



NOTICE

NOTICE is hereby given that the Tenth Annual General Meeting of the members of **Shree Precoated Steels Limited** (CIN: L70109MH2007PLC174206) will be held at Activity Hall, Ground Floor, Juhu Vile Parle Gymkhana Club, N.S. Road, JVPD Scheme, Vile Parle (W), Mumbai: 400 049, Maharashtra on Friday, 21st September, 2018 at 11.00 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements

To consider and, if deemed fit, to pass the following as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Financial Statements for the financial year ended 31st March, 2018 including the Audited Balance Sheet as at 31st March, 2018 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board and Auditors thereon be and are hereby considered, approved and adopted.”

2. Re-appointment of Director

To consider and, if deemed fit, to pass the following as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Harsh L. Mehta holding DIN:01738989, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Managing Director of the Company.”

3. Ratification of appointment of Auditors

To ratify appointment of the Auditors of the Company and to fix their remuneration and to pass, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT in terms of the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and pursuant to the resolution passed by the Members at the Sixth Annual General Meeting (AGM) held on September 27, 2014 appointing M/s. V. Parekh & Associates, Chartered Accountants (Firm Registration No. 107488W) Mumbai, as statutory auditors to hold office from the conclusion of the Sixth AGM till conclusion of the Eleventh AGM, the appointment of M/s. V. Parekh & Associates, Chartered Accountants (Firm Registration No. 107488W), as statutory auditors of the Company, to hold office from the conclusion of this Meeting i.e. Tenth Annual General Meeting until the conclusion of the Eleventh Annual General Meeting of the Company, be and is hereby ratified by the Members at a remuneration inclusive of tax(es) (as may be applicable) and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company (including terms of

payment) to be fixed by the Board of Directors of the Company in consultation with the Auditors.”

SPECIAL BUSINESS:

4. Reduction Of Reserves & Surplus and Share Capital of the Company

To consider and if thought fit, to give assent / dissent to the following resolution as a **Special Resolutions**:

“RESOLVED THAT pursuant to the provisions of Section 66 and other applicable provisions, if any, of the Companies Act, 2013 read with rules, circulars, notifications, if any made there under, (including any statutory modification, amendment or re-enactment thereof for the time being in force), and the applicable provisions of the Memorandum and Articles of Association of the Company and pursuant to the relevant provisions of the National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and subject to the confirmation by the Hon'ble National Company Law Tribunal, (NCLT), Mumbai Bench and subject to such other consents, approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such terms, conditions or modifications as may be prescribed or imposed by the Hon'ble NCLT or by any statutory or regulatory authorities, while granting such approvals, consents or permissions and which may be agreed to or accepted by the Board of Directors of the Company (herein after referred to as “the Board” which term shall deem to mean and include any Committee duly constituted/ to be constituted by the Board and/or any director or any other person nominated or authorized by it to exercise its powers including the powers conferred by this resolution) consent and approval of the members be and is hereby accorded for reducing 95% of the Subscribed, Issued and Paid up Equity Capital of the Company and the entire amount lying to the credit of Capital Reserve and General Reserve (Capital Reduction) which shall be effected in the following manner:

- (i) the entire Capital Reserve of ₹ 30,00,000/- and General Reserve of ₹ 63,03,51,763/- shall stand reduced, written off and adjusted.
- (ii) the subscribed, issued and paid-up Capital shall stand reduced or otherwise altered from ₹ 82,79,80,420 /- divided into 8,27,98,042 equity shares of ₹ 10/- each to ₹ 4,13,99,020 divided into 8,27,98,042 equity shares of Rs.0.50/- each whereby 19/20 or 95% of existing subscribed, issued and paid-up equity share capital amounting to ₹ 78,65,81,400/- is extinguished and cancelled.



- (iii) The aggregate amount of Capital Reduction will be utilized to set off/ write off the accumulated carried forward losses to the extent of ₹ 141,99,33,163/-.
- (iv) No consideration in cash or in kind shall be payable to the shareholders in lieu of the Reduction, cancellation and extinguishment of the equity share capital.

RESOLVED FURTHER THAT upon Reduction, the issued, subscribed and paid-up capital of ₹ 4,13,99,020/- divided into 8,27,98,042 Equity Shares of ₹ 0.50/- each fully paid up shall be consolidated into 41,39,902 Equity Shares of Rs.10/- each fully paid up in such a manner that every 100 (Hundred) equity shares of ₹ 0.50/- each shall constitute 5 (Five) equity shares of Rs.10/- each credited as fully paid up (“**New Equity Shares**”).

