and control of the Board. The appointment may be terminated by giving the other 2 (two) months' prior notice in writing. Mr. Sudhir H. Gupta satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The statement as required under Part II of Section II, of the Schedule V of the Companies Act, 2013 with reference to:

- i. Payment of Remuneration is approved by the Board as well as the Nomination & remuneration committee of the Company.
- ii. The Company has not made any default in repayment of any of its debts or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person;
- iii. a statement along with a notice calling the general meeting referred to in clause (iii) is given to the shareholders containing the following information, namely:—
 - I. General Information :
 - (1) Nature of Industry : Manufacturing of Stainless Steel and alloy steel long products.
 - (2) Date or expected date of commencement of commercial production : Existing Company, already commenced from 1987.



(3) Financial performance based on given indicators

(₹ In Lacs)

Sr. No	Particulars	For the year ended	For the year ended	For the year ended	For the year ended
		31.3.2014	31.3.2015	31.3.2016	31.3.2017
1	Net sales / Income	61322.72	51296.63	58,388.74	103845.50
2	Other operating Income	1666.90	521.47	1,047.09	990.03
3	Total Expenditure	63107.84	51610.33	59214.03	104214.83
4	Finance Cost	1518.70	1102.95	985.57	947.98
5	Profit/(loss) before Tax	-1254.91	207.76	225.96	620.69
6	Tax Expenses	-2.48	-4.30	178.03	183.05
7	Net Profit/(loss): For the year	-1257.39	212.06	4,03.99	800.50
8	Profit/(Loss) b/f from previous years	-18479.36	-19736.75	-19524.69	-19121.47

(4) Export performance and net foreign exchange earnings: on FOB basis is ₹ 97,34,56,558/-

(5) Foreign Investments or Collaborators, if any: Nil

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: NIL

Mr. Sudhir H. Gupta is a Promoter Director holding 53,82,725 Equity shares consisting of 1.35% of the paid-up capital of the Company. Apart from receiving remuneration as stated above he does not receive any emoluments from the Company. He has no Directorship in other public limited Companies in India. Mr. Varun Gupta (Whole-time Director) is Son of Mr. Sudhir H. Gupta. Mr. Ashwinkumar H. Gupta (Executive Chairman) is the brother of Mr. Sudhir H. Gupta. No other managerial personnel have any relationship with Mr. Sudhir H. Gupta.

ITEM NO.6: REAPPOINTMENT OF MR. ASHWINKUMAR H. GUPTA AS CHAIRMAN OF THE COMPANY

Mr. Ashwinkumar H. Gupta (67) has Degree in B.tech from University of Mumbai. He has been associated with the Company since incorporation as the Managing Director. He has been re-designated as Chairman of the Company since 2009.

Mr. Ashwinkumar H. Gupta has been managing day to day affairs of the company. Subject to the supervision and control of the Board of Directors, he is overall in-charge of business policy decisions of the Company including Budgeting, Funding, Liasioning with the Investors and Corporate affairs. He is also looking after the general administration, banking, finance, sales and purchase.

The shareholders of the Company at its meeting held on 8th September, 2014 has, subject to the approval of members, re-appointed Mr. Ashwinkumar H. Gupta, as Chairman of the Company, for a period of 3 (three) years with effect from 1st November, 2014 at the remuneration approved by the Nomination & Remuneration Committee and also by the Board.

In accordance to the provisions of Section 2(94), 196,197,198 and 203 read with schedule V and other applicable provisions including rules, regulations made there under, if any, of the Companies Act, 2013, ("the Act"), that the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by shareholders at the ensuing general meeting.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Ashwinkumar H. Gupta as Chairman are more specifically mentioned in the Resolution.

He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The statement as required under Part II of Section II, of the Schedule V of the Companies Act, 2013 with reference to:

- i. Payment of Remuneration is approved by the Board as well as the Nomination & remuneration committee of the Company.



- ii. The Company has not made any default in repayment of any of its debts or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial person;
- iii. a statement along with a notice calling the general meeting referred to in clause (iii) is given to the shareholders containing the following information, namely:—

I. General Information :

- (1) Nature of Industry : Manufacturing of Stainless Steel and alloy steel long products.
- (2) Date or expected date of commencement of commercial production : Existing Company, already commenced from 1987.
- (3) Financial performance based on given indicators

(₹ In Lacs)

