



## NOTICE

**NOTICE** is hereby given that the Second Annual General Meeting of the shareholders of Shree Precoated Steels Limited will be held on Saturday, the 30<sup>th</sup> January, 2010 at 11.30 A.M. at "CitiMall", 3<sup>rd</sup> Floor, Andheri New Link Road, Andheri (W), Mumbai – 400 053 to transact the following business:

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Balance Sheet for the period of 18 (Eighteen) months as at 30th September, 2009 and the Profit and Loss Account ended on that date and the Report of Auditors and Directors thereon.
2. To appoint a Director in place of Shri Rajnikant S. Ajmera, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution, which will be proposed as an Ordinary Resolution:

**"RESOLVED THAT** M/s. V Parekh & Associates, Chartered Accountants, Mumbai, be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration to be decided by the board in consultation with the Auditors in addition to out of expenses as may be incurred by them during the course of the Audit."

**SPECIAL BUSINESS:****4. Appointment of Shri Jagdish J Doshi as Director of the Company**

To consider and, if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:-

**"RESOLVED THAT** pursuant to the section 260 of the Companies Act, 1956, read with Article 98 of the Articles of Association of the Company, Shri Jagdish Doshi who was appointed as an Additional Director of the Company, and holds office until date of the Annual General Meeting, and in respect of whom the Company has received notice from member pursuant to section 257 of the Company Act, 1956, proposing his candidature, be and his hereby appointed as a Director of the Company liable to retire by rotation."

**5. Appointment of Shri Ambalal C. Patel as Director of the Company:**

To consider and, if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:-

**"RESOLVED THAT** pursuant to the section 260 of the Companies Act, 1956, read with Article 98 of the Articles of Association of the Company, Shri Ambalal C. Patel who was appointed as an Additional Director of the Company, and holds office until date of the Annual General Meeting, and in respect of whom the Company has received notice from member pursuant to section 257 of the Company Act, 1956, proposing his candidature, be and his hereby appointed as a Director of the Company liable to retire by rotation."

**6. Appointment of Shri Chhotalal S. Ajmera as a Chairman & Managing Director:**

To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:-

**"RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII to the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), subject to the approval of Central Government, if necessary, the Company hereby approves of the appointment of Shri Chhotalal S. Ajmera as the Managing Director of the Company, for the period of five years with effect from 1<sup>st</sup> May, 2009, with no remuneration payable to him.

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company be and is hereby authorised to do all necessary acts, deeds and things, which may be necessary and expedient to give effect to this resolution."

7. **Appointment of Shri Rajnikant S. Ajmera as a Managing Director** : To consider and, if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:-

# SHREE PRECOATED STEELS LIMITED



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**“RESOLVED THAT** pursuant to the provisions of Sections 198, 269,309,310,311 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII to the Companies Act, 1956(including any statutory modification or re-enactment thereof, for the time being in force), subject to the approval of Central Government, if necessary, the Company hereby approves appointment of Shri Rajnikant S. Ajmera as the Managing Director of the Company, for the period of five years with effect from 1<sup>st</sup> May,2009, with no remuneration payable to him.

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company be and is hereby authorised to do all necessary acts, deeds and things, which may be necessary and expedient to give effect to this resolution.”

By Order of the Board of Directors  
For **SHREE PRECOATED STEELS LTD.**

**Rajnikant S. Ajmera**  
Managing Director

Place : Mumbai

Date : 19th December, 2009

**Registered Office:**

“Citi Mall”, 2nd Floor, Link Road,  
Andheri (W), Mumbai – 400 053.