RESOLVED FURTHER THAT upon Reduction and Consolidation of the Share Capital being confirmed by the NCLT and becoming effective and operative and/or the receipt of such other approvals as may be required, the existing share certificates in relation to the existing equity shares of the face value of Rs. 10/- (Rupees Ten only) each fully paid-up held in physical form shall be deemed to have been automatically cancelled by the Company and be of no effect on and after the Record Date and the Company may without requiring the surrender of the existing equity share certificate/s directly issue and dispatch the new share certificate/s of the Company, in lieu thereof and in the case of the Equity shares held in the dematerialized form, the number of consolidated Equity shares shall be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity shares of the Company before consolidation.

RESOLVED FURTHER THAT upon reduction and consolidation of the Share Capital being confirmed by the NCLT and becoming effective and operative and/or the receipt of such other approvals as may be required, no shareholder shall be entitled to a fraction of a share and all fractional entitlements resulting from the consolidation shall be aggregated into whole shares and the number of shares so arising shall be held by the authorized representative appointed by the Board who shall dispose off the said shares in the market at the best available price in one or more lots and the decision of the Company in this regards shall be final and binding to all concerned and the authorized representative shall severally hold the net sale proceeds of all such shares after deducting there from all costs, charges and expenses of such sale and shall thereafter distribute such sale proceeds to the members of the Company in proportion to their fractional entitlements.

RESOLVED FURTHER THAT the company shall not be required to use the words “and reduced” as part of its corporate name as there is neither any payment outgo nor its amount to extinguishing or reducing liability on its shares in respect of unpaid share capital.

RESOLVED FURTHER THAT any Director of the Company or any other person of the Company as may be nominated by the Board, be and each of them severally is authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the proposed Reduction including without limitation:-

1. To accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT and/or any other regulatory / statutory authorities while approving or sanctioning or as may be required for the purpose of resolving any doubts or difficulties that may arise as the Board may deem fit and proper.
 2. To Engage/appoint lawyer/consultant/advisor etc.
 3. To Sign and file of a Company Petition/ application, Affidavits, Vakalatnama and other relevant and necessary documents with NCLT and/or any other Regulatory Authorities and to do all such acts, deeds and things as they may deem necessary for obtaining their approval and sanction to the Proposed Reduction contemplated in this resolution
 4. To make such disclosure to regulatory authorities as may be required
 5. To sign any documents relating to the Capital Reduction
 6. To pass such accounting entries and/or making such other adjustments in the books of accounts as are considered necessary to give effect to the resolution
 7. To do all such acts, deeds, matters and things as may be deemed necessary, expedient, usual or proper.
5. **Approval for continuation of holding office of Non-Executive-Independent Directorship - Mr. Ambalal C Patel (DIN-00037870)**

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India



(Listing Obligations and Disclosure Requirements) Regulations, 2015, which has been inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be effective from 1st April, 2019 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby granted for continuation of holding office of Non- Executive-Independent Director of the Company, by Mr. Ambalal C. Patel (DIN-00037870) who is above the age of 75 (Seventy Five) years as on 1st April, 2019, upto the expiry of his present term of office i.e. upto 12th August, 2019, on the existing terms and conditions as approved by the Members through an ordinary resolution passed at Annual General Meeting held on 27th September, 2014 .

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

6. Approval for continuation of holding office of Non-Executive-Independent Directorship - Mr. Jagdish J. Doshi (DIN-00065162)

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has been inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be effective from 1st April, 2019 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby granted for continuation of holding office of Non- Executive- Independent Director of the Company, by Mr. Jagdish J. Doshi (DIN-00065162) who is above the age of 75 (Seventy Five) years as on 1st April, 2019, upto the expiry of his present term of office i.e. upto 12th August, 2019, on the existing terms and conditions as approved by the Members through an ordinary resolution passed at Annual General Meeting held on 27th September, 2014 .

RESOLVED FURTHER THAT the Board of Directors

(including any Committee thereof) or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice.
2. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information about the Directors proposed to be re-appointed is given in the Annexure I to the Notice.
3. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to section 105 of the companies act, 2013, a person can act as a proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the company. Members holding more than ten percent of the total share capital of the company may appoint a single person as proxy who shall not act as a proxy for any other member.

The instrument of proxy, in order to be effective should be deposited at the registered office of the company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.

4. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names under a given Folio / DP ID – Client ID (in respect of dematerialized shares) will be entitled to vote.
6. Members / Proxies / Authorised Representatives shall bring the attendance slip enclosed herewith, duly completed and signed mentioning therein their DP ID and Client ID details in case they hold shares in dematerialized form whilst those members who hold shares in physical form should mention their Folio No.



