

NOTICE

NOTICE is hereby given that **28th Annual General Meeting** of the Members of **Steelco Gujarat Limited** will be held on **Friday, 28th September, 2018 at 02:30 P.M.** at its **Registered Office** at Plot No. 2, GIDC Estate, Palej – 392 220, Dist. Bharuch, Gujarat to transact the following business:

ORDINARY BUSINESS :

Item No. 1 – Adoption of Audited Financial Statements

To consider & adopt Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – Re-appointment of a Director

To appoint a Director in place of Shri Mitesh H. Shah (DIN: 07013137), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3 – Appointment of Auditors

To consider appointment of M/s. Kedia & Kedia Associates, Chartered Accountants (Firm Registration No. 104954W) as Statutory Auditors of the Company to hold office from the conclusion of 28th Annual General Meeting until the conclusion of 33rd Annual General Meeting and to authorize the Board to fix their remuneration.

SPECIAL BUSINESS:

Item No. 4 – To consider appointment of Statutory Auditors to fill up Casual Vacancy caused by resignation of auditors.

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], approval, be and is hereby accorded to the appointment of M/s. Kedia & Kedia Associates, Chartered Accountants (Firm Registration No. 104954W), made by the Board of Directors of the Company at its meeting held on 8th August, 2018 as recommended by the Audit Committee, as Statutory Auditors of the Company to fill up the casual vacancy caused by the resignation of M/s. Walker Chandiook & Co LLP, Chartered Accountants, (Firm Registration No. 001076N/500013), to hold the office of the Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting, on such remuneration as may be fixed by the Board of Directors in consultation with them.”

Item No. 5 – To consider appointment of Shri Praful Chandaria (DIN: 02516129) as a Director of the Company.

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

“RESOLVED THAT Shri Praful Chandaria (DIN: 02516129), who was appointed by the Board of Directors as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 (**“the Act”**) read with applicable articles of the Articles of Association of the Company, to hold office upto the next Annual General Meeting and in respect of whom a requisite notice is received pursuant to Section 160 of the Act, and whose appointment is recommended by the Nomination & Remuneration Committee and the Board of Directors, be and is, hereby appointed as a Director of the Company, liable to retire by rotation, pursuant to provisions of Section 152 of the Act.”

Item No. 6 – To consider appointment of Shri Ajay Pratapray Shanghavi (DIN: 00084653) as a Director of the Company.

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, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“the Listing Regulations”**), Shri Ajay Pratapray Shanghavi (DIN: 00084653) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, who was appointed as an Additional Director pursuant to Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is, hereby appointed as a Non-Executive Independent Director of the Company w.e.f. 4th August, 2018 for a period of five (5) years.”

“RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary of the Company, be and are, hereby jointly and severally authorised to do all such acts, deeds and things as may be necessary and expedient to give effect to the aforesaid resolution/s.”

Item No. 7 – To consider and approve fixation of remuneration of Cost Auditors of the Company for the year ending 31st March, 2019.

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, read with the Companies (Audit & Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the appointment of M/s. Y. S. Thakar & Co., Cost and Management Accountants in practice, be and is hereby approved to conduct the audit of cost accounting records of the company for the financial year 2018-19 on a remuneration (plus applicable GST and out of pocket expenses) as set out in statement annexed to the notice convening this meeting.”

“RESOLVED FURTHER THAT the Board of Directors and / or the Company Secretary of the Company be and are, hereby jointly and severally authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to the aforesaid resolution/s.”

Item No. 8 – To consider and approve sell, lease or otherwise dispose of the Undertaking of the Company.

