



NOTICE

NOTICE is hereby given that the Eighth Annual General Meeting of the members of Shree Precoated Steels Limited will be held on Friday, 26th August, 2016 at 12:30 p.m. at Activity Hall, Ground Floor, Juhu Vile Parle Gymkhana Club, N.S Road, JVPD Scheme, Vile Parle (West), Mumbai - 400049, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the reports of the Board of Directors and Auditors thereon.

2. 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, pursuant to recommendation of Audit Committee, and pursuant to the resolution passed by the Members at the Sixth Annual General Meeting held on September 27, 2014, the appointment of M/s. V. Parekh & Associates, Chartered Accountants (Registration No. 107488W), as statutory auditors of the Company, to hold office from the conclusion of this Meeting i.e. Eighth Annual General Meeting until the conclusion of the Ninth Annual General Meeting of the Company, be and is hereby ratified by the Members on a remuneration inclusive of service tax and such other 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, based on the recommendation of the Audit Committee in connection with the audit of the accounts of the Company for the financial year ending March 31, 2017.”

SPECIAL BUSINESS:

3. Appointment of Mr. Harsh L. Mehta (DIN:01738989) as a Director

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

“RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time

being in force) and in accordance with the Articles of Association of the Company, Mr. Harsh L. Mehta (DIN: 01738989) who was appointed as an Additional Director of the Company with effect from 24th May, 2016 by the Board of Directors and who holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Harsh L. Mehta for the office of Director, be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation, with effect from the date of this Meeting.

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

4. Appointment of Mr. Harsh L. Mehta (DIN:01738989) as a Managing Director

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

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for the appointment of Mr. Harsh L. Mehta (DIN: 01738989), Executive Director, as Managing Director of the Company, for a period of five years with effect from 24th May, 2016, liable to retire by rotation, upon such terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting with liberty to the Board of Directors (hereinafter 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 remuneration as it may deem fit and to fix the quantum, composition and periodicity of the remuneration payable to the Managing Director.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite



approvals including approval of Central Government, as per schedule V and other provisions of the Companies Act, 2013, if any, pay to the Managing Director as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified in the explanatory statement annexed to the Notice convening this Meeting and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment, if any, shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of Part II of Schedule V of the Companies Act, 2013.

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

5. Revision in terms of remuneration of Mr. Dhaval R. Ajmera (DIN: 00012504)

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

“**RESOLVED THAT** in partial modification of the resolution passed by the Members at the 6th Annual General Meeting of the Company held on 27th September, 2014 for approval of remuneration of Mr. Dhaval R. Ajmera, as the Director - Operations & Marketing of the Company and the terms of remuneration payable to him and pursuant to Sections 196, 197 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, the Company hereby approves with effect from 1st April, 2016, the revision in the remuneration and new salary scale to Mr. Dhaval R. Ajmera (DIN: 00012504) for the balance of his tenure, as detailed in the statement forming part of this notice.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to fix his salary within the salary scale approved, increasing thereby proportionately all benefits related to the quantum of salary.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution.”

6. Change in designation of Mr. Nilesh H. Sarvaiya (DIN: 00799636) from Non- Executive Independent Director to Non-Executive Professional Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in partial modification to the Ordinary Resolution passed at the Sixth Annual General Meeting held on 27th September, 2014, in relation to the re-appointment of Mr. Nilesh S. Sarvaiya (DIN: 00799636) who was appointed as a Non- Executive Independent Director of the Company, confirmation, consent and approval of the Company be and is hereby accorded to change the Designation of Mr. Nilesh H. Sarvaiya from ‘Non-Executive Independent Director’ to ‘Non-Executive Professional Director’, liable to retire by rotation.

RESOLVED FURTHER THAT all other terms mentioned in the said Ordinary Resolution passed at the Sixth Annual General Meeting held on 27th September, 2014, in relation to the re-appointment of Mr. Nilesh H. Sarvaiya shall remain unchanged”

7. Adoption of new set of Articles of Association

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

“**RESOLVED THAT** pursuant to the provisions of section 5 and 14 of Companies Act, 2013 (‘the Act’) and Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Directors or Secretary of the Company, be and are hereby



SHREE PRECOATED STEELS LIMITED

severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

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

Place: Mumbai

Date: June 30, 2016

AMBALAL C. PATEL

CHAIRMAN

(DIN: 00037870)

CIN: L70109MH2007PLC174206

Registered Office:

B-716, 7th Floor, Crystal Plaza,

New Link Road, Andheri (W),

Mumbai, Maharashtra - 400 053

Tel.: +91-22-65526677

Email Id: spsl.investors@gmail.com

Website: www.spsl.com

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 appointed is given in the Annexure 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 THE 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 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 Saturday, 20th August, 2016 till Friday, 26th August, 2016 (both days inclusive) on account of Annual General Meeting of the Company.
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 not less than 3 days of notice in writing is given to the Company.
11. All the documents referred to in the Notice and 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 provided a written notice requesting for inspection is received by the Company at least 3 days prior to the inspection.

The relevant documents referred to in the Notice and 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 Arrangements 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 etc. immediately to the Company's Registrar and Share Transfer Agent, 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.sharexindia.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 Sharex, 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 the Registrar and Transferor Agent to the Company.
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. As on 31st March 2016, the balance lying in Unclaimed Fractional Share Sale Proceeds Account is ₹10,977.14 which is due for transfer to the Investors Education and Protection Fund on 23rd March 2017.
- Pursuant to the provisions of IEPF (Uploading of Information regarding Unpaid and Unclaimed Amounts lying with companies) Rules, 2012, the Company has uploaded the details of Unclaimed Fractional Share Sale Proceeds lying with the Company on its website (www.spsl.com).
21. Members are requested to note that no claim shall lie against the Company or the aforesaid fund in respect of any amount of sale proceeds remaining unclaimed / unpaid for a period of 7 years from the dates they became first due for payment. Any member, who has not claimed fractional entitlement in respect of the sale of fractional shares arose on account of Demerger is requested to approach the Company/ the Registrar and Share Transfer Agents of the Company for claiming the same as early as possible but not later than 23rd March, 2017. Any claim remaining unclaimed with regards to sale proceeds of the Fractional entitlement of equity shares sold on 17th February, 2010 till 23rd March, 2017, will not be payable by the Company thereafter.
22. 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.

INSTRUCTIONS FOR E-VOTING

- 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).
- 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.
- 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.
- 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. 19th August, 2016 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 23rd August, 2016 at 9:00 a.m and ends on 25th August, 2016 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 19th August, 2016, 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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. • 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.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • 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 in instruction (iv)

- 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 for the relevant "Shree Precoated Steels Limited" on which you choose to vote.
- 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" tab. 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 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.

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 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.
- 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.
23. 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 19th August, 2016.
24. 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.

25. Ms. Shreya Shah, Practicing Company Secretary (Membership No. 39409) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
26. 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.
27. 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.
28. The route map showing directions to reach the venue of the Eighth AGM is given at the end of this Annual Report as required under Secretarial Standards - 2 issued by ICSI.

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

Place: Mumbai
Date: June 30, 2016

AMBALAL C. PATEL
CHAIRMAN
(DIN: 00037870)

CIN:L70109MH2007PLC174206

Registered Office:

B-716, 7th Floor, Crystal Plaza,
New Link Road, Andheri (W),
Mumbai, Maharashtra - 400 053
Tel.: +91-22-65526677

Email Id: spsl.investors@gmail.com

Website: www.spsl.com

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.