

NOTICE

NOTICE is hereby given that 14th Annual General Meeting of the Members of **S.A.L. STEEL LIMITED** will be held on Saturday, 30th September 2017 at 10:00 A.M. at SAL Institute & Engineering Research, Opp. Science City, Ahmedabad – 380 060 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017, Statement of Profit & Loss for year ended on that date and the Reports of Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Sujal Shah (DIN 01431407), who retires by rotation and being eligible, offers himself for re-appointment provided that pursuant to Section 17 of the IBC 2016, his powers as a Director shall stand suspended during the continuance of the Corporate Insolvency Resolution (CIR) Process.

3. 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s Parikh & Majmudar, Chartered Accountants, Ahmedabad (Firm Reg. No. 107525W) be and are hereby appointed as Statutory Auditors of the Company in place of M/s Talati & Talati, Chartered Accountants, Ahmedabad (ICAI Registration No. 110758W) at this Annual General Meeting, at such remuneration plus reimbursement of out-of-pocket, travelling expenses etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors.

RESOLVED FURTHER THAT M/s Parikh & Majmudar, Chartered Accountants, the Statutory Auditors of the Company, shall hold office for a period of five years, from the conclusion of this Fourteenth Annual General Meeting till the conclusion of Nineteenth Annual General Meeting of the Company (subject to ratification of the appointment by Members at every Annual General Meeting held after this Annual General Meeting).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.

RESOLVED FURTHER THAT the Resolution Professional has all the powers under the IBC 2016 to take such actions and execute all such documents as may be necessary and applicable to give effect to the above resolution till the CIR process is completed.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made thereunder as amended from time to time, consent of the members be and is hereby accorded for re-appointment of Shri Anil Pandya (DIN 02453919) as Whole Time Director, designated as Director – Commercial of the company for a period of 3 (three) years with effect from 25th October 2017, on terms and conditions as set out in the written memorandum placed before meeting with liberty to the Board of Directors (herein referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board), to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board and Shri Anil Pandya (DIN 02453919) provided that pursuant to Section 17 of the IBC 2016, his powers as a Director shall stand suspended during the continuance of the CIR Process.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made thereunder, as amended from time to time, consent of the members be and is hereby accorded for ratification & re-appointment of Shri Sujal Shah (DIN 01431407) as Whole Time Director, designated as Director – Purchase of the company, for a period of 3 (three) years with effect from 26th April 2016, on terms and conditions as set out in the written memorandum placed before meeting with liberty to the Board of Directors (herein referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board), to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board and Shri Sujal Shah (DIN 01431407) provided that pursuant to Section 17 of the IBC 2016, his powers as a Director shall stand suspended during the continuance of the CIR Process.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made thereunder, as amended from time to time, consent of the members be and is hereby accorded for ratification & re-appointment of Shri Babulal Singhal (DIN 01484213)

as Whole Time Director, designated as Director – Commercial of the company, for a period of 3 (three) years with effect from 15th May 2016, on terms and conditions as set out in the written memorandum placed before meeting with liberty to the Board of Directors (herein referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board), to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board and Shri Babulal Singhal (DIN 01484213) provided that pursuant to Section 17 of the IBC 2016, his powers as a Director shall stand suspended during the continuance of the CIR Process.”

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter as “SEBI(LODR)”], as amended from time to time, consent of the Members be and is hereby accorded for all material related party contracts or arrangements entered and to be entered into financial year 2017-18 between the Company and Shah Alloys Limited for sale of power, materials and services and purchase of material from Shah Alloys Ltd. at a prevailing market price in ordinary course of business.

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded for ratification of related party transactions between the Company and Shah Alloys Limited entered into during the period 2016-17.

RESOLVED FURTHER THAT the Board of Directors (the “Board”) and/or any Committee constituted by the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may be deemed necessary, proper and desirable.

RESOLVED FURTHER THAT the Resolution Professional has all the powers under the IBC 2016 to take such actions and execute all such documents as may be necessary and applicable to give effect to the above resolution till the CIR process is completed.”

8. To consider and if thought fit, to pass, with or without modification(s), 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), M/s. Ashish Bhavsar & Associates, Cost Accountants appointed by the Board on the recommendation of the Audit Committee of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018 be paid the remuneration of ₹70,000/- per annum plus out of pocket expenses, if any, incurred during the course of audit.”