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

“RESOLVED THAT pursuant to Section 180(1)(a) and any other provisions applicable, if any, of the Companies Act, 2013 (**“the Act”**) and the rules made thereunder and subject to the provisions of the Memorandum and the Articles of Association of the Company, the Board of Directors of the Company (which shall include any committee thereof) be and is hereby authorized to sell, lease or otherwise dispose of including to mortgage and / or to create charge, in addition to the mortgages / charges created / to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all or any of the movable and / or immovable property/ies of the Company including the property/ies situated at 4th Floor, Marble Arch, Race Course, Vadodara – 390 007, Gujarat and / or the interest held by the Company in all or any of the said movable and / or immovable property/ies / undertaking/s, both present and future and / or the whole or any part of the undertaking(s) of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) in favour of lender(s), agent(s) and trustee(s) for securing the borrowings of the Company

availed / to be availed by way of loan(s), from time to time, together with interest at the respective agreed rates and all other costs, charges and expenses and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s) or any other agreement / document, entered into / to be entered into between the Company and the lender(s) / investor(s) / agent(s) and / or trustee(s), in respect of the said loans, borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Company and the lender(s), investor(s), agent(s) and / or trustee(s) or otherwise."

"RESOLVED FURTHER THAT any Director of the Company, Chief Financial Officer and /or the Company Secretary be and are hereby jointly and severally authorized to do all the acts and deeds necessary and expedient for the purpose."

Item No. 9 – To consider and approve authorization to the Board to make Loans / Advances /to provide Bank Guarantee / Security in connection with loan and to Invest pursuant to Section 186 of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Meeting of Board and its Powers) Rules, 2014, as may be amended, from time to time and the Articles of Association of the Company, and subject to other approvals, as may be required, if any, approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company for (a) giving any loan to any person or other body corporate; (b) giving guarantee or providing any security in connection with the loan given to any person or body corporate; and/or (c) acquiring by way of subscription, purchase or otherwise the securities of anybody corporate, up to aggregate sum of ₹ 1,00,00,000 (Rupees One Crore Only) notwithstanding the fact that such aggregate sum may exceed 60% of the Paid up capital, Free Reserves and Securities Premium account or 100% of Free Reserves and Securities Premium Account of the Company, and also to do all the acts and deeds necessary, expedient and incidental for the purpose, as may be decided by the Board, from time to time, on such other terms and conditions as it deems fit."

**By order of the Board,
For Steelco Gujarat Limited**

**Place : Mumbai
Date : 8th August, 2018
CIN : L27110GJ1989PLC011748**

**Achal S. Thakkar
Company Secretary**

NOTES :

THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, IN RESPECT OF THE BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING (AGM), AS SET OUT THE MATERIAL FACTS IN RESPECT OF THE BUSINESS UNDER ITEM NOS. 4 TO 9 SET OUT ABOVE AND THE RELEVANT DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT UNDER ITEM NO. 2, 5 and 6 ABOVE AS REQUIRED UNDER REGULATION 26(4) & 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("THE LISTING REGULATIONS") AND AS REQUIRED UNDER SECRETARIAL STANDARD ON GENERAL MEETING (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA IS ANNEXED HERETO.

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT

THE MEETING ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.

Members desiring any information as regards the Accounts and Operations of the Company are requested to write their questions/ queries to the Company Secretary of the Company so as to reach at least seven days before the date of the Annual General Meeting to enable the Company to keep the information available to the best extent possible.

Members are requested to intimate changes, if any, in their registered addresses to the Share Transfer Agent for shares held in physical format to their respective Depository Participant(s) for shares held in electronic form, quoting their Registered Folio Number / DP ID No. as the case may be in all the correspondence.

The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2018 to 28th September, 2018 (both days inclusive).

Members are requested to bring their copy of the Annual Report and the Attendance Slips at the Annual General Meeting.

Equity Shares of the Company are listed at BSE Ltd., P. J. Tower, Dalal Street, Mumbai.

Equity Shares of the Company are dematerialized with NSDL and CDSL.

All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Company's registered office at Plot No. 2, GIDC Estate, Palej - 392 220, Dist. Bharuch, Gujarat on all working days of the Company between 3:00 p.m. to 5:00 p.m. up to the date of Annual General Meeting.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 4 to 9 is annexed hereto.

E-Voting:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means. The facility of casting votes using an electronic voting system from a place other than the AGM venue ('remote e-voting') will be provided to the members by Link Intime India Private Limited (LIPL).

The Company is providing facility for voting by electronic means and the business may be transacted through such electronic voting. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The e-voting period begins on 25th September, 2018 (9:00 a.m.) and ends on 27th September, 2018 (5:00 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting after 27th September, 2018 (5.00 p.m.).

Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holds shares

as on 21st September, 2018, may obtain the login ID and password by following instructions given at notice which is uploaded at <https://instavote.linkintime.co.in> or sending request at enotices@linkintime.co.in.

PROCEDURE FOR E- VOTING

Instructions for shareholders to vote electronically:

- **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company.

5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). - Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. - Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of

any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View Event No. "180161" of the Company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour / Against" for voting. Cast your vote by selecting appropriate option i.e. Favour / Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour / Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour / Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour / Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

- Shareholders holding multiple folios / demat account shall choose the voting process separately for each of the folios / demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

Shri Devesh A. Pathak, Practicing Company Secretary (Membership No. FCS 4559), Vadodara has been appointed as a Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The Scrutinizer shall, after conclusion of the voting at General meeting, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favor or against, not later than three days of the conclusion of the meeting, if any, forthwith to the Chairman of the Company or a person authorized by him.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.steelco Gujarat.com and on the website of LIIPL <https://instavote.linkintime.co.in> immediately after result is declared and shall be communicated to the stock exchanges, where the shares of the Company are listed.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4 – To consider appointment of Statutory Auditors to fill up Casual Vacancy caused by resignation of auditors.

Your Directors at their meeting held on 8th August, 2018, on the recommendation of the Audit Committee, approved appointment of M/s. Kedia & Kedia Associates, Chartered Accountants (Firm Registration No. 104954W), as Statutory Auditors to fill up the casual vacancy caused by the resignation of M/s. Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No. 001076N/500013), to hold the office upto the conclusion of next Annual General Meeting pursuant to Section 139 (8) and other applicable provisions, if any, of the Companies Act, 2013. They have found to have high level of professional integrity and service levels, with competent team with wide experience, expertise in various areas like Statutory Audit, Internal Audit, Corporate Laws, Indirect Tax Consultancy, Direct Tax, FEMA matters, etc. and have well experienced Partners, Chartered Accountants, Employees, Staff, etc. to deliver the results in utmost professional manner, pursuant to applicable provisions of the Companies Act, 2013. As per the said provisions, such appointment shall also require approval of shareholders in General Meeting.

Accordingly, your Directors recommend and seek your approval to the resolution in respect of the appointment of M/s. Kedia & Kedia Associates as aforesaid and authorize the Board of Directors to fix their remuneration, as set out in item no.4 of the accompanying notice, by way of Ordinary Resolution.

A copy of the resignation tendered by M/s. Walker Chandio & Co LLP and necessary consent / certificate of eligibility received from M/s. Kedia & Kedia Associates, Chartered Accountants (Firm Registration No. 104954W), (New Auditors), as referred elsewhere are available for inspection to the members till the date of the meeting during business hours.

Neither any of the Directors / Key Managerial Personnel of the Company nor any of their relative(s) shall be deemed to be concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the notice.

Item No. 5 – To consider appointment of Shri Praful Chandaria (DIN: 02516129) as a Director of the Company.

Shri Praful Chandaria, has been appointed by the Board of Directors as an Additional Director pursuant to Section 161 of the Companies Act, 2013 and pursuant to applicable articles of the Articles of Association of the Company, to hold office up to the date of the ensuing Annual General Meeting ("AGM") and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 of the Act, received, in writing, a requisite notice from a Member proposing his candidature for the office of Director. His appointment is also recommended by the Nomination & Remuneration Committee.

The Company has received from Shri Praful Chandaria (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) an intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. The profile and specific areas of expertise of Shri Praful Chandaria are provided in the Corporate Governance Report.

Your Directors recommend and seek your approval to the resolution, as appearing in item no. 5 of the accompanying notice, by way of Ordinary Resolution.

Except Shri Praful Chandaria, Neither any of the Directors / Key Managerial Personnel of the Company nor any of their relative(s) shall be deemed to be concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of the notice.

Item No. 6 – To consider appointment of Shri Ajay Pratapray Shanghavi (DIN: 00084653) as a Director of the Company.

