



NOTICE

NOTICE is hereby given that the **TWENTY-EIGHTH ANNUAL GENERAL MEETING** of Kanishk Steel Industries Limited (“the Company”) will be held on Saturday, 29th September 2018 at 3.00 p.m. at the registered office situated at B27, (M) SIPCOT Industrial Complex, Gummidipoondi, Thiruvallur District, Tamilnadu- 601201 to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of financial statements

To receive, consider and adopt the financial statements of the Company for the year ended 31st March 2018 and the reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. Ratification of appointment Mr.P.Ramesh as Independent Director.

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**RESOLVED** that, pursuant to the provisions of sections 149 of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. R.Ramesh (DIN: 07849785), who was appointed as an additional director in terms of section 161 of the Companies Act,2013, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term from 15.03.2018 to 30.09.2022.

RESOLVED FURTHER that, the Board of Directors of the company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the resolution.”

3. Approval of change in designation of Mr.Vishal Keyal from whole-time director to Chairman and Managing Director.

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

“**RESOLVED** that, pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of Articles of Association of the Company, approval of members is hereby accorded to change in designation of Mr. Vishal Keyal from Whole-time Director to Chairman and Managing Director of the company and Mr.Vishal Keyal is to hold his office for a period of five consecutive years commencing from 1st June 2018 to 31st May 2023 at a maximum remuneration of Rs.150,000/- (Rupees One Lakh Fifty Thousand only)

per month on such terms and conditions approved by the Nomination and Remuneration Committee and the Board as are provided in the Explanatory Statement annexed hereof;

RESOLVED FURTHER that, in the event of the Company having no profits or inadequate profits, in any financial year, Mr.Vishal Keyal will be entitled to payment of minimum remuneration of Rs. 100,000/- per month.

RESOLVED FURTHER that, the Board of Directors of the company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the resolution.”

4. Approval of appointment of Mr.Ashok Bohra as whole-time director.

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

“**RESOLVED** that, pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of Articles of Association of the Company, approval of members is hereby accorded to appointment of Mr. Ashok Bohra as Whole-time Director of the company and Mr. Ashok Bohra is to hold his office for a period of five consecutive years commencing from 1st June 2018 to 31st May 2023 at a maximum remuneration of Rs.150,000/- (Rupees One Lakh Fifty Thousand only) per month on such terms and conditions approved by the Nomination and Remuneration Committee and the Board as are provided in the Explanatory Statement annexed hereof;

RESOLVED FURTHER that, in the event of the Company having no profits or inadequate profits, in any financial year, Mr.Ashok Bohra will be entitled to payment of minimum remuneration of Rs. 100,000/- per month.

RESOLVED FURTHER that, the Board of Directors of the company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the resolution.”

5. Approval of remuneration to Cost Auditor

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

“**RESOLVED** that, pursuant to section 148 and other applicable provisions of the Companies Act,2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs.70,000/- (Rupees Seventy Thousand only) payable to M/s. VIVEKANANDAN & UNNI



ASSOCIATES, Cost Accountants [Firm Registration No: 00085] to audit the cost records of the Company for the financial year 2018-19 is hereby approved.”

6. Determination of fees for delivery of any document through a particular mode of delivery to a member

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

“**RESOLVED** that, pursuant to Section 20 pursuant to section 148 and other applicable provisions of the Companies Act,2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), upon receipt of a request from a member for delivery of any document through a particular mode an amount of Rs.100/- (Rupees One hundred only) per each such document, over and above reimbursement of actual expenses incurred by the Company, be levied for delivery of the document(s) as desired by such member;

RESOLVED FURTHER that, the estimated fees for delivery of the document(s) shall be paid at least one week in advance to the Company, before dispatch of such document(s);

RESOLVED FURTHER that, for the purpose of giving effect to this resolution, the Board of Directors and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as he/she may in his/her absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance.”