**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 OR HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- II. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- III. **The Register of Members and Share Transfer Books of the Company will remain closed for Eight days from the Saturday 23<sup>rd</sup> January, 2010 to the Saturday, 30<sup>th</sup> January, 2010 (both days inclusive).**
- IV. The relative Explanatory Statement pursuant to section 173 of the Companies Act, 1956 in respect of business under Item No.:4 to 7 set out above and details under clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting are annexed hereto.
- V. All documents referred to in the accompanying Notice and the Explanatory Statement is open for inspection at the Registered Office of the Company during the office hours on all working days except Sundays between 11.00 a. m. and 1.00 p. m., up to the date of the ensuing Annual General Meeting.
- VI. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in order of the names will be entitled to vote.
- VII. Members are requested:
  - a to notify any change in their addresses to their Depository Participants (DPs) in respect of their electronic share accounts quoting Client ID no. and to the Sharex Dynamics (India) Private Limited – Registrar and Transfer Agent (RTA) or to the Company in respect of their physical shares quoting their folio numbers;
  - b to write to RTA to enable them to consolidate their holdings in one folio, who are not opting for depository and are holding Shares in identical order of names in more than one folio;
  - c to write to the Company at an early date so as to enable the Management to keep information ready, who are desiring any information as regard to accounts,.
  - d to bring their Client ID and DP ID numbers for easy identification of attendance at the Meeting, who hold Shares in dematerialized form;
  - e to bring their copies of the Annual Reports to the Meeting.
- VIII. In terms of Section 109A of the Companies Act, 1956, the Share holder(s) of the Company may nominate a person on whom the Shares held by him/them shall vest in the event of his/their death. Share(s) desirous of availing this facility may submit nomination in Form 2B.

**INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT**

As required under the Listing agreement, the particulars of Director who are proposed to be appointed / re-appointed are given below:

<p><b>Name</b> Date of Birth Date of Appointment / Period Expertise in specific functional area</p> <p>Qualifications Listed / Unlisted Public Companies in which outside Directorship held as on 30<sup>th</sup> September 2009 Chairman / Member of the Committees of the Board of the other Companies on which he is a Director as on 30<sup>th</sup> September 2009</p>	<p><b>Shri Chhotalal S. Ajmera</b> 9th September 1937 1<sup>st</sup> May 2009 – 30th April 2014 Industrialist having 50 years over all experience in various fields including Constructions with more than 40 years experience in Real Estate Development. Higher Secondary Ajmera Steels Strips Limited Gujarat Fun World Limited Ajmera Realty &amp; Infra India Limited Nil</p>
<p><b>Name</b> Date of Birth Date of Appointment / Period Expertise in specific functional area</p> <p>Qualifications Listed / Unlisted Public Companies in which outside Directorship held as on 30<sup>th</sup> September 2009 Chairman / Member of the Committees of the Board of the other Companies on which he is a Director as on 30<sup>th</sup> September 2009</p>	<p><b>Shri Rajnikant S. Ajmera</b> 6th March 1953 1<sup>st</sup> May 2009 – 30th April 2014 Industrialist having 40 years over all experience in various fields including Real Estate Development. Diploma in Civil Engineering Ajmera Steels Strips Limited Gujarat Fun World Limited Shree Ram Estates Limited Ajmera Realty &amp; Infra India Limited Nil</p>
<p><b>Name</b> Date of Birth Date of Appointment / Period Expertise in specific functional area</p> <p>Qualifications Listed / Unlisted Public Companies in which outside Directorship held as on 30<sup>th</sup> September 2009 Chairman / Member of the Committees of the Board of the other Companies on which he is a Director as on 30<sup>th</sup> September 2009</p>	<p><b>Shri Jagdish J. Doshi</b> 26th February, 1931 30<sup>th</sup> April, 2009 Involved in the development of Steel Industry for the last 53 years. M. S. (Illinois), D. I. C. (London), B. E. (Hons.) Bombay, P. Eng. (Ontario, Canada), Consulting Engineer. Super and Stainless Hi Alloys Ltd. Four Season Marine and Air Services Ltd. Ajmera Realty &amp; Infra India Ltd. Ajmera Realty &amp; Infra India Ltd- Chairman of Audit Committee</p>
<p><b>Name</b> Date of Birth Date of Appointment / Period Expertise in specific functional area Qualifications Listed / Unlisted Public Companies in which outside Directorship held as on 30<sup>th</sup> September 2009 Chairman / Member of the Committees of the Board of the other Companies on which he is a Director as on 30<sup>th</sup> September 2009</p>	<p><b>Shri Ambalal C. Patel</b> 01st April, 1944 30th April, 2009 Over all 35 year vast experience in metallurgy. Bachelor of Engineering (Metallurgy) Jindal Hotels Ltd. Vishal Malleable Ltd. Laffans Petrochemical Ltd. Circuit System (India) Ltd. Nandam Exim Ltd. Sumeru Industries Limited SAL Steels Ltd. Chiripal Industries Ltd. Shree Gajanan papers Ltd. Ajmera Realty &amp; Infra India Ltd. Ajmera Realty &amp; Infra India Ltd- Member of Audit Committee</p>