Sr. No	Particulars	For the year ended	For the year ended	For the year ended	For the year ended
		31.3.2014	31.3.2015	31.3.2016	31.3.2017
1	Net sales / Income	61322.72	51296.63	58,388.74	103845.50
2	Other operating Income	1666.90	521.47	1,047.09	990.03
3	Total Expenditure	63107.84	51610.33	59214.03	104214.83
4	Finance Cost	1518.70	1102.95	985.57	947.98
5	Profit/(loss) before Tax	-1254.91	207.76	225.96	620.69
6	Tax Expenses	-2.48	-4.30	178.03	183.05
7	Net Profit/(loss): For the year	-1257.39	212.06	4,03.99	800.50
8	Profit/(Loss) b/f from previous years	-18479.36	-19736.75	-19524.69	-19121.47

- (4) Export performance and net foreign exchange earnings: on FOB basis is ₹ 97,34,56,558/-
- (5) Foreign Investments or Collaborators, if any: Nil
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: NIL

Mr. Ashwinkumar H. Gupta is a Promoter Director holding 5515825 Equity shares consisting of 1.39% of the paid-up capital of the Company. Apart from receiving remuneration as stated above he does not receive any emoluments from the Company. He has no Directorship in other public limited Companies in India. Mr. Varun Gupta (Whole-time Director) is Son of brother of Mr. Ashwinkumar H. Gupta. Mr. Ashwinkumar H. Gupta (Executive Chairman) is the brother of Mr. Sudhir H. Gupta. No other managerial personnel have any relationship with Mr. Ashwinkumar H. Gupta.

ITEM NO. 7. MODIFICATIONS IN TERMS OF REMUNERATION PAYABLE TO MR. VARUN GUPTA, WHOLE-TIME DIRECTOR OF THE COMPANY

The Board of Directors of the Company at its meeting held on 30th May, 2017 has, subject to the approval of members, modification of terms in remuneration, with regards to Medical Expenses re-imburements shall also include Life insurance premium as well as Medi-claim insurance premium for self and also of his family, of Mr. Varun S. Gupta, Chairman of the Company, at the terms of remuneration approved by the Nomination & Remuneration Committee and also by the Board.

In accordance to the provisions of Section 2(94), 196,197,198 and 203 read with schedule V and other applicable provisions including rules, regulations made there under, if any, of the Companies Act, 2013, ("the Act"), that the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting. Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Ashwinkumar H. Gupta as Chairman are more specifically mentioned in the Resolution



Mr. Varun S. Gupta is a Promoter Director holding 2,04,800 Equity shares consisting of 0.05% of the paid-up capital of the Company. Apart from receiving remuneration as stated above he does not receive any emoluments from the Company. He has no Directorship in other public limited Companies in India, except Isinox Limited. Mr. Sudhir H. Gupta (Managing Director of the Company) is the father of Mr. Varun H. Gupta. Mr. Ashwinkumar Gupta is uncle (father's brother) of Mr. Varun S Gupta. No other managerial personnel have any relationship with Mr. Varun S. Gupta.

ITEM NO. 9 APPOINTMENT OF MR. DEEPAK KUMAR GAUR AS AN EXECUTIVE DIRECTOR

The Board of Directors of the Company appointed, pursuant to the provisions of sub-section (1) of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, and on the basis of the recommendation of Nomination & Remuneration Committee, Mr. Deepak Kumar Gaur (DIN 07636636), who was appointed as an Additional Director w.e.f. 9th November, 2016.

In terms of the provisions of sub-section (1) of Section 161 of Companies Act, 2013, Mr. Deepak Kumar Gaur would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Deepak Kumar Gaur the office of Director of the Company.

Mr. Deepak Kumar Gaur is Graduate in Science and Mechanical Engineering .He has also completed his Master degree in Business Administration with specialisation in Marketing and Human Resource from Nagpur University. He has rich experience of over 21 years in Operations of Various Iron and Steel Plants. He was previously associated with leading stainless steel producing companies."

Mr. Deepak Kumar Gaur is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has provided his consent to act as a Director.

The Board considers that his association would be of immense benefit to the Company; henceforth the Board recommended the appointment of Mr. Deepak Kumar Gaur as an Executive Director, for the approval by the shareholders of the Company.

Mr. Deepak Kumar Gaur does not hold any shares directly or indirectly in the Company. He is an additional Director in a Public Limited Company, Isinox Limited.

Copy of draft letters for appointment of Mr. Deepak Kumar Gaur as Director, setting out the terms and conditions are available for inspection by members at the registered Office of the Company.

ITEM NO. 10: BORROWING POWERS

The Shareholders of the Company had authorized the Board of Directors of the Company by way of Special Resolution in the year 1996, under clause (d) of sub-section (1) of Section 293(now repealed) of the Companies Act, 1956 to borrow moneys for the purpose of the Company's business in excess of the paid-up capital of the Company and its free reserves provided the sum or sums so borrowed and remaining outstanding at any point of time shall not exceed ₹ 250Crores (Rupees Two Hundred and Fifty Crores).