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her self and proxy need not be a member. The proxies to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

2. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting. The complete instruction on e-voting facility provided by the Company is annexed to this Notice, explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the Meeting venue on 30th September 2017.
3. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representative/s to attend and vote at the Annual General Meeting.
4. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of directors seeking appointment/reappointment at the Annual General Meeting is given in detail, as annexed hereto.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting, is annexed hereto.
6. **Shareholders are requested to bring their copy of Annual Report to the meeting.**
7. Members/Proxies should fill Attendance Slip for attending the meeting.
8. **The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 22nd September, 2017 to Saturday, 30th September, 2017 (both days inclusive).**

9. Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.
10. Relevant documents referred to in the accompanying Notice and the Statement will remain open and available for inspection by the members at the administrative office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
11. 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 their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
12. **Members who have not registered their email IDs so far with their depository participants, are requested to register their email IDs for receiving all the Communications including Annual Report, Notices etc. in electronic mode.**
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository.
14. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2017 is uploaded on the Company's website www.salsteel.co.in and may be accessed by the members and also on the website of the Bombay Stock Exchange Ltd. www.bseindia.com and on the website of the National Stock Exchange www.nseindia.com.
15. Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, a physical copy of the Annual Report for 2016-17 is being sent in the permitted mode.

The instructions for members for voting electronically are as under:-

SECTION A: E-VOTING PROCESS:

1. To use <https://evoting.karvy.com> URL for e-voting:
2. Enter the login credentials i.e., user id and password mentioned. Your Folio No/DP ID Client ID will be your user ID.
3. After entering the details appropriately, click on LOGIN.
4. If you are holding shares in demat form and had logged on to www.evoting.karvy.com and voted on an earlier voting of any Company, then your existing password is to be used.
5. If you are a first time user, use below mentioned User ID and Password.
Once, you will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it.
Kindly note that it is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT i.e., S.A.L. Steel Ltd.
8. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option "ABSTAIN" in case you wish to abstain from voting.
9. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
10. On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting.
Select the relevant option as desired YES or NO and click on submit.
11. Click on the Resolution File Link if you wish to view the Notice.
12. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

Please note that once you have cast your vote, you cannot modify or vote on poll at the time of Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.

SECTION B- COMMENCEMENT OF E-VOTING PERIOD AND OTHER INSTRUCTIONS

1. In compliance with 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 read with Regulation 44 of SEBI (LODR), Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote at the 14th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Karvy Computershare Private Ltd.
2. The voting period begins on 27.09.2017 at 10 a.m. and ends on 29.09.2016 at 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 (record date) of 21.09.2017 may cast their vote electronically. The e-voting module shall be disabled by Karvy Computershare Private Limited for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
3. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
4. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
5. 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.co.in under help section or write an email to www.karvycomputershare.com OR write an e-mail to varghese1@karvy.com
6. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
7. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23.09.2017, may obtain the login ID and password by sending a request at www.karvycomputershare.com .
8. CS Kamlesh M Shah, Practicing Company Secretary (Membership No. ACS 8356, CP No: 2072) (Address: 801-A, 8th Floor, Mahalaya Complex, Opp. Hotel President, B/H. Fairdeal House, Swastik Cross Roads, Off. C.G.Road, Navrangpura, Ahmedabad: 380009) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
9. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forth with to the Chairman of the Company.
10. The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.salsteel.co.in within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
11. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
12. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail ksshah@yahoo.com.
13. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding Karvy e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
14. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Shri Varghese P A of Karvy Computershare Pvt. Ltd at 040- 44655000 or at 1800 345 4001 (toll free).

Note : For detailed instructions for e-voting, please visit website of Karvy Computershare Private Limited

Registered Office:

5/1 Shreeji House,
B/h M.J. Library,
Ashram Road,
Ahmedabad: 380 006
CIN: L29199GJ2003PLC043148

Nirajkumar Jain
Company Secretary

Issued on 16th September 2017 for agenda items approved by the Board of Directors of the Company on 27th May, 2017 and subsequently modified and confirmed by the RP on 16th September 2017.

Place : Santej

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
AND THE RULES FRAMED THEREUNDER**

Item No. 4:

The Board of Directors of the Company (the 'Board'), at its meeting held on 27th May 2017 has, subject to the approval of members, re-appointed Shri Anilkumar Pandya as a Whole-time Director designated as Director - Commercial, for a period of 3 (Three) years from the expiry of his present term on 24th October 2017, at a remuneration recommended by the Nomination and Remuneration Committee of the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Shri Anilkumar Pandya as a Whole-time Director, designated as Director - Commercial, in terms of the applicable provisions of the Act.