(By Order of the Board)
For Kanishk Steel Industries Limited,

Date: 30-05-2018
Place: Chennai

KANISHK GUPTA,
Chairman and Managing Director.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No:2

Mr.R. Ramesh was co-opted on the Board as an additional Independent director and being eligible, seeks appointment at the Annual General Meeting.

The Company has also received a Notice from a member under Section 160 of the Act, 2013, proposing the candidature of Mr.Ramesh for the office of Director of the Company.

The Board of Directors recommends for consent of members by ordinary resolution as set out in item no.2.

Mr.R. Ramesh is not related to any other Director and Key Managerial Personnel of the Company. Except Mr.R. Ramesh, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at item no.2.

Item No:3

The Board of directors at their Meeting held on 30th May 2018, approved appointment by changing the designation of Mr.Vishal Keyal from Whole-time Director to Chairman and Managing Director, subject to approval of members at general meeting. The terms of appointment of Mr.Vishal Keyal as recommended by the Nomination and Remuneration Committee, and accepted by the Board and Mr.Vishal Keyal are as follows:

- (i) **Tenure** : Five years (From 1st June 2018 to 31st May 2023);
- (ii) **Remuneration:**
Salary: Rs. 150,000/- per month (maximum) (inclusive of all perquisites and allowances as may be applicable).
- (iii) **Reimbursement of expenses:**
Expenses incurred for travelling, boarding and lodging during business trips shall be reimbursed at actuals and not considered as perquisites.
- (iv) **Minimum Remuneration:**
In the event of the Company having no profits or inadequate profits, in any financial year, the payment of salary, perquisites and other allowances shall be restricted to Rs. 100,000/- per month.
- (v) **General:**
 - (a) The Chairman and Managing Director shall perform duties in accordance with the Articles of Association of the Company and the powers delegated by the Board of Directors of the Company.



- (b) The Chairman and Managing Director shall devote attention to the Management of the Company and carry out such other duties as may be entrusted upon from time to time.
- (c) The provisions of Code of Conduct of the Company shall be deemed to have been incorporated into the Letter by reference and the Managing Director shall abide by the provisions of the Code of Conduct of the Company in spirit and in letter and commit to assure its implementation.

The Company has also received a notice from Mr. Vishal Keyal along with the deposit of requisite amount under Section 160 of the Act, 2013, proposing his candidature for the office of Chairman and Managing Director of the Company.

The Memorandum and Articles of Association, relevant resolutions passed by the Nomination cum Remuneration Committee and the Board and letter of appointment setting out the terms of appointment of Chairman and Managing Director under Section 190(1)(b) are available for inspection by members at the Registered Office of the company on any working day.

The Board of Directors recommends for consent of members by way of special resolution as set out in item no:3.

Mr. Vishal Keyal is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in this resolution set out at item no.3.

Item No:4

The Board of directors at their Meeting held on 30th May 2018, appointed Mr.Ashok Bohra as Whole-time Director of the Company, subject to approval of members at general meeting. The terms of appointment of Mr.Ashok Bohra as recommended by the Nomination and Remuneration Committee, and accepted by the Board and Mr.Ashok Bohra are as follows:

(i) Tenure : Five years (From 1st June 2018 to 31st May 2023);

(ii) Remuneration:

Salary: Rs. 150,000/- per month (maximum) (inclusive of all perquisites and allowances as may be applicable).

(iii) Reimbursement of expenses:

Expenses incurred for travelling, boarding and lodging during business trips shall be reimbursed at actuals and not considered as perquisites.

(iv) Minimum Remuneration:

In the event of the Company having no profits or inadequate profits, in any financial year, the payment of salary, perquisites and other allowances shall be restricted to Rs. 100,000/- per month.

(v) General:

- (a) Whole-time Director shall perform duties in accordance with the Articles of Association of the Company and the powers delegated by the Board of Directors of the Company.
- (b) Whole-time Director shall devote attention to the Management of the Company and carry out such other duties as may be entrusted upon from time to time.
- (c) The provisions of Code of Conduct of the Company shall be deemed to have been incorporated into the Letter by reference and the Whole-time Director shall abide by the provisions of the Code of Conduct of the Company in spirit and in letter and commit to assure its implementation.