The Board of Directors, in terms of the recommendation of Nomination and Remuneration Committee approved the appointment of Shri Ajay Pratapray Shanghavi (DIN: 00084653) for a period of five (5) years as a Non-Executive Independent Director w.e.f. 4th August, 2018.

The Company has received from Shri Ajay Pratapray Shanghavi (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) an intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2), (iii) Certificate of Independence under Section 149(6) of Companies Act, 2013 and other applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The profile and specific areas of expertise of Shri Ajay Pratapray Shanghavi, are provided in the Corporate Governance Report.

In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as a Non-Executive Independent Director of the Company and is independent of the management. The copy of the draft letter for his appointment as a Non-Executive Independent Director would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays, Sundays and Public Holidays upto the date of the Annual General Meeting.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to avail his services as a Non-Executive Independent Director. The Company has received the proposal for appointment / reappointment as a Director as per applicable rules and regulations.

Shri Ajay Pratapray Shanghavi does not hold any Equity Shares of the Company.

Accordingly, your Directors recommend and seek your approval to the resolution as appearing in item no. 6 of the accompanying notice by way of Ordinary Resolution.

Except Shri Ajay Pratapray Shanghavi, Neither any of the Directors / Key Managerial Personnel of the Company nor any of their relative(s) shall be deemed to be concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the notice.

Item No. 7 – To consider and approve fixation of remuneration of Cost Auditors of the Company for the year ending 31st March, 2019.

The Board, on the recommendation of the Audit Committee, has approved the appointment, M/s. Y. S. Thakar & Co., Cost & Management Accountants in Practice, (FRN 000318) as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2019 at a remuneration of ₹ 1,00,000 (Rupees One Lakh Only) plus GST and out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors shall be determined by the shareholders of the Company.

Accordingly, your Directors recommend and seek your approval to the resolution as set out in item no. 7 of the accompanying notice by way of Ordinary Resolution.

Neither any of the Directors / Key Managerial Personnel of the Company nor any of their relative(s) shall be deemed to be concerned or interested, financially or otherwise, in the resolution set out at item no. 7 of the notice.

Item No. 8 – To consider and approve sell, lease or otherwise dispose of the Undertaking of the Company.

The Company owns two offices at 4th Floor, Marble Arch, Race Course, Vadodara – 390007, Gujarat, India viz., Office 1 comprising Block No. 401, 409 & 410 admeasuring 1975 Sq. Ft. and Office 2 comprising Block No. 411 to 421 admeasuring 4200 Sq. Ft. Recently, the Lenders, at one of their Joint Lenders meeting, has advised to have their charge on the aforesaid property also and in view of the same, the Board of Directors considered the same at their Board Meeting held on 28th December, 2017, subject to the approval of shareholders, pursuant to Section 180(1)(a) of the Companies Act, 2013 & the rules made there under, if any. Alternatively, the Company may sell / lease or otherwise dispose of the undertaking/s also, if feasible otherwise.

Your Directors recommend and seek your approval to the resolution, as appearing in item no. 8 of the accompanying notice, by way of Special Resolution.

Neither any of the Directors / Key Managerial Personnel of the Company nor any of their relative(s) shall be deemed to be concerned or interested, financially or otherwise, in the resolution set out at item no. 8 of the notice.

Item No. 9 – To consider and approve authorization to the Board to make Loans / Advances / to provide Bank Guarantee / Security in connection with loan and to Invest pursuant to Section 186 of the Companies Act, 2013.

According to section 186 of the Companies Act, 2013, aggregate of any loan made to any person or body corporate, guarantee/security provided in connection with a loan to any other body corporate or person and acquisition by way of subscription or purchase or otherwise, the securities of any other body corporate shall not exceed 60% of the paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account unless it is approved by share holders by way of special resolution. Hence, your Directors at their meeting held on 8th August, 2018 have recommended to authorize the Board of Directors to give Loans / Advances / to give Bank Guarantees / securities/ to acquire securities by investments, up to aggregate sum of ₹ 1,00,00,000/- (Rupees One Crore Only) even if it may exceed 60% of the paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the Company.

