

# KALYANI STEELS

CIN-L27104MH1973PLC016350

KSL:SEC:

July 5, 2016

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Fort, Mumbai – 400 001  
**Scrip Code : 500235**

**National Stock Exchange of India Limited**

Exchange Plaza,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051  
**Scrip Symbol : KSL**

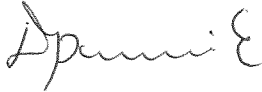
Dear Sir,

Sub. : Intimation of Annual General Meeting

Please be informed that the Forty-Third Annual General Meeting (AGM) of the members of the Company will be held on Thursday, 11th day of August, 2016, at 11.00 A.M., at the Registered Office of the Company at Mundhwa, Pune – 411 036, to transact the business, as set out in the Notice of the AGM enclosed herewith.

Thanking you,

Yours faithfully,  
For KALYANI STEELS LIMITED



MRS.D.R. PURANIK  
COMPANY SECRETARY  
E-mail : [puranik@kalyanisteels.com](mailto:puranik@kalyanisteels.com)

Encl. : Notice of Forty-Third Annual General Meeting



**KALYANI**  
GROUP COMPANY

KALYANI STEELS LIMITED, CORPORATE BUILDING, 2ND FLOOR, MUNDHWA, PUNE 411036, INDIA.  
PHONE : +91 20 66215000 FAX :+91 20 26821124

# KALYANI STEELS LIMITED

CIN : L27104MH1973PLC016350

Registered Office : Mundhwa, Pune 411 036

Phone No. : 020 - 26715000 / 66215000, Fax No. : 020 - 26821124

Website : www.kalyanisteels.com, E-mail : investor@kalyanisteels.com



KALYANI

## NOTICE

**NOTICE is hereby given that the FORTY-THIRD Annual General Meeting of the Members of Kalyani Steels Limited will be held on Thursday, the 11th day of August, 2016, at 11.00 a.m. (I.S.T), at the Registered Office of the Company at Mundhwa, Pune - 411 036, to transact the following business :**

### ORDINARY BUSINESS

- To consider and adopt :
  - the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.
  - the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016.
- To appoint a Director in place of Mr.B.N. Kalyani (DIN 00089380), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr.S.M. Kheny (DIN 01487360), who retires by rotation and being eligible, offers himself for re-appointment.
- To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by the members at the Forty-First Annual General Meeting held on 5th September, 2014, the Company hereby ratifies the appointment of M/s. P. G. Bhagwat, Chartered Accountants, Pune (Firm Registration No.101118W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Forty-Fourth Annual General Meeting of the Company to be held in 2017, on such remuneration plus service tax thereon and reimbursement of out of pocket and travelling expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee."

### SPECIAL BUSINESS

- Re-appointment of Mr.R.K. Goyal as Managing Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions,

if any, of the Companies Act, 2013, read with Schedule V to the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, as may be necessary, the consent of the Company be and is hereby accorded to the re-appointment of Mr.R.K.Goyal (DIN 03050193), as the Managing Director, of the Company, for a period of 5 (Five) years with effect from 17th January, 2016 to 16th January, 2021, with such powers, authorities and functions as will be vested in him from time to time by the Board of Directors of the Company, on the following terms and conditions including remuneration :

#### (I) Salary :

- Basic Salary of ₹ 1,192,800/- (Rupees One Million One Hundred Ninety Two Thousand Eight Hundred only) per month in the grade of ₹ 1,000,000/- (Rupees One Million only) to ₹ 3,000,000/- (Rupees Three Million only).
- Special Allowance of ₹ 715,700/- (Rupees Seven Hundred Fifteen Thousand Seven Hundred only) per month.
- Additional Special Allowance of ₹ 715,700/- (Rupees Seven Hundred Fifteen Thousand Seven Hundred only) per month.