The Company has also received a notice from Mr. Ashok Bohra along with the deposit of requisite amount under Section 160 of the Act, 2013, proposing his candidature for the office of Whole-time Director of the Company.

The Memorandum and Articles of Association, relevant resolutions passed by the Nomination cum Remuneration Committee and the Board and letter of appointment setting out the terms of appointment of Whole-time Director under Section 190(1)(b) are available for inspection by members at the Registered Office of the company on any working day.

The Board of Directors recommends for consent of members by way of special resolution as set out in item no:4.

Mr. Ashok Bohra is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in this resolution set out at item no.4.

Item No:5

The company is engaged in the business of steel manufacturing. The cost records maintained under section 148 of the Companies Act 2013, is subjected to an Audit.

As recommended by the Audit Committee, the Board of Directors have re-appointed M/s. VIVEKANANDAN & UNNI ASSOCIATES, Cost Accountants [Firm Registration No: 00085] and fixed remuneration of Rs.70,000/- (Rupees Seventy Thousand only) payable to the Cost Auditors for audit of cost records of the Company for the financial year 2018-19, subject to ratification by members at general meeting in accordance with Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014. . It is now placed for the approval of members. The Board recommends for passing of Resolution as set out at item no.5.

No Director or Key Managerial Personnel of the Company or their relatives of them are concerned or interested financially or otherwise, in this resolution.



Item No. 6

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its General Meeting.

Therefore, to enable the members to avail this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. Directors recommend for approval of members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6.

Statement containing required information as per Part II of Section II of Schedule V to the Companies Act, 2013:

(1)	Nature of Industry	:	Iron & Steel
(2)	Date of commencement of Commercial production	:	Not applicable, since the Company has already been in operation
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	:	Not applicable
(4)	Financial performance based on given Indicators	:	As per the Financials of the Company
(5)	Foreign Investments or collaborators, if any	:	There are no foreign investments or collaborators.

General Information																				
Information about the appointee	:	Mr.Vishal Keyal	Mr.Ashok Bohra																	
(1) Background details	:	<p>Mr. Vishal Keyal is a graduate in Physics and having good experience in Steel and Power sectors. He is working as Whole-time Director since 2010. He is the Chief Financial Officer (CFO) since 2015 also. His duties and responsibilities are wide and varied in the organisations. He is considered one of the key role players in the management and operations of the Company. His contribution in the areas of Banking, Finance & Accounts are insignificant. The Company continues to benefit from his association, experience and rich performance.</p> <p>Mr.Vishal Keyal is not related to any director, KMP, or promoters of the Company.</p>	<p>Mr. Ashok Bohra is an engineering graduate and having good experience in Steel Industry. He is working as General Manager-operations. He also, acted as Whole-time Director of the Company during the period of 2000- 09. He is considered one of the key role players in the operations of the Company. The Company continues to benefit from his association, experience and rich performance.</p> <p>Mr.Ashok Bohra is not related to any director, KMP, or promoters of the Company.</p>																	
(2) Past remuneration	:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>2017-18</th> <th>2016-17</th> <th>2015-16</th> </tr> </thead> <tbody> <tr> <td>Salary</td> <td>Rs.9,00,000</td> <td>Rs.8,35,850</td> <td>Rs.9,00,000</td> </tr> <tr> <td>Perquisites</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Total</td> <td>Rs.9,00,000</td> <td>Rs.8,35,850</td> <td>Rs.9,00,000</td> </tr> </tbody> </table>	Particulars	2017-18	2016-17	2015-16	Salary	Rs.9,00,000	Rs.8,35,850	Rs.9,00,000	Perquisites	-	-	-	Total	Rs.9,00,000	Rs.8,35,850	Rs.9,00,000	Not Applicable	
Particulars	2017-18	2016-17	2015-16																	
Salary	Rs.9,00,000	Rs.8,35,850	Rs.9,00,000																	
Perquisites	-	-	-																	
Total	Rs.9,00,000	Rs.8,35,850	Rs.9,00,000																	
(3) Recognition or awards	:	NIL	NIL																	