However, pursuant to the provisions of clause (c) of sub-section (1) of Section 180 of the Companies Act, 2013 (the 'Act'), the Board can exercise such borrowing powers only with the approval of Members of the Company by way of Special Resolution. It may be mentioned that there is no change in the borrowing limit of ₹ 250 Crores (Rupees Two Hundred and Fifty Crores) as earlier approved by the shareholders. The resolution is accordingly recommended for approval as a Special Resolution by the Shareholders of the Company.

In compliance with Section 293(1)(a) of the Companies Act, 1956, Members of the Company had authorized Board of Directors to create charge on assets/undertakings of the Company to secure its borrowings from time to time. Consequent to repeal of Section 293(1)(a) of Companies Act, 1956, to facilitate the Board to create mortgage / charge on assets and/or undertakings of the Company from time to time, to secure borrowings of the Company, it is recommended that your Board be authorized for the purpose under the provision of Section 180(1) (a) of the Companies Act, 2013.

The Board recommends the Resolutions for your approval. None of the Directors, Key Managerial Personnel of the Company, and/or their relatives is deemed to be concerned or interested in the proposed resolution.

ITEM NO.11: APPROVAL OF REMUNERATION PAYABLE TO COST AUDITOR

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31st, 2017 as per the following details:



Name of the Cost Auditor : Vishesh N. Patani Audit fees: ₹ 100,000/-

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.11 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31st, 2017.

None of the 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 recommends the Ordinary Resolution set out at Item No.11 of the Notice for approval by the shareholders.

ITEM NO.12: APPROVAL OF ARRANGEMENTS/TRANSACTIONS WITH RELATED PARTIES

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board and prior approval of the members by special resolution in case certain Related Party Transactions exceed such sum as is specified in the rules. The aforesaid provisions are not applicable in respect transactions entered into by the Company in the ordinary course of business on arm's length basis.

However, pursuant to Regulation 23 with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the shareholders through special resolution is required for all 'material related party transactions (RPT) even if they are entered into in the ordinary course of business on arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year 10% or more of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The following transactions to be entered into by the Company, together with transactions already entered into by the Company with Isinox Limited and ISL Global Pte Ltd, UAB ISL Lithuania, ISL Europe Spolka Zoo and other WOS of Isinox Limited as may be incorporated from time to time, during the current financial year, even though are in the ordinary course of business and on an arm's length basis, are estimated to 10% or more of the annual consolidated turnover of the Company as per the audited financial statements of the Company for the year ended 31st March, 2017:-

Sl. No	Nature of Transaction	FY: 2016-17 Estimated Annual Value of Contracts & Services [in ₹ crore]
Sale of Goods & rendering of Services by the Company		
1	Sale	900
2	Job Work Income	100
Total Income		1000
Purchase of Goods & receiving of Services by the Company		
1	Purchase	300
2	Job Work Charges / Hire Charges	50
3	Rent	5
Total Expenditure		355
Total Transaction Value		1355

The other particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

1. Name of the related parties: ISL Global Pte Ltd, UAB ISL Lithuania, ISL Europe Spolka Zoo and other WOS of Isinox Limited as may be incorporated from time to time.
2. Name of the director or key managerial personnel who is related, if any: Mr. Ashwin H Gupta, Mr. Sudhir H Gupta, Mr. Varun S Gupta, Mr. Deepak Kumar Gaur, Mr. T R Bajalia, Mrs. Kavita Joshi and Ms. Sowmya Prabhu.
3. Nature of relationship: Isinox Ltd., is owned by the aforesaid Promoter Directors and their relatives. Mr. Deepak Kumar Gaur is a Technical Director on Board of both the Companies though he does not have any shareholding in either of the Companies. ISL Global Pte Ltd is a wholly owned subsidiary of Isinox limited.
4. Nature of the Contract or arrangement : purchases, sells, availing services and also rendering services, giving advances against its orders, providing and accepting short term Inter Corporate Deposits to/from the Company in



normal course of business at commercial terms, from time to time, on an on-going concern basis. Isinox Ltd. has also entered into a long-term 'Conversion Agreement' with the Company with effect from 1st April 2014.

5. Material Terms of the Contract or arrangement including the value: The Contracts/arrangements/Agreements are renewable mutually for further periods as the Board may deem fit. The business value of the transactions could be up to ₹1355. p.a. (based on last year's operational value).
6. Any other information relevant or important for the members to take a decision on the proposed resolution: All transactions are mutually beneficial to the business of both the Companies wherein pricing and other commercial terms are determined on the basis of prevalent market terms. Both the Companies are also subject to the transfer pricing norms prevalent in the Country.