#### (II) Perquisites :

In addition to Salary payable, the Managing Director shall be entitled to the following perquisites which unless the context otherwise requires, are classified into three categories 'A', 'B' and 'C' as follows :

##### Category 'A'

This shall comprise housing, medical reimbursement, leave travel concession. These shall be provided as under :

#### a) Housing :

- The Company shall provide furnished accommodation to the Managing Director and his family.
- In case no accommodation is provided by the Company, the Managing Director shall be entitled to house rent allowance of ₹ 357,900/- (Rupees Three Hundred Fifty Seven Thousand Nine Hundred only) per month.

#### b) Medical Reimbursement :

Expenses incurred for the Managing Director and his family subject to the ceiling of ₹ 9,600/- (Rupees Nine Thousand Six Hundred only) per month.

c) Leave Travel Concession :

For the Managing Director and his family in accordance with the rules of the Company.

Explanation :

For the purpose of Category 'A', 'Family' means the spouse, the dependent children and dependent parents of the Managing Director.

Category 'B'

1. Contribution to Provident Fund, Superannuation Fund restricted to ₹ 100,000/- (Rupees One Hundred Thousand only) per annum or Annuity Fund will not be included in the computation of the ceilings on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
2. Gratuity to be paid as per the rules of the Company.
3. Encashment of leave at the end of the tenure.
4. Retirement and other benefits as per the rules of the Company.

Category 'C'

Provision of car with driver for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Managing Director.

(III) Commission :

Variable compensation as Bonus / Commission for each financial year, as may be determined by the Board of Directors of the Company, which put together with Salary and Perquisites shall be subject to the overall ceilings laid down in Sections 197 and 198 of the Companies Act, 2013.

Notwithstanding anything mentioned herein, where in any Financial Year during the currency of tenure of Mr.R.K. Goyal, Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to him remuneration by way of Salary and Perquisites as specified above, including any revisions thereof, subject to requisite approvals and limits, if any, as may be prescribed under the Companies Act, 2013 and the rules made thereunder.

FURTHER RESOLVED THAT Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee of the Board, be and is hereby authorised and empowered to approve annual increments and to make such improvements in the terms of remuneration of Mr.R.K. Goyal, as may be permissible under Schedule V to the Companies Act, 2013 (as may be amended from time to time) or by way of any governmental

guidelines or instructions, the intention being that no further approval of the Company would be required so long as remuneration of the Managing Director is not in excess of maximum permissible under the relevant laws, rules, regulations, guidelines or instructions as may be promulgated or issued after the date of this meeting.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**6. Related Party Transactions with Kalyani Carpenter Special Steels Private Limited**

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to enter into transaction(s) of sale, purchase or supply of goods / services, lease, transfer, assign or otherwise etc., whether material or otherwise, with Kalyani Carpenter Special Steels Private Limited - Related Party, upto an estimated annual transaction value of not exceeding ₹ 3,000 Million (Rupees Three Thousand Million only) for each of the Five (5) financial years commencing from 1st April, 2016, to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and Kalyani Carpenter Special Steels Private Limited.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to negotiate and finalise the terms and conditions of transaction(s), to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient, to give effect to this Resolution."

**7. To approve the Remuneration of the Cost Auditors**

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

"RESOLVED THAT pursuant to the provisions of



Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for the payment of remuneration of ₹ 500,000/- (Rupees Five Hundred Thousand only) (plus Service Tax at the applicable rates and reimbursement of out of pocket expenses) to Company's Cost Auditors, M/s.S.R. Bhargave & Co., Cost Accountants, Pune, for auditing the cost records maintained by the Company for the financial year ending 31st March, 2017."

#### 8. Adoption of new set of Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Members be and is hereby granted for the deletion of all the Articles of the existing Articles of Association of the Company and substitute the same with the new set of Articles of Association and the said new set of Articles of Association be and are hereby adopted as the Articles of Association of the Company in substitution for, and to exclusion of, all existing articles thereof.