- The attendance slip should be presented at the venue of the meeting.
7. The Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, 18th September, 2018 to Friday, 21st September, 2018 (both days inclusive) for Annual General Meeting.
 8. Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular No.21/99 dated July 8, 1999. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.
 9. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at spsl.investors@gmail.com at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
 10. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged with the Company between 11:00 a.m to 5:00 p.m at the registered office of the Company, provided that a requisition for the same from a Member is received in writing not less than 3 days before the commencement of the Meeting.
 11. All the documents referred to in the Notice & Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company between 11:00 a.m. to 1:00 p.m. on all working days from the date hereof upto the date of the Meeting. The relevant documents referred to in the Notice & Explanatory statement will also be available for inspection by the Members at the Meeting.
 12. The register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the companies act, 2013, the register of contracts or arrangement in which the directors are interested under section 189 of the companies act, 2013 will be available for inspection at the AGM.
 13. Members holding shares in physical form are requested to advise any change of address, bank details & e-mail id's etc. immediately to the Company's Registrar and Share Transfer Agent (RTA), M/s Sharex Dynamic (India) Private Limited.
 14. 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 respect of their shareholding in the Company. The nomination form can be downloaded from the Company's RTA website www.shareindia.com under the section 'Downloads'. Members can also find enclosed with this Annual Report nomination form in the form of SH-13. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
 15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio.
 16. 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 RTA.
 17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
 18. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company / Depositories. In case any member desires to have a physical copy of the same, he/ she may write to the Company or send an Email to spsl.investors@gmail.com. Members who have not registered their email address and holding shares in physical are requested to register the same with the Company or RTA and members holding shares in dematerialised form are requested to update their email address with their respective depository participants.
 19. Members may kindly note that the Annual Report of the Company will also be available on the Company's website, www.spsl.com and can be downloaded, if required, by the Members.
 20. 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 Regulation 44 of SEBI (LODR) Regulations, 2015, 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.



INSTRUCTION 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. However, if a Member casts votes by both modes, then voting done through e-voting shall prevail and the ballot shall be treated as invalid.
- d) Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 17th September, 2018 may obtain the User ID and password in the manner as mentioned at sub points from (f) to (k) given below
- e) The e-voting period begins on 18th September, 2018 at 9:00 a.m and ends on 20th September, 2018 at 5:00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter. During the e-voting period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17th September, 2018, may cast their vote electronically
- f) The shareholders should log on to the e-voting website: www.evotingindia.com.
- g) Click on Shareholders tab.
- h) 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.
- i) Next enter the Image Verification as displayed and Click on Login.
- j) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- k) If you are a first time user follow the steps given below:-

For Members holding shares in Demat Form and 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) <ul style="list-style-type: none"> ➤ 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. Sequence number is over printed on your ballot form. ➤ 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.
DOB	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.
Bank details	Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the 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 Bank details field as mentioned in instruction (h)

- l) After entering these details appropriately, click on "SUBMIT" tab.
- m) 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.
- n) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- o) Click on the EVSN of SHREE PRECOATED STEELS LIMITED.
- p) 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.



- q) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- r) 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.
- s) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- t) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- u) If Demat account holder has forgotten the existing password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
- v) **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 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.
 - 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 and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and 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.
- w) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
21. 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.
22. Ms. Shreya Shah, Practicing Company Secretary (Membership No. 39409) has been appointed as the Scrutinizer to scrutinize the e-voting process/Ballot/ Poll in a fair and transparent manner.
23. 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.
24. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.spsl.com and will be communicated to BSE Limited where the shares of the Company are listed.
25. The route map showing directions to reach the venue of the Tenth AGM is given at the end of this Annual Report as required under Secretarial Standards - 2 issued by ICSI.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 :

The Statement sets out all the material facts relating to the special business under item No. 4 of the accompanying Notice.

Item No. 4

The Members may note that the accumulated losses of the company clearly show that the capital of the company is not adequately represented by the available assets and improvements in the performance of the company cannot be appropriately reflected unless past losses are written off. Accordingly, the Board of Directors considered it desirable to undertake right sizing of the Balance sheet based on current factual situation.

In view of the above, the Board of Directors of the Company, in their meeting held on 8th February, 2018 has accorded its approval for reduction of Capital involving reducing whole of the Capital Reserve and General Reserve and also 95% of the Subscribed, Issued and Paid up Capital of the Company aggregating to ₹ 141,99,33,163/- (herein after referred to as the Capital Reduction) to be utilized to set off the accumulated losses to the extent subject to approval by the shareholder and Confirmation of the Hon'ble National Company Law Tribunal (NCLT), Mumbai. The Proposed writing off of the CAPITAL shall be made qua all the shareholders of the company owning share capital as specified in the resolution.

