



## **NOTICE**

**NOTICE** is hereby given that the Seventh Annual General Meeting of the Shareholders of Shree Precoated Steels Limited will be held on Friday, 25th September, 2015 at Activity Hall, Ground Floor, Juhu Vile Parle Gymkhana Club, N.S Road, JVPD Scheme, Vile Parle (West), Mumbai - 400049 at 1.00 P.M. to transact the following business:

### **ORDINARY BUSINESS**

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
2. To appoint a director in place of Mr. Dhaval R. Ajmera (DIN: 00012504) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditor and to fix their remuneration and in this regard, to consider and if thought fit, pass with or without modification(s), the following resolution as Ordinary Resolution:

**“RESOLVED THAT** in furtherance to the resolution passed in the Sixth Annual General Meeting held on September 27, 2014 appointing M/s V. Parekh & Associates, Chartered Accountants (Firm Registration Number 107488W) as the Statutory Auditors to hold office from the conclusion of the Sixth Annual General Meeting until the conclusion of the Eleventh Annual General Meeting and in terms of the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder, the appointment be and is hereby ratified from the conclusion of this Annual General Meeting (Subject to ratification of their appointment at every Annual General Meeting) until the conclusion of the Eleventh Annual General Meeting at such remuneration as may be recommended by the Audit Committee to the Board of Directors.”

By order of the Board of Directors  
For **SHREE PRECOATED STEELS LIMITED**

Place: Mumbai  
Date: 23rd July, 2015

**SANJAY C. AJMERA**  
**MANAGING DIRECTOR**  
(DIN: 00012496)

CIN:L70109MH2007PLC174206  
Registered Office:  
Rehman Building, 2nd Floor Mezzanine,  
24, Veer Nariman Road, Fort,  
Mumbai - 400 001  
Email id: investors.spsl@ajmera.com  
Website: www.spsl.com  
Tel.: 022 22841 777, Fax: 022 22044785

### **NOTE:**

- I. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE 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. 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 SHAREHOLDER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE ANNUAL GENERAL MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
- II. The particulars of Directors proposed to be reappointed, as required under Clause 49 of the listing agreement is annexed hereto.
- III. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 19th September, 2015 till Friday, 25th September, 2015 (both days inclusive) for Annual General Meeting.
- IV. Members / proxy are requested to bring a copy of Annual Report and attendance slip to the meeting.
- V. Members who hold shares in the dematerialized form are requested to write their Client ID and DP ID and those who hold shares in the physical form are requested to write their folio number in the attendance slip.
- VI. The physical copies of notice of Seventh Annual General Meeting and the Annual Report 2014-15 shall be open for inspection at the Registered Office of the Company during business hours between 11.00 am to 4.00 pm except on holidays, upto the date of the Annual General Meeting of the Company.
- VII. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members, facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.

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**INSTRUCTIONS FOR E-VOTING**

- a. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
- b. 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.
- c. 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.
- d. The e-voting period will begin on 22nd September, 2015 at 9:00 a.m and end on 24th September, 2015 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 (record date) of 18th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- e. The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com).
- f. Click on Shareholders tab.
- g. Now Enter your User ID  
For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- h. Next enter the Image Verification as displayed and Click on Login.
- i. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- j. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If 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 above in instruction (g)</li> </ul>

- k. After entering these details appropriately, click on “SUBMIT” tab.
- l. 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.
- m. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- n. Click on the EVSN for the relevant **Shree Precoated Steels Limited** on which you choose to vote.
- o. 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.
- p. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- q. 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.
- r. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- s. You can also take out print of the voting done by you, by clicking on “Click here to print” option on the Voting page.
- t. 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.
- u. 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](http://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](mailto: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](mailto: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 the 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.
- v. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- VIII The voting rights of 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 18th September, 2015.
- IX. The Company shall be making arrangements for the members to cast their votes in respect to the businesses either through electronic voting system or through poll, for members attending the meeting who have not cast their vote by remote voting.
- X. Mr. Haresh P Sanghvi, Practicing Company Secretary (Membership No. 2259) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make ‘not later than three days of conclusion of the meeting’ a consolidated Scrutinizer’s Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and Chairman shall declare the results of the voting forthwith, which shall not be later than 5:00 PM, September 28, 2015.
- XII. The result declared, along with the Scrutinizer’s Report shall be placed on the Company’s website

[www.spsl.com](http://www.spsl.com) and on the website of CDSL after the results is declared by the Chairman and also be communicated to the Stock Exchanges where the company is listed.

- XIII Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at [investors.spsl@ajmera.com](mailto:investors.spsl@ajmera.com) atleast 7 days before the 7th Annual General Meeting.
- XIV Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company’s Registrar and Share Transfer Agent, M/s Sharex Dynamic (India) Private Limited.
- XV Members may also note that the Annual Report for FY 2014-15 will also be available on the Company’s website [www.spsl.com](http://www.spsl.com) for their download.
- XVI Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depositories unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
- XVII 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.
- XVIII Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules issued thereunder. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled to Sharex Dynamic (India) Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

By order of the Board of Directors  
For **SHREE PRECOATED STEELS LIMITED**

Place: Mumbai  
Date: 23rd July, 2015

**SANJAY C. AJMERA**  
**MANAGING DIRECTOR**  
(DIN: 00012496)

CIN:L70109MH2007PLC174206  
Registered Office:  
Rehman Building, 2nd Floor Mezzanine,  
24, Veer Nariman Road, Fort,  
Mumbai - 400 001  
Email id: [investors.spsl@ajmera.com](mailto:investors.spsl@ajmera.com)  
Tel.: 022 22841 777, Fax: 022 22044785

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**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT  
AT THE ANNUAL GENERAL MEETING**

(Pursuant to Clause 49 of the Listing Agreement)

<b>A.</b>	<b>Name</b>	<b>Shri Dhaval R. Ajmera</b>
	Date of Birth	22nd August, 1980
	Date of Appointment	24th April, 2012
	Expertise in specific functional area	He has been recognized as a youngest entrepreneur in the real estate market. He has been handling the marketing strategies and branding of Ajmera Group. He is now in charge of Company's Marketing and Branding of the entire Group.
	Qualifications	M.B.A from Cadiff University
	Listed / Unlisted Public Companies in which outside Directorship held as on 23rd July, 2015	- Prayosha Financing & Construction Company Limited - Ajmera Clean Green Energy Limited - Prudential Leasing Limited
	Chairmanships / Memberships of Committees of other Public companies	
	i. Audit Committee	Nil
	ii. Stakeholders Relationship Committee	Nil
	iii. Nomination and Remuneration Committee	Nil
	Number of shares held in the Company	18,39,910

**IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that the service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail address, so far, are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants. We are sure, that as a responsible citizen, you will whole-heartedly support this initiative and will co-operate with the Company in implementing the same.