<p>(4) Job profile and suitability</p>	<p>Mr. Vishal Keyal, as the Chairman and Managing Director of the Company shall devote his whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company</p>	<p>Mr.Ashok Bohra is working as General Manager-operations. He also, acted as Whole-time Director of the Company during the period of 2000- 09. He is considered one of the key role players in the operations of the Company. The Company continues to benefit from his association, experience and rich performance.</p>
<p>(5) Remuneration proposed</p>	<p>Rs. 1,50,000/- (maximum)</p>	<p>Rs. 1,50,000/- (maximum)</p>
<p>(6) Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person</p>	<p>Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.</p>	<p>Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.</p>
<p>(7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any.</p>	<p>No pecuniary relationship with the Company except drawing remuneration drawn as Director.</p>	<p>No pecuniary relationship with the Company except drawing remuneration drawn as General Manager -Operations.</p>

Other information		
(1) Reasons of loss or inadequate profits	:	Not applicable
(2) Steps taken or proposed to be taken for improvement	:	Not applicable
(3) Expected increase in productivity and profit in measurable terms	:	Not applicable
Disclosures	:	Remuneration details have been disclosed in the Corporate Governance Report attached to Board's Report as required

**Statement containing required information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding Director seeking appointment / re-appointment
Mr.R. Ramesh**

Age	:	58 years
Qualifications & Experience	:	<p>Mr.R. Ramesh is a qualified Cost Accountant and is having around 17 years of Industrial experience. He is acting as Management/Financial Consultant for various corporates. He has his expertise in Accounting and Financial Audit, Tax Audit. He has a deep knowledge and skills such as Analytical, Research and performance appraising.</p> <p>He started his carrier as an Accountant of Desco Lab (1984-86) and then, worked as an Accounts officer of Gum India Ltd (1986-1989); an Accounts Manager at Amaravathi Chemicals Limited (1990-1993); and the Group Financial Controller of Unicard Marketing Private Limited and its group companies (1994 -2002). He is now associated with M/s.Babuperam and Associate, Chartered Accountants and M/s.V.Chandrasekaran and Associates, Chartered Accountants as Associate consultant. Mr.Ramesh is not related to any director, KMP, or promoters of the Company.</p>



Terms and Conditions of appointment or reappointment	:	Mr.Ramesh will hold office of Independent Director for a term commencing from 15.03.2018 to 30.09.2022, not liable to retire by rotation.
Last Drawn Remuneration	:	N.A.
Date of first appointment on the Board	:	N.A.
No. of Shares held	:	NIL
Relationship with Directors, Managers & KMP	:	Not related to any director and KMP
Number of Board Meetings attended during FY	:	N.A.
Other Directorship	:	NIL
Chairman/Member of the Committees of the Boards of other Companies	:	NIL

Mr.Vishal Keyal

Age	:	44 years
Qualifications & Experience	:	<p>Mr. Vishal Keyal is a graduate in Physics and having good experience in Steel and Power sectors. He is working as Whole-time Director since 2010. He is the Chief Financial Officer (CFO) since 2015 also. His duties and responsibilities are wide and varied in the organizations. He is considered one of the key role players in the management and operations of the Company. His contribution in the areas of Banking, Finance & Accounts are insignificant. The Company continues to benefit from his association, experience and rich performance.</p> <p>Mr.Vishal Keyal is not related to any director, KMP, or promoters of the Company.</p>