Accordingly, it is proposed that the Capital Reduction of ₹ 141,99,33,163/- to be utilized to set off accumulated losses of as appearing in the books of Accounts of the company in the following Manner:-

- the accumulated losses to the extent of ₹ 30,00,000/- as appearing in the Books of Accounts of the Company shall be adjusted against the Capital Reserve.
- the accumulated losses to the extent of ₹ 63,03,51,763/- as appearing in the Books of Accounts shall be written off against the General Reserve.
- the accumulated losses to the extent of ₹ 78,65,81,400/- as appearing in the Books of Accounts shall be written off against the issued , subscribed and paid up Equity share capital of the company, consisting of 8,27,98,042 equity shares, by reducing and cancelling the face and paid up value per equity share from ₹ 10 per Equity Share to ₹ 0.5 per Equity share.

The Members may note that, if approved by the NCLT there is no impact on the networth of the company after the reduction and the position with regards to share capital, reserve & Surplus and status of accumulated losses in the books of the company shall be as under:-

(Amount in ₹)

Sr. No.	Particulars	Prior to Reduction	Reduced By	Post Reduction
1	Equity Share Capital	82,79,80,420	78,65,81,400	4,13,99,020
2	Capital Reserve	30,00,000	30,00,000	NIL
3	General Reserve	63,03,51,763	63,03,51,763	NIL
4	Balance of loss in the profit & Loss Account of the Company	(1,45,43,46,562)	(1,41,99,33,163)	(3,44,13,363)
5	Networth	69,85,657	-	69,85,657

After the Capital Reduction coming into effect, with the above reduction the subscribe, issued, paid-up capital comprising of 8,27,98,042 equity shares of ₹ 10/-each shall be consolidated/reorganized into 41,39,902 equity shares of ₹ 10/- each fully paid-up. Consequently, every shareholder of the Company whose name appears on the Register of Members on the Record Date shall be issued, 5 equity share of the face value of ₹ 10/- fully paid-up for every 100 equity share of the face value of ₹ 10/- each fully paid-up held by them in the Company prior to Reduction. For better understanding and clarity a shareholder in the Company will be holding shares as mentioned below:

Sr. No.	Particulars	No. of Shares	Paid-up Value Per share ₹	Total Value ₹
1	Before Reduction	100	10	1000/-
2	After Reduction	100	0.5	50/-
3	After Reorganized/ Consolidation	05	10	50/-

Treatment of Fractional Entitlements

No New Equity Shares shall be issued by the Company in respect of the fractional entitlements, if any, to which the



shareholders of the Company may be entitled to in terms of the Capital Reduction and consolidation Ratio. The fractional entitlements of the relevant shareholders of the Company shall be consolidated and thereupon New Equity Shares shall be issued and allotted in lieu of thereof to such Director(s), Officer(s) or other person(s) as shall be nominated by the Company ["Representative"] who shall hold the shares in trust on behalf of the shareholders of the Company entitled to the fractional entitlements on the express understanding that such Representative, shall sell the same in the market at such time or times and at such price or prices, as deemed fit by such Representative, and the net sale proceeds thereof shall be distributed, subject to deduction of tax as applicable and related expenses, to the shareholders of the Company in proportion to their respective fractional entitlements.

To achieve the aforesaid objective, the Board of Director of the company thought it proper to approach the members for their approval as a special resolution in respect of Capital Reduction. Subsequent to the passing of the proposed resolution as provided for in the notice as special resolution, your company will approach the Hon'ble NCLT Mumbai Bench for necessary approval and shall file the necessary application/petition for approving the reduction as proposed in the attached resolution.

The shareholding pattern of the company prior to the reduction and post reduction, as proposed in terms of the resolution shall be as follows:-

Category	Prior to reduction		Post reduction*	
	No of shares	% of holding	No of shares	% of holding
Promoters and Promoter group	5,20,74,782	62.89	26,03,720	62.89
FII's	-	-	-	-
Financial Institutions/ Banks	721	0.001	35	0
Bodies Corporate	-	-	-	-
Non Resident Indians	-	-	-	-
Directors	3	0	0	0
Trusts	-	-	-	-
Public and Others	3,07,22,539	37.105	15,36,147	37.106
Total	8,27,98,042	100	41,39,902	100

* The details of shareholding have been taken as on 24th February, 2018. However, the actual numbers will be different based on the shareholding pattern as on the Record Date.

Given the fact that the proposed extinguishment of reserves and reduction of paid-up equity share capital shall have no payment outgo to the equity shareholders of the company as the same is only to set off the accumulated losses appearing in the books of the company, the same will not cause any prejudice to the secured and unsecured creditors of the company or any third party.

