
STEELCO GUJARAT LIMITED

CIN : L27110GJ1989PLC011748

REGD. OFFICE & WORKS : Plot No. 2, G.I.D.C. Estate, P.O. Palej - 392 220, Dist. Bharuch, Gujarat, India.

Ph. : 02642-277 479 / 481, 277326 **Fax** : 02642-277 307 **E-mail** : sgl@steelcogujarat.com **Website** : www.steelcogujarat.com

NOTICE

NOTICE is hereby given that the 1st **EXTRA ORDINARY GENERAL MEETING** of the Members of **Steelco Gujarat Limited** will be held on **Wednesday, 15th May, 2019** at **11:00 A.M.** at its **Registered Office** of the Company situated at Plot No. 2, GIDC Estate, Palej – 392 220, Dist. Bharuch, Gujarat to transact the following business:

SPECIAL BUSINESS:

Item No. 1 –

Appointment of Shri Praful Chandaria (DIN: 02516129) as a Non-Executive Director of the Company.

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

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions if any of the Companies Act, 2013 (‘the Act’) and the rules framed thereunder, applicable Article of the Articles of Association of the Company read with Rule 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and as recommended by the Nomination & Remuneration Committee and the Board of Directors on 9th April, 2019, approval, be and is, hereby accorded to the appointment of Shri Praful Chandaria (DIN: 02516129) as a Non-Executive Director, liable to retire by rotation who has already attained the age of 75 years and in respect of whom a requisite notice is received pursuant to Section 160 of the Act.”

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

Place : Palej, Bharuch
Date : 12th April, 2019
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 EXTRA ORDINARY GENERAL MEETING (EGM), AS SET OUT THE MATERIAL FACTS IN RESPECT OF THE BUSINESS UNDER ITEM NO. 1 SET OUT ABOVE AND THE RELEVANT DETAILS OF THE DIRECTORS SEEKING APPOINTMENT UNDER ITEM NO. 1 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.

Proxy in the prescribed Form No. MGT - 11 as enclosed herewith, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, signed and stamped, not less than 48 (Forty Eight) hours before the time of holding this Extraordinary General Meeting (“**EGM**”).

Pursuant to Section 113 of the Companies Act, 2013 (the “**Act**”) and rules framed there under, the corporate members intending to send their authorized representatives to attend the EGM are requested to send to the Company, a certified copy of the Board Resolution or Power of Attorney, if any, authorizing their representative(s) to attend and vote, on their behalf, at the Extra Ordinary General Meeting (EGM).

Members desiring any information relating to the business to be transacted at the EGM, 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 Extra Ordinary General Meeting (EGM) to enable the Company to keep the information available to the best extent possible.

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.

The Register of Directors and Key Managerial Personnel(s) and their shareholding maintained under Section 170 of the Act along with other Statutory Registers as required under the provisions of Act, and 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 Extra Ordinary General Meeting.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 1 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 EGM venue ('remote e-voting') will be provided to the members by Link Intime India Private Limited (LI IPL).

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 12th May, 2019 (9:00 a.m.) and ends on 14th May, 2019 (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 8th May, 2019, may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting after 14th May, 2019 (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 8th May, 2019, 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 (LI IPL)

1. Visit the e-voting system of LI IPL. 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 LI IPL: <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](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. “190049” 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 authorized 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.steelcogujarat.com and on the website of LIPL <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. 1

Appointment of Shri Praful Chandaria (DIN: 02516129) as a Director of the Company

According to newly inserted Regulations 17(1A) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 effective from 1st April, 2019 any person who has attained the age of Seventy Five (75) years can neither be appointed nor continue as a Non-Executive Director, unless a special resolution is passed to that effect. Accordingly, Shri Praful Chandaria, who has already attained the age of seventy five (75) years, resigned as a Non-Executive Director for better compliance of laws with effect from 30th March, 2019.

Having regards to his valuable contribution and guidance during his tenure of Directorship as well as keeping in view his vast and rich experience in metal industry backed by his bright academic carrier, his induction to the Board of the Company would be of immense benefit to the Company. Accordingly, the Nomination and Remuneration Committee as well as Board of Directors have recommended appointment of Shri Praful Chandaria as a Non-Executive Director liable to retirement by rotation on 9th April, 2019 and the detailed justification and information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of Secretarial Standard – 2 in respect Shri Praful Chandaria are as under:

Name of Director	:	Shri Praful Chandaria
Date of Birth	:	03/10/1938
Qualification	:	Graduate with Honours in Economics & International Relations from University of Wales. Attended the PMD program at the Harvard Business School.
Experience:	:	He is having more than six decades of extensive global experience in establishing and running various manufacturing and service industries, including metal industries. He has played significant and crucial role in developing various industries globally with his valuable guidance, directions and farsighted vision.
Terms and Conditions of Appointment:	:	Liable to retire by rotation
Details of remuneration sought to be paid	:	Nil
Remuneration last drawn	:	Nil
Date on which first appointed on the Board	:	Proposed to be appointed.
Details of shareholding in the Company	:	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel, if any:	:	Nil
Number of Meetings of the Board attended during the year	:	N.A.
Details of Other Directorship, Membership / Chairmanship of Committees of other Boards	:	Nil

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.

Your Directors recommend and seek your approval to the resolution, as appearing in item no. 1 of the accompanying notice, by way of a Special 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. 1 of the notice.