<p>Terms and Conditions of appointment or reappointment</p>	<p>(i) Tenure : Five years (From 1st June 2018 to 31st May 2023);</p> <p>(ii) Remuneration: Salary: Rs. 150,000/- per month (maximum) (inclusive of all perquisites and allowances as may be applicable).</p> <p>(iii) Reimbursement of expenses: Expenses incurred for travelling, boarding and lodging during business trips shall be reimbursed at actuals and not considered as perquisites.</p> <p>(iv) Minimum Remuneration: In the event of the Company having no profits or inadequate profits, in any financial year, the payment of salary, perquisites and other allowances shall be restricted to Rs. 100,000/- per month.</p> <p>(v) General:</p> <p>(a) The Chairman and Managing Director shall perform duties in accordance with the Articles of Association of the Company and the powers delegated by the Board of Directors of the Company.</p> <p>(b) The Chairman and Managing Director shall devote attention to the Management of the Company and carry out such other duties as may be entrusted upon from time to time.</p> <p>(c) The provisions of Code of Conduct of the Company shall be deemed to have been incorporated into the Letter by reference and the Managing Director shall abide by the provisions of the Code of Conduct of the Company in spirit and in letter and commit to assure its implementation.</p>
<p>Last Drawn Remuneration</p>	<p>: Rs. 8,35,850/-</p>
<p>Date of first appointment on the Board</p>	<p>: 29.05.2010</p>



No. of Shares held	:	NIL
Relationship with Directors, Managers & KMP	:	Not related to any director and KMP
Number of Board Meetings attended during FY	:	Details are provided in Corporate Governance Report
Other Directorship	:	<ul style="list-style-type: none">• KANISHK METAL RECYCLING PRIVATE LIMITED• GITA ENERGY GENERATION PRIVATE LIMITED• YUNAAAY LOGIGO PRIVATE LIMITED• DHANVARSHA ENTERPRISES & INVESTMENTSPRIVATE LIMITED• TAMILNADU ENTERPRISES & INVESTMENTSPRIVATE LIMITED• INDIAN CORPORATE BUSINESS CENTRE LIMITED
Chairman/Member of the Committees of the Boards of other Companies	:	One

Mr. Ashok Bohra

Age	:	53 years
Qualifications & Experience	:	<p>Mr. Ashok Bohra is an engineering graduate and having good experience in Steel Industry. He is working as General Manager-operations. He also, acted as Whole-time Director of the Company during the period of 2000- 09. He is considered one of the key role players in the operations of the Company. The Company continues to benefit from his association, experience and rich performance.</p> <p>Mr.Ashok Bohra is not related to any director, KMP, or promoters of the Company.</p>

<p>Terms and Conditions of appointment or reappointment</p>	<p>:</p>	<p>(i) Tenure : Five years (From 1st June 2018 to 31st May 2023);</p> <p>(ii) Remuneration: Salary: Rs. 150,000/- per month (maximum) (inclusive of all perquisites and allowances as may be applicable).</p> <p>(iii) Reimbursement of expenses: Expenses incurred for travelling, boarding and lodging during business trips shall be reimbursed at actuals and not considered as perquisites.</p> <p>(iv) Minimum Remuneration: In the event of the Company having no profits or inadequate profits, in any financial year, the payment of salary, perquisites and other allowances shall be restricted to Rs. 100,000/- per month.</p> <p>(v) General:</p> <p>(a) Whole-time Director shall perform duties in accordance with the Articles of Association of the Company and the powers delegated by the Board of Directors of the Company.</p> <p>(b) Whole-time Director shall devote attention to the Management of the Company and carry out such other duties as may be entrusted upon from time to time.</p> <p>(c) The provisions of Code of Conduct of the Company shall be deemed to have been incorporated into the Letter by reference and the Whole-time Director shall abide by the provisions of the Code of Conduct of the Company in spirit and in letter and commit to assure its implementation.</p>
<p>Last Drawn Remuneration</p>	<p>:</p>	<p>N.A.</p>
<p>Date of first appointment on the Board</p>	<p>:</p>	<p>N.A.</p>
<p>No. of Shares held</p>	<p>:</p>	<p>NIL</p>



Relationship with Directors, Managers & KMP	:	Not related to any director and KMP
Number of Board Meetings attended during FY	:	N.A.
Other Directorship	:	N.A.
Chairman/Member of the Committees of the Boards of other Companies	:	N.A.