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

By Order of the Board of Directors  
For Kalyani Steels Limited

Pune  
24th May, 2016

Mrs. Deepti R. Puranik  
Company Secretary

#### NOTES :

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a Poll instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case, a Proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such Proxy shall not act as a Proxy for any other person or member.
2. The Instrument appointing proxy should, however, be deposited at the Registered Office of the Company duly completed and signed not less than forty-eight (48) hours before the commencement of the meeting.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business under Item Nos.5 to 8 of the Notice to be transacted at the Annual General Meeting is annexed hereto.
4. Corporate members are requested to send Board Resolution duly certified, authorising their representative to attend and vote on their behalf at the Annual General Meeting.
5. Members holding shares in dematerialised form are requested to intimate any change in their address, bank details, ECS details etc. to their respective Depository Participants and those holding shares in physical form are to intimate the said changes to the Registrar and Transfer Agent of the Company, at their address given below.
6. The Share Transfer Books and the Register of Members of the Company will remain closed on Thursday, 11th August, 2016 as an Annual Closure for Annual General Meeting.
7. Those Members who have not encashed / received their Dividend Warrants for the previous financial year(s) may approach the Registrar and Transfer Agent of the Company, at their address given below, for claiming their unencashed / unclaimed dividend.
8. Dividends which remain unencashed / unclaimed over a period of 7 years will have to be transferred by the Company to the Investor Education and Protection Fund (IEPF) constituted by the Central Government under Section 205A and 205C of the Companies Act, 1956. Further, under the amended provisions of Section 205B of the Companies Act, 1956, no claim by the shareholders shall lie for the unclaimed dividend transferred by the Company to IEPF.
9. Equity Shares of the Company are under compulsory demat trading by all investors. Those shareholders, who have not dematerialised their shareholding, are advised to dematerialise the same to avoid any inconvenience in future.
10. Brief Profile of Directors proposed to be appointed / re-appointed, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se, are provided in the Report on Corporate Governance forming part of the Annual Report.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialised

form are therefore requested to submit their PAN to the Depository Participants with whom they are maintaining the demat account. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent of the Company, at their address given below.

11. The Ministry of Corporate Affairs (MCA), Government of India, had taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and had issued circulars stating that service of notice / documents including Annual Report can be done 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 addresses, so far, are requested to register their e-mail addresses, in respect of dematerialised holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill-up the Email Updation Form available at Company's web-site [www.kalyanisteels.com](http://www.kalyanisteels.com) and submit the same to the Registrar and Transfer Agent of the Company, at their address given below.

The Notice of the Annual General Meeting along with the Annual Report 2015-16 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 the physical copy of the same.

## 12. Voting through Electronic Means :

- i) In compliance with provisions of Section 108 of the Companies Act, 2013 and 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members, holding shares as on 4th August, 2016 being the Cut-off date, facility to exercise their right to vote at the Forty-Third Annual General Meeting (AGM) by electronic means and the business shall be transacted through e-voting Services. The facility of casting the votes by members using the electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- ii) 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 votes by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
- iii) The members who have cast their vote by

remote e-voting prior to meeting may also attend the meeting but shall not be entitled to cast their vote again.

- iv) The e-voting commences on Monday, 8th August, 2016 (9.00 a.m.) and ends on Wednesday, 10th August, 2016 (5.00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialised form, as on cut-off date of 4th August, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote is cast by the member, the member shall not be allowed to change it subsequently.

The remote e-voting rights of members / beneficial owners shall be reckoned on the Equity Shares held by them as on 4th August, 2016, i.e. Cut-off date for the purpose.