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

**Place : Palej, Bharuch
Date : 12th April, 2019
CIN : L27110GJ1989PLC011748**

**Achal S. Thakkar
Company Secretary**

STEELCO GUJARAT LIMITED

CIN : L27110GJ1989PLC011748

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Ph. : 02642-277 479 / 481, 277326 **Fax :** 02642-277 307 **E-mail :** sgl@steelcogujarat.com **Website :** www.steelcogujarat.com

FORM NO. MGT-11

PROXY FORM

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

Name of the Member(s):
Registered Address:
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 **1st Extra Ordinary General Meeting** of the Company to be held on **Wednesday 15th May, 2019** at **11:00 A.M.** at its **Registered Office** at Plot No. 2, GIDC Estate, Palej – 392 220, Dist. Bharuch, Gujarat and at any adjournment thereof in respect of resolutions are indicated below:

Reso. No.	Description	Optional	
		For	Against
	SPECIAL BUSINESS:		
1	Special Resolution : Appointment of Shri Praful Chandaria (DIN: 02516129) as a Non-Executive Director of the Company.		

Signed this on _____ day of _____, 2019

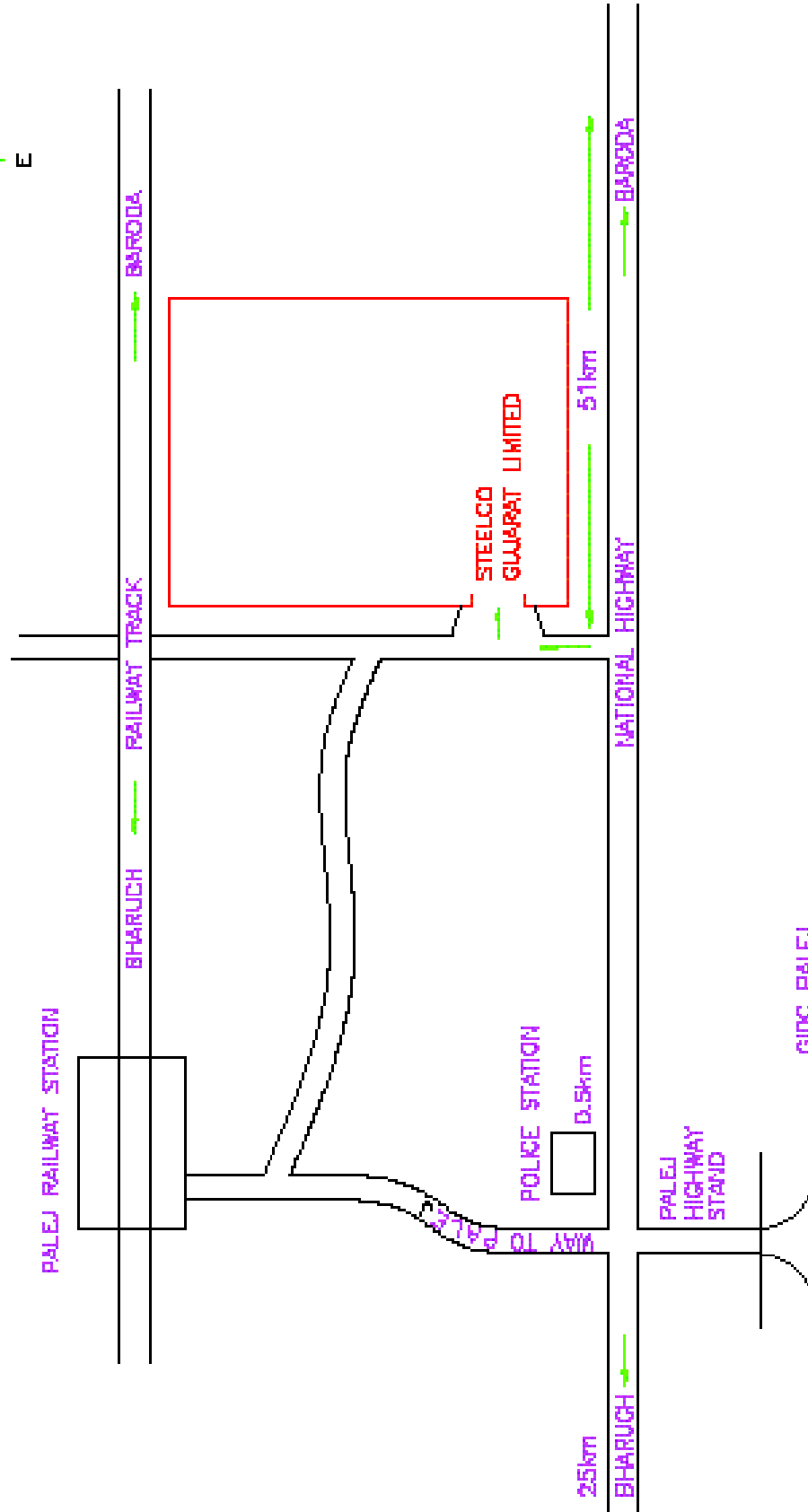
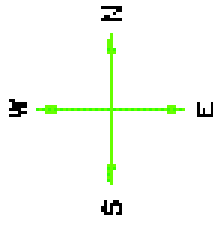
Signature of Shareholder :



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.

ROUTE MAP TO STEELCO GUJARAT LTD.



STEELCO GUJARAT LIMITED

CIN : L27110GJ1989PLC011748

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ATTENDANCE SLIP

Folio No./DP Id - Client Id : _____

No. of Shares held : _____

I/We hereby record my/our presence at the 1st Extra Ordinary General Meeting of Members of the Company being held on **Wednesday, 15th May, 2019 at 11:00 A.M.** at its **Registered Office** at Plot No. 2, GIDC Estate, Palej – 392 220, Dist. Bharuch, Gujarat.

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.



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