The resolution also provides, inter-alia, that consequent to the approval of the NCLT and after registration of the Order and minute of reduction by the concerned Registrar of Companies, the amount of loss so adjusted, shall be given effect to in the books of accounts of the Company so as to present the true and correct view of the Balance Sheet of the Company.

The Bombay Stock Exchange has issued No Observation Letter dated 30th May, 2018, on the proposed Scheme of Reduction of Equity Share Capital of the Company.

Article 77 of the Articles of Association of the Company provides that the company may subject to the provisions of Section 66 and other applicable provisions, if any, of the Companies Act, 2013, by special resolution reduce its capital or Capital Reserves in any manner for the time being authorized by law.

Accordingly, the Board of Directors of the company recommends the resolution of Item No.4 for approval of members by way of a Special Resolution.

None of the directors of the company is concerned or interested in the said Resolution except to the extent of their holding in the equity share capital of the Company.

Item No. 5 & 6

Securities and Exchange Board of India (SEBI) has vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 09, 2018 issued the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("the Amendment Regulations") to be effective from 1st April, 2019. Regulation 17(1A) of the Listing Regulations, requires the listed entities to obtain approval of shareholders by way of Special Resolution to appoint or continue the directorship of Non-Executive Directors who have attained the age of 75 years. Regulation 17(1A) is going to be effective from 1st April, 2019.



SHREE PRECOATED STEELS LIMITED

Accordingly, for continuation of directorship of Mr. Ambalal C. Patel and Mr. Jagdish J. Doshi, who will be above the age of 75 years as on 1st April, 2019, a special Resolution, has been proposed and justifications for the same is given below:

Mr. Ambalal C. Patel

Name of the Company	Nature of Interest	Committees of the Board
Public Limited Companies		
Shree Precoated Steels Limited	Chairman	1. Audit Committee 2. Nomination and Remuneration Committee
Jindal Hotel Limited	Non-Executive, Independent	1. Audit Committee 2. Nomination and Remuneration Committee
S A L Steel Limited	Non-Executive, Independent	1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholder Relationship Committee
Sumeru Industries Limited	Non-Executive, Independent	1. Audit Committee 2. Risk Management Committee (Chairman) 3. Nomination and Remuneration Committee
Nandan Denim Limited	Non-Executive, Independent	1. Preferential Allotment Committee 2. Audit Committee (Chairman) 3. Risk Management Committee (Chairman)
CIL Nova Petrochemicals Limited	Non-Executive, Independent	1. Nomination and Remuneration Committee 2. Audit Committee (Chairman) 3. Stakeholders Relationship Committee (Chairman)

Mr. Jagdish J. Doshi

Name of the Company	Nature of Interest	Committees of the Board
Public Limited Companies		
Shree Precoated Steels Limited	Independent Director	1. Audit Committee (Chairman) 2. Nomination and Remuneration Committee (Chairman) 3. Stakeholders Relationship Committee (Chairman)

The number of Meetings of the Board/Committees attended by Mr. Ambalal C. Patel and Mr. Jagdish J. Doshi during the year is given in the Corporate Governance Report.

Except Mr. Ambalal C. Patel and Mr. Jagdish J. Doshi, none of the Directors and Key Managerial Personnel of the Company, their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 & 6 of the Notice respectively.

The Board of Directors recommends Special Resolution set out at Item No. 5 & 6 of the Notice for approval by the Members.

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

Place : Mumbai
Date : 26th July, 2018

AMBALAL C. PATEL
CHAIRMAN
(DIN: 00037870)

CIN: L70109MH2007PLC174206

Registered Office:

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Mumbai - 400 053, Maharashtra,

Tel.: +91-7208182677, **Email Id:** spsl.investors@gmail.com

Website: www.spsl.com



ANNEXURE I

TO ITEM NO. 2 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting
Pursuant to Regulation 36(3) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015

Name of the Director	Harsh L. Mehta
Date of Birth	21 st October, 1981
Nationality	Indian
Date of Appointment on the Board	24 th May, 2016
Qualifications	B.Sc, M.Sc
Expertise in specific functional area	Over ten years of experience in the fields of Project Management, Finance & Legal.
Number of shares held in the Company	NIL
Listed/Unlisted Public Companies in which outside Directorship held as on 26 th July, 2018	Parsuns Traders Limited.
Chairmanships / Memberships of Committees of other Public companies	
1. Audit Committee	NIL
2. Stakeholders Relationship Committee	NIL
Relationship between Directors inter-se	N.A

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.