

Anil Special Steel Industries Ltd.

NOTICE

NOTICE is hereby given that the 48th Annual General Meeting of the members of Anil Special Steel Industries Limited will be held at the Registered Office of the Company at Kanakpura, P.O. Meenawala, Jaipur – 302 012 on Friday the 30th day of December 2016 at 11:00 AM to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited Profit & Loss Account of the Company for the financial year ended on 31st March 2016 and the audited Balance Sheet of the Company as on that date together with the reports of Board of Directors and Auditor's thereon.
2. To appoint a Director in place of Mrs. Trishna Tripta Bawa (DIN No. 07204947), who retired by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT M/s Bansal R. Kumar & Associates, Chartered Accountants (Registration No. 08186N) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

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

To approve the remuneration of the Cost Auditor for the financial year ending on March 31, 2017 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary resolution:**

“RESOLVED THAT pursuant to the provision of section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s M. Goyal & Co., the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2017 be paid the remuneration as set out in the statement annexed to the Notice convening this Meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Jaipur, 14th Nov 2016
Regd. Office:
Kanakpura, P.O. Meenawala,
Jaipur – 302 012

By order of the Board
Sd/-
C.P.VAID
Company Secretary

Anil Special Steel Industries Ltd.

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxy, in order to be effective, proxy form should be duly stamped, filled, signed and must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.
2. M/s MCS Share Transfer Agent Limited is the Registrar and Share Transfer Agent (RTA) for physical shares and is also the depository interface of the Company with both CDSL and NSDL.
3. The Register of Members and Share Transfer Book of the Company shall remain closed from 28th December 2016 to 30th December 2016 (both days inclusive) for the financial year 2015-16.
4. Shareholders are requested to immediately notify to the RTA or the Company for any change in their address.
5. The shareholders, who have not converted their shares in demat form, are requested to do so as early as possible.
6. Members seeking any further information on the accounts and operations of the Company at the Annual General Meeting are requested to send their queries to the Company at the Registered Office at least seven days before the date of meeting so as to enable the Management to keep the information ready at the meeting.
7. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours between 10.00 A.M. to 1.00 P.M. except on holidays.
8. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers on the attendance slip for easy identification of attendance at the meeting.
9. A statement pursuant to the section 102(1) of the Companies Act, 2013 relating to the special business to be transacted is annexed hereto.

IMPORTANT COMMUNICATION TO MEMBERS

As per provision of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Company may give notice etc. through electronic mode through e-mail as a text or as an attachment to e-mail or as a notification providing electronic link. This year, your Company has sent the notification providing electronic link of notice of AGM to entitled members and the same is also hosted on the website of the Company along with Annual Report at www.anilspecialsteel.com.

Members who have not yet registered their e-mail Id or who want to change their e-mail Id are requested to approach their respective DP (for electronic holding) or with R&TA/Company (for physical holding), so as to receive all communication electronically.

Anil Special Steel Industries Ltd.

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the remuneration of Rs. 35,000/- (excluding out of pocket expenses) of the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017.

In accordance with provision of section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Directors / 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 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Jaipur, 14th Nov 2016
Regd. Office:
Kanakpura, P.O. Meenawala,
Jaipur – 302 012

By order of the Board
Sd/-
C.P.VAID
Company Secretary

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TO BE A PART OF NOTICE...

INSTRUCTIONS FOR E-VOTING

Pursuant to provisions of clause 35B of the Listing Agreement, section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, your Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions as set forth in the Notice convening the 48th Annual General Meeting of the Company. The Company has engaged the services of Depository viz. Central Depository Services Limited (CDSL) to provide the e-voting facility.

The e-voting facility is available at the link <https://www.evotingindia.com>.

Please read the instructions printed below before exercising your vote:

- (i) The voting period begins on **27th December 2016 (9:00 AM)** and ends on **29th December 2016 (5:30 PM)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **24th December 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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.• 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. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both 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). |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.

Anil Special Steel Industries Ltd.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **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 linked in the login should be emailed 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.
- (xxi) 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.

1. General Instructions:

- a. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. Members may cast their votes separately for each business to be transacted in the Annual General Meeting and may also elect not to vote on some resolution.
- b. Notice of the meeting is also available at Company’s website www.anilspecialsteel.com.
- c. **M/s Ajay Bohra & Associates, Chartered Accountants**, Membership No. 074596, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Board of Directors has appointed Company Secretary as the person responsible for the e-voting process.
- d. The scrutinizer shall within a period of not exceeding two working days from the conclusion of the e-voting period unblock the votes in presence of at least two witnesses not in employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- e. The e-voting results shall be declared during the AGM of the Company, based on Scrutinizer’s Report. After discussion of the enlisted agenda item in the AGM Notice, the Chairperson will order Poll in respect of the said items. Poll will be conducted under supervision of Scrutinizer appointed for the purpose. After conclusion of the Poll, the chairpersons will declare the meeting as closed. The results declared along with the Scrutinizer’s Report will be hosted on the Company’s website www.anilspecialsteel.com and on the website of CDSL within two days

Anil Special Steel Industries Ltd.

of passing of the resolutions at the AGM of the Company and will also be communicated to the Stock Exchanges.