Notes:

1. The statement of material facts concerning the items of special business to be transacted at this AGM is annexed in terms of section 102 of the Companies Act, 2013.
2. A member entitled to attend and vote at this AGM is entitled to appoint a proxy to attend and vote in the meeting instead of him/ her and the proxy need not be a member of the company.
3. Pursuant to section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 (fifty) members and holding in aggregate not more than 10% (ten per cent) of the total share capital of the Company.
4. Corporate members intending to send their representatives to attend their meeting are requested to send a certified true copy of the Board resolution to the company, authorizing their representative to attend and vote on their behalf at the meeting.
5. The instrument appointing the proxy, duly completed, must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. The proxy form for the AGM is enclosed.
6. Members desirous of getting any information in respect of accounts of the company are requested to send their queries in writing to the Company's Registered Office at least seven days before the date of the meeting so that the required information can be made available at the meeting.
7. Members/Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the meeting and also the attendance slip duly filled in for easy identification of attendance at the meeting.
8. The Register of Members of the Company and Share Transfer Books will remain closed from 23rd September 2018 to 29th September 2018 (both days inclusive).
9. The Notice of the AGM along with the 28th Annual Report for the financial year ended 2017-18 is being sent by electronic mode to those Members whose e-mail addresses

are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the 28th Annual Report for the financial year ended 2017-18 will also be available on the Company's website viz. www.kanishksteels.in

10. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" to allow paperless compliances by the corporate sector. MCA, by its Circular dated 21st April 2011, has now made permissible the service of documents through electronic mode to shareholders. To support the Green Initiative of the Government, it is proposed to send, henceforth, all Notices, Annual Report and other communications through e-mail. For the above purpose, we request you to send an e-mail confirmation to our designated ID company.secretary@kanishksteels.in mentioning your name, DP / Customer ID or Folio number and your e-mail ID for communication.

On this confirmation, we would, henceforth, send all Notices, Annual Report and other communications through e-mail. Copies of the said documents would be available in the Company's website, www.kanishksteels.in for your access at no cost for the benefit of all stakeholders concerned. We request you to support the Green Initiative of the Government by opting for electronic mode of receiving our corporate communications.

11. The route map showing directions to reach the venue of the AGM is annexed.
12. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.

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.

The Board of Directors has appointed Mr.M.K.Madhavan, Proprietor, M/s.M.K.Madhavan & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

13. PROCEDURE FOR E-VOTING

The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

A. In case a member receives an email from NSDL [for members whose email ids are registered with the Company/depository Participants(s)]:



- i. Open the PDF File viz; “KSIL e-voting.pdf” attached to the e-mail, using your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password provided in the PDF is an initial password.

Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

Click on Shareholder – Login Insert user ID and password as initial password/PIN noted in step (i) above. Click Login.

Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Please make a note of the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

- ii. Select “EVEN” of “Kanishk Steel Industries Limited”.
- iii. Now you are ready for remote e-voting as Cast Vote page opens.
- iv. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- v. upon confirmation, the message “Vote cast successfully” will be displayed.
- vi. Once you have voted on the resolution, you will not be allowed to modify your vote.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letters. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to mkm@mkmadhavan.com with a copy marked to evoting@nsdl.co.in,

B. In case a member receives physical copy of the notice of AGM for members whose email ids are not registered with the Company/depository Participants(s) or requesting physical copy] :

- i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN [E-Voting Event Number]	USER ID	Password

- ii. Please follow all steps from Sl. No. (i) to Sl. No. (xi) Above, to cast vote.

C. Other Instructions

- i. The e-voting period commences on 24th September 2018 (10.00 a.m. IST) and ends on 28th September 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on 22nd September 2018 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- ii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through electronic voting system or poll paper.
- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in . However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing user ID and password for casting vote. If you forget your password, you can reset your password by using “Forgot user Details / Password” option available on www.evoting.nsdl.com.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, 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 favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.
- v. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.kanishksteels.in and on the website of NSDL www.evoting.nsdl.com after the results are declared by the chairman or a person authorised by him in writing and the same shall be communicated to the Stock Exchange.
- vi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800 222-990.