Except Mr. Ashwin H Gupta, Mr. Sudhir H Gupta, Mr. Varun S Gupta, Mr. Deepak Kumar Gaur, Mr. T R Bajalia and Mrs. Kavita Joshi, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the said Resolution.

The above transactions are approved by the Audit Committee as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges. In view the above, it is proposed to seek approval of the members of the Company through Special resolution for the above transactions and the related parties are abstained from voting on the said resolution. None of the Directors, Key Managerial Personnel or their relatives is interested or concerned in the said resolution except for their holdings in the shares of the Company and to the extent of their memberships and/ or directorships in the ISL Global Pte Ltd, UAB ISL Lithuania, ISL Europe Spolka Zoo and other WOS of Isinox Limited as may be incorporated from time to time.

The Board recommends the Resolution at Item Nos. 12 of the Notice for approval of the Members.

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT:

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchange details of the Directors seeking re-appointment are as follows:

Mr. Varun Gupta is a Director of the Company since 2009. He is a graduate in Business administration from the Bond University, Gold Coast, Australia. He holds 204800 shares consisting of 0.05% of the Equity share Capital of the Company. He has other Directorships in following Companies:

Isinox Ltd. and Level Enterprises Pvt Ltd. None of the Directors are concerned or interested in the resolution.

Regd. Office:
India Steel Works Complex,
Zenith Compound,
Khopoli, Raigad-410203.

By order of the Board
India Steel Works Limited

Place: Mumbai
Date: 28th June, 2017

Sudhir Gupta
Managing Director
DIN:00010853



INDIA STEEL WORKS LIMITED

(CIN: L29100MH1987PLC043186)

Regd. Office: India Steel Works Complex, Zenith Compound, Khopoli, Raigad-410203

Tel : +912192265812; **Fax :** +912192264061/+912249102099 **Website:** www.indiasteel.in **E-mail:** cosec@indiasteel.in

ATTENDANCE SLIP

Reference Folio No./ Client ID _____

No. of Shares _____

Name of shareholder _____

I/We hereby record my/our presence at the 30th ANNUAL GENERAL MEETING of the Company held on Wednesday, 9th August, 2017 at 11:00 a. m. at the Registered Office of the Company at India Steel Works Complex, Zenith Compound, Khopoli, Raigad-410203, Maharashtra.

Signature of the Shareholder/Proxy

Please fill attendance slip and hand it over at the entrance of the meeting hall.

TEAR HERE



INDIA STEEL WORKS LIMITED

(CIN: L29100MH1987PLC043186)

Regd. Office: India Steel Works Complex, Zenith Compound, Khopoli, Raigad-410203

Tel :+912192265812; **Fax :** +912192264061/+912249102099 **Website:** www.indiasteel.in **E-mail:** cosec@indiasteel.in

PROXY FORM-MGT-11

Name of the member(s):

E-mail ID:

Registered address:

Folio No/DP ID-Client ID:

I/We, being the member (s) ofshares of the above named company, hereby appoint (1)

Name:	
E-mail Id:	
Address	
Signature	

or failing him

(2)

Name:	
E-mail Id:	
Address	
Signature	

or failing him

(3)

Name:	
E-mail Id:	
Address	
Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on the Wednesday, 9th August, 2017 at 11:00 a.m at India Steel Works Complex, Zenith Compound, Khopoli, Raigad-410203 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.No.	Resolutions	For	Against
ORDINARY BUSINESS			
1	Adoption of Financial Statements for the year ended 31 st March, 2017.		
2	Declaration of Dividend on fully paid up Preference shares		
3	Re-appointment of Mr. Ashwinkumar H. Gupta who retires by rotation.		
4	Re-appointment of Mr. Varun S Gupta who retires by rotation.		
5	Appointment of M/s. Thanawala & Co., Chartered Accountants, Auditors of the Company & fixing remuneration.		
6	Approval to the re-appointment of Mr. Sudhir H. Gupta as Managing Director of the Company.		
7	Approval to the re-appointment of Mr. Ashwinkumar H. Gupta as Chairman of the Company.		
8	Variation in the terms of remuneration payable to Mr. Varun Gupta, Executive Director.		
9	Approval to the appointment of Mr. Deepak Kumar Gaur as Whole-time Director.		
10	Approval /Authority to the Board to Borrow.		
11	Ratification of Remuneration payable to Cost Auditor.		
12	Approval of arrangements / transactions with related parties.		

Signed.....this..... day of.....2017.

Signature of Shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Affix Revenue Stamp not less than ₹ 1

Notes:

- Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 30th Annual General Meeting.
- It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.

TEAR HERE