# SHREE PRECOATED STEELS LIMITED



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## **EXPLANATORY STATEMENT**

As required by Section 173 (2) of the Companies Act, 1956, the following Explanatory Statements sets out all material facts relating to the business under Item Nos. 4 to 7 of the accompanying Notice dated 19th December, 2009.

### **Item No. 4 & 5**

- a. Shri Jagdish J Doshi and Shri Ambalal C. Patel were appointed as an Additional Directors of the Company at the Board Meeting held on 30<sup>th</sup> April, 2009.
- b. As per Section 260 of the Companies Act, 1956, they shall hold office only up to the date of the ensuing Annual General Meeting. The Company has received a Notice under Section 257 of the Companies Act, 1956 from a Member proposing name of Shri Jagdish J Doshi and Shri Ambalal C. Patel for appointment to the Office of Directors along with a deposit of Rs. 500/-, each.
- c. Shri Jagdish J Doshi is a M. S. (Illinois), D. I. C. (London), B. E. (Hons.) Bombay, P. Eng. (Ontario, Canada), Consulting Engineer. He is having a vast experience in the development of Steel Industry for the last 53 years and Shri Ambalal C. Patel is a Bachelor of Engineering (Metallurgy) from Indian Institute of Science – Bangalore. He has vast experience in metallurgy of nearly 35 years.
- d. Your Directors recommend for the appointments of Shri Jagdish J Doshi and Shri Ambalal C. Patel as Directors on the Board of your Company.
- e. Except Shri Jagdish J Doshi and Shri Ambalal C. Patel none of the Directors is concerned or interested in this resolution.

### **Item No. 6 & 7**

- a. At the Board of Directors Meeting held on 30<sup>th</sup> April 2009, Shri Chhotalal S. Ajmera and Shri Rajnikant S. Ajmera were appointed as the Chairman & Managing Director (hereinafter referred to as "CMD") and Managing Director (hereinafter referred to as "MD") respectively of the Company for a period of five years with effect from 1st May, 2009 with no remuneration payable to them.
- b. Your Directors recommends the resolution at Item Nos. 6 & 7 of the Notice, for acceptance by the members.
- c. This may be treated as abstract of the terms of the appointment of Shri Chhotalal S. Ajmera & Shri Rajnikant S. Ajmera, pursuant to section 302 of the Companies Act, 1956.
- d. None of the Directors of the Company except Shri Chhotalal S. Ajmera, Shri Rajnikant S. Ajmera & Shri Ishwarlal S. Ajmera, being relatives of each other are, in any way, concerned or interested in the said resolution.

By Order of the Board of Directors  
For **SHREE PRECOATED STEELS LTD.**

**Rajnikant S. Ajmera**  
Managing Director

Place : Mumbai  
Date : 19th December, 2009  
**Registered Office:**  
"Citi Mall", 2nd Floor, Link Road,  
Andheri (W), Mumbai – 400 053.