KANISHK STEEL INDUSTRIES LIMITED

Registered Office : B-27(M), SIPCOT Industrial Complex,

Gummidipoondi, Thiruvallur District, Tamilnadu 601 201

CIN : L27109TN1995PLC067863

ATTENDANCE SLIP

28th ANNUAL GENERAL MEETING

Date : 29.09.2018 (Saturday)
Time : 3.00 p.m.
Place : B-27 (M), SIPCOT Industrial Complex, Gummidipoondi,
Thiruvallur District, Tamilnadu- 601 201

Name & Address :
(including Joint Holders, if any)

Registered Folio No:

DP Id Client ID :
(Applicable to investors
holding Shares in demat form)

Number of Shares held :

I certify that I am a member/ proxy for the member of the Company and hereby record my presence at the 28th Annual General Meeting of the Company.

(Signature of Member / Proxy)

Note: To be handed over at the entrance of the Meeting hall.

EVOTING PARTICULARS

EVEN [E-Voting Event Number]	USER ID	Password

The e-voting facility will be available during the following period.

Commencement of E-voting	End of E-Voting
24 th September, 2018 (10.00 a.m.)	28 th September, 2018 (5:00 p.m.)

Note: Please refer the instructions forming part of the notice convening this Annual General Meeting.



KANISHK STEEL INDUSTRIES LIMITED

Registered Office : B-27(M), SIPCOT Industrial Complex,
Gummidipoondi, Thiruvallur District, Tamilnadu – 601 201
CIN : L27109TN1995PLC067863

FORM NO. MGT - 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member (s)	:
Registered Address	:
E-mail Id	:
Folio No/ Client Id	:
DP ID	:

I/We, being the member (s) of shares of the above named company, hereby appoint

- Name :
- Address :
- E-mail Id :
- Signature :

or failing him

- Name :
- Address :
- E-mail Id :
- Signature :

or failing him

- Name :
- Address :
- E-mail Id :
- Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 28th Annual General Meeting of the Company, to be held on Saturday, the September 29, 2018 at 3.00 p.m. at B-27(M), SIPCOT Industrial Complex, Gummidipoondi, Thiruvallur District, Tamilnadu – 601201 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Financial Statements
2. Ratification of appointment Mr.P.Ramesh as Independent Director
3. Approval of change in designation of Mr.Vishal Keyal from whole-time director to Chairman and Managing Director
4. Approval of appointment of Mr.Ashok Bohra as whole-time director
5. Approval of remuneration to Cost Auditor
6. Determination of fees for delivery of any document through a particular mode of delivery to a member

Signed this day of 2018.

Affix Revenue Stamp of Re.1/
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(Signature of Member)

Signature of Proxy holder(s)

Note :

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



KANISHK STEEL INDUSTRIES LIMITED

Registered Office : B-27(M), SIPCOT Industrial Complex,
Gummidipoondi, Thiruvallur District, Tamilnadu – 601 201
CIN : L27109TN1995PLC067863

FORM NO. MGT-12

POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies
(Management and Administration) Rules, 2014]

28th ANNUAL GENERAL MEETING

Date : 29.09.2018 (Saturday)
Time : 3.00 P.M
Place : B-27 (M), SIPCOT Industrial Complex, Gummidipoondi, Thiruvallur District, Tamilnadu- 601201

BALLOT PAPER

1. Name of the First Named Shareholder
(In block letters) :
2. Postal address :
3. Registered folio No. / *Client ID No.
(*Applicable to investors holding shares in
dematerialized form) :
4. Class of Share :

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sl. No:	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	Adoption of Financial Statements			
2	Ratification of appointment Mr.P.Ramesh as Independent Director.			
3	Approval of change in designation of Mr.Vishal Keyal from whole-time director to Chairman and Managing Director.			
4	Approval of appointment of Mr.Ashok Bohra as whole-time director.			
5	Approval of remuneration to Cost Auditor			
6	Determination of fees for delivery of any document through a particular mode of delivery to a member			

Place:

Date:

(Signature of Shareholder)