Shri Anilkumar S. Pandya was appointed as "Director-Commercial" for a term of 3 years w.e.f. 25th October 2014 and his term of office will be culminating on 24th October 2017. He is proposed to be reappointed with effect from 25th October 2017 for a period of 3 (Three) years. Shri Pandya is having 40 years of vast experience in his career of handling HR & Administrative positions in various organizations. Shri Pandya has been overseeing company's work.

Board recommends his re-appointment on the following material terms & conditions:

A	Period of Appointment	Three years from 25 th October, 2017 to ending on 24 th October, 2020.
B	Remuneration Details	
	Monthly Salary	₹ 50,000/- (Rupees Fifty Thousand Only) including Bonus, cash allowances and Incentives.
	Perquisites and Facilities	
	Housing	Rent free accommodation including provision for electricity, gas and water, as per Company's Policy.
	Medical Reimbursement	For himself, spouse and dependent children as per Company's Policy.
	Car facility	Company maintained Car with option of driver as per Company's policy.
	Other facilities, if any	It includes Company's Contribution to Provident Fund, Provision for Gratuity, Encashment of Leave Salary, as per the rules of the Company. These shall not be included in computation of above limits of remuneration.
	Minimum Remuneration	Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Shri Pandya, the remuneration by way of Salary, Bonus and Other Allowances not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed the Government from time to time.
C	Termination of Agreement	Written memorandum executed between Company and Shri Anilkumar S. Pandya, can be terminated by either party giving 3 months notice in writing of such termination.
D	Duties and Responsibilities	Shri Anilkumar S Pandya shall be responsible for entire commercial assignments as applicable under various statutes and shall perform such duties which may be entrusted to him, subject to superintendence, control and guidance of Board of Directors.

Shri Anilkumar Pandya satisfies 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 re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out terms of re-appointment of Shri Anilkumar Pandya under Section 190 of the Act.

Shri Anilkumar Pandya is interested in the resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board commends Ordinary Resolution set out at Item No. 4 of Notice for approval by shareholders.

Item No. 5:

The Board of Directors of the Company (the 'Board'), subject to the approval of members has ratified appointment & re-appointed Shri Sujal Shah as a Whole-time Director designated as Director - Purchase, for a period of Three years from the expiry of his term on 25th April 2016, at a remuneration recommended by the Nomination and Remuneration Committee of the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Shri Sujal Shah as a Whole-time Director, designated as Director - Purchase, in terms of the applicable provisions of the Act.

Shri Sujal Shah is having more than 25 years of experience in the areas of Purchase and Administration. During his tenure, Company has been benefited under his leadership and supervision. Management feels that his headship and experience will help in augmenting commercial activities.

Board recommends his re-appointment on the following material terms & conditions:

A	Period of Appointment	Three years from 26 th April, 2016 to ending on 25 th April, 2019.
B	Remuneration Details	
	Monthly Salary	₹ 36,000/- (Rupees Thirty Six Thousand Only) including cash allowances and Incentives.
	Perquisites and Facilities	It includes: Medical Reimbursement for himself, spouse and dependent children as per Company's Policy. A Company maintained car with option of driver's facility.
	Other facilities	It includes Provision for Gratuity, Encashment of Leave Salary, as per the rules of the Company. These shall not be included in computation of above limits of remuneration.
	Minimum Remuneration	Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Shri Sujal Shah, the remuneration by way of Salary, Bonus and Other Allowances not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed the Government from time to time.
C	Termination of Agreement	Written memorandum executed between Company and Shri Sujal Shah, can be terminated by either party giving 3 months notice in writing of such termination.
D	Duties and Responsibilities	Shri Sujal Shah shall be in charge for all purchases and procurement function of the Company and shall perform such duties as may be entrusted to him, subject to superintendence, control and guidance of Board of Directors.

Shri Sujal Shah satisfies 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 re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out terms of re-appointment of Shri Sujal Shah under Section 190 of the Act.

Shri Sujal Shah is interested in the resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board commends Special Resolution set out at Item No. 5 of Notice for approval by shareholders.

Item No. 6:

The Board of Directors of the Company (the 'Board'), at its meeting subject to the approval of members has ratified appointment & re-appointed Shri Babulal Singhal as a Whole-time Director designated as Director – Commercial, for a period of Three years from the expiry of his term on 15th May, 2016, at a remuneration recommended by the Nomination and Remuneration Committee of the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Shri Babulal Singhal as a Whole-time Director, designated as Director – Commercial, in terms of the applicable provisions of the Act.