Your Directors recommend and seek approval to the resolution as set out in item no. 9 of the accompanying notice by way of Special Resolution.

Neither any of the Directors / Key Managerial Personnel of the Company nor any of their relative(s) shall be deemed to be concerned or interested, financially or otherwise, in the resolution set out at item no. 9 of the notice.

**By order of the Board,
For Steelco Gujarat Limited**

**Place : Mumbai
Date : 8th August, 2018
CIN : L27110GJ1989PLC011748**

**Achal S. Thakkar
Company Secretary**

STEELCO GUJARAT LIMITED

Regd. Office: Plot No. 2, G.I.D.C. Estate, National Highway No. 8, Palej - 392 220, Dist. Bharuch, Gujarat.
Tel No 02642-277 479 / 480 / 481, Fax : 277 307 E-mail : sgl@steelcogujarat.com Website : www.steelcogujarat.com
CIN: L27110GJ1989PLC011748

PROXY FORM

Name of the Member(s):
Registered Address:
.....E-mail Id:
Folio No./DP Id & Client Id:

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

1. Name : Address :
Email Id : Signature :
2. Name : Address :
Email Id : Signature :
3. Name : Address :
Email Id : Signature :

as my/our proxy to attend and vote (on a poll) for me / us on my / our behalf at the 28th Annual General Meeting of the Company to be held on Friday, 28th September, 2018 at 02:30 P.M. and at any adjournment thereof in respect of resolutions are indicated below:

Reso. No.	Description	Optional	
		For	Against
ORDINARY BUSINESS:			
1	To consider & adopt Audited Financial Statements of the Company for the financial year ended 31 st March, 2018 and the Reports of the Board of Directors and the Auditors thereon.		
2	To appoint a Director in place of Shri Mitesh H. Shah (DIN: 07013137), who retires by rotation and being eligible, offers himself for re-appointment.		
3	To consider appointment of M/s. Kedia & Kedia Associates, Chartered Accountants (Firm Registration No. 104954W) as Statutory Auditors of the Company to hold office from the conclusion of 28 th Annual General Meeting until the conclusion of 33 rd Annual General Meeting and to authorize the Board to fix their remuneration.		
SPECIAL BUSINESS:			
4	To consider appointment of Statutory Auditors to fill up Casual Vacancy caused by resignation of auditors.		
5	To consider appointment of Shri Praful Chandaria (DIN: 02516129) as a Director of the Company.		
6	To consider appointment of Shri Ajay Pratapray Shanghavi (DIN: 00084653) as a Director of the Company.		
7	To consider and approve fixation of remuneration of Cost Auditors of the Company for the year ending 31 st March, 2019.		
8	To consider and approve sell, lease or otherwise dispose of the Undertaking of the Company.		
9	To consider and approve authorization to the Board to make Loans / Advances / to provide Bank Guarantee / Security in connection with loan and to Invest pursuant to Section 186 of the Companies Act, 2013.		

Signed this on ___ day of _____, 2018

Signature of Shareholder :

Note: This Proxy Form in order to be effective should be duly completed and deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.



STEELCO GUJARAT LIMITED

Regd. Office: Plot No. 2, G.I.D.C. Estate, National Highway No. 8, Palej - 392 220, Dist. Bharuch, Gujarat.
Tel No 02642-277 479 / 480 / 481, Fax : 277 307 E-mail : sgl@steelcogujarat.com Website : www.steelcogujarat.com
CIN: L27110GJ1989PLC011748

ATTENDANCE SLIP

Folio No./DP Id - Client Id : _____ No. of Shares held : _____

I/We hereby record my/our presence at the 28th Annual General Meeting of Members of the Company being held at its Registered Office at Plot No. 2, GIDC Estate, Palej – 392 220, Dist. Bharuch, Gujarat, on Friday, 28th September, 2018 at 2:30 P.M.

Member's / Proxy's Name (in Block Letters)

Member's / Proxy's Signature

Note : A Member/Proxy attending the meeting must complete this Attendance Slip and hand it over at entrance of meeting hall.

ROUTE MAP TO STEELCO GUJARAT LTD.