Shri Babulal Singhal is having more than 35 years of vast experience in his career. Shri Singhal is a senior Accountant and possesses good expertise in dealing with matter involving accounts, taxation, banking, finance etc. Board recommends his re-appointment on the following material terms & conditions:

A	Period of Appointment	Three years from 16 th May, 2016 to ending on 15 th May, 2019.
B	Remuneration Details	
	Monthly Salary	₹ 41,000/- (Rupees Forty One Thousand Only) including Bonus, cash allowances and Incentives.
	Perquisites and Facilities	
	Housing	Rent free accommodation including provision for electricity, gas and water, as per Company's Policy.
	Medical Reimbursement	For himself, spouse and dependent children as per Company's Policy.
	Car facility	Company maintained Car with option of driver as per Company's policy.
	Other facilities, if any	It includes Company's Contribution to Provident Fund, Provision for Gratuity, Encashment of Leave Salary, as per the rules of the Company. These shall not be included in computation of above limits of remuneration.
	Minimum Remuneration	Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Shri Babulal Singhal, the remuneration by way of Salary, Bonus and Other Allowances not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed the Government from time to time.
C	Termination of Agreement	Written memorandum executed between Company and Shri Babulal Singhal, can be terminated by either party giving 3 months notice in writing of such termination.

D Duties and Responsibilities

Shri Babulal Singhal shall be in charge for all purchases and procurement function of the Company and shall perform such duties as may be entrusted to him, subject to superintendence, control and guidance of Board of Directors.

Shri Babulal Singhal satisfies 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 re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out terms of re-appointment of Shri Babulal Singhal under Section 190 of the Act.

Shri Babulal Singhal is interested in the resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board commends Special Resolution set out at Item No. 6 of Notice for approval by shareholders.

Item No. 7:

The Securities and Exchange Board of India, vide its Circular No. SEBI/LAD-NRO/GN/2015-16/013 dated 2nd September, 2015 (the "said circular"), introduced the regulations called the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [herein after "SEBI (LODR)"]. As per regulation 23 (4) of the SEBI (LODR), all material related party transactions shall require approval of the shareholders through resolution in the General Meeting. The related party transactions set out below are all contractual obligations entered / to be entered into by the Company in its ordinary course of business and are arms' length transactions for financial year 2017-18:

For financial year 2017-18

Name of the related party	Relation with the Company	Purpose of related party transaction	Amount Approx. (₹ in crore)
Shah Alloys Limited	Promoter Company	Sale of Power & Material	300.00
		Purchase of Material	10.00

As approved by the members in the Annual General Meeting held on 24.09.2016, Company entered into related party transactions for the financial year 2015-16 for sale of Power & Material to the extent of ₹ 150 Crores. However, Company executed transactions amounting to ₹ 171.00 Crores (approx.). In compliance of Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Members approval is sought for ratification of excess transactions.

Purpose of the aforementioned material related party transactions

Company was promoted by Shah Alloys Limited in 2003 and is having 35.61% equity holding in the Company. The Project is backward integration project since finished product of the Company is raw material for the Shah Alloys Limited. Further, Company has installed group captive power plant 40 MW. Excess power is wheeled to Shah Alloys Limited for its power requirement. On account of above, Shah Alloys is purchasing finished product of Company and also power generated by group captive power plant. Company purchases various materials from Shah Alloys Limited for maintenance of its plant and other purposes. Transactions made with Shah Alloys Limited are at Arms' length basis. The information is given pursuant to the provisions of Regulation 23 of SEBI (LODR) Regulations 2015 since the value of transactions with SAL Steel Ltd. exceeds 10% of the total turnover of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution except Shri Rajendra V. Shah.

ITEM NO.8

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 31st March, 2018 at the remuneration of ₹ 70,000/- per annum plus out of pocket expenses, if any, incurred during the course of audit. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, 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. 8 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Registered Office:

5/1 Shreeji House,
B/h M.J. Library,
Ashram Road,
Ahmedabad: 380 006
CIN: L29199GJ2003PLC043148

Date : 16.09.2017

Place : Santej

Nirajkumar Jain
Company Secretary

Details of the directors seeking re-appointment in the
14thAnnual General Meeting of the Company
[Pursuant to regulation 36 (3) of the SEBI (LODR) Regulations, 2015]

Name of Director	SUJAL A. SHAH
DIN	01431407
Date of Birth	30.12.1966
Date of Appointment	19.06.2006
Relationship with other Directors Inter se	None
Profile & Expertise in Specific functional Areas	<i>Has more than 25 years of experience in areas of Purchase & Administration.</i>
Qualification	<i>B. Sc. (Physics)</i>
No. of Equity Shares held in the Company	45000
List of other Companies in which Directorships are held	NIL
List of committees of Board of Directors (across all other Companies) in which Chairmanship/ Membership is held	NIL