The process and manner for remote e-voting are as under :

- A) Member receiving an e-mail from NSDL (for members whose e-mail IDs are registered with the Company / Depository Participant(s)):
  - a) Open e-mail and open PDF file viz. "kalyanisteels e-voting.pdf" with 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 is an initial password.
  - b) Launch internet browser by typing the URL : <https://www.evoting.nsdl.com>
  - c) Click on Shareholder Login
  - d) Put User ID and Password as initial Password / PIN noted in Step (i) above. Click Login.
  - e) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f) Home page of remote e-voting opens. Click on remote e-voting : Active Voting Cycles.
  - g) Select "EVEN" (e-voting Event Number) of "Kalyani Steels Limited."
  - h) Now you are ready for remote e-voting as Cast Vote page opens.
  - i) Cast your vote by selecting appropriate



- option and click on "Submit" and also "Confirm" when prompted.
- j) Upon confirmation, the message "Vote cast successfully" will be displayed.
- k) Once you have voted on the resolution, you will not be allowed to modify your vote.
- l) 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 Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through e-mail to [evoting@kalyanisteels.com](mailto:evoting@kalyanisteels.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B) Member receiving physical copy of the Notice of AGM (for members whose e-mail IDs are not registered with the Company / Depository Participant(s) or members requesting physical copy):
- i) Initial password is provided as below at the bottom of the Attendance Slip for the AGM:
- | e-voting<br>Event<br>Number<br>("EVEN") | USER<br>ID | PASSWORD |
|---|------------|----------|
|   |            |          |
- ii) Please follow all steps from Serial No.A(b) to Serial No.A(l) above, to cast vote.
- C) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 4th August, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact the Company / Registrar & Transfer Agent.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll free No.1800-222-990.
- v) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members, available at the Downloads Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800-222-990.
- vi) If you are already registered with NSDL for remote e-voting, then you can use your existing User ID and Password for casting your vote.
- vii) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- viii) The voting rights of members shall be in proportion to shares held by them as on the cut-off date of 4th August, 2016.
- ix) A person whose name is recorded in the Register of members or in the Register of Beneficial Owners maintained by the depository as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Ballot Paper.
- x) Mr.S.V. Deulkar, Partner of SVD & Associates, Company Secretaries (Membership No. FCS 1321 & CP No. 965) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- xi) The Scrutiniser shall immediately after conclusion of voting at AGM, first count, the votes cast at the meeting and 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 shall make not later than three days of conclusion of the meeting, a consolidated Scrutiniser'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. The Chairman or by the person authorised by him in writing, shall declare the result of the voting forthwith.
13. The results of voting along with the Scrutiniser's Report shall be placed on the Company's website [www.kalyanisteels.com](http://www.kalyanisteels.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

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Registrar & Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Block No.202, Akshay Complex, 2nd Floor, Off Dhole Patil Road, Near Ganesh Mandir, Pune - 411 001

Phone Nos. : : 020 - 26161629 / 26160084, Telefax : 020 - 26163503

E-mail : [pune@linkintime.co.in](mailto:pune@linkintime.co.in)

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## ANNEXURE TO THE NOTICE

### Explanatory Statement as required by Section 102 of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out, the material facts relating to Special Business mentioned under Item Nos.5 to 8 in the accompanying Notice dated 24th May, 2016

#### ITEM NO.5

The Board of Directors at their meeting held on 30th October, 2015, had re-appointed Mr.R.K. Goyal as Managing Director of the Company for the period of five years with effect from 17th January, 2016 to 16th January, 2021, on the terms and conditions including remuneration as mentioned in the Resolution as set out at Item No. 5 of the Notice subject to approval of the members.

Brief Profile of Mr.R.K. Goyal, is provided in the Report of Corporate Governance forming part of the Annual Report.

The Directors are of the view that the re-appointment of Mr.R.K. Goyal as Managing Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommend the Ordinary Resolution as set out at Item No.5 of the Notice for approval of the members.

Except Mr.R.K. Goyal, none of the Directors / Key Managerial Personnel of the Company or their respective relatives are concerned or interested, in the Resolution as set out at Item No.5 of the Notice.

Mr.Goyal is not related to any other Director of the Company and does not hold any shares of the Company.

#### ITEM NO.6

Related party transactions are governed by the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to provisions of the Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any

statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members shall be required for entering into transactions of sale, purchase or supply of goods or materials exceeding ten percent of the turnover of the Company or rupees one hundred crore, whichever is lower. Further as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from 1st December, 2015, all material related party transactions shall require approval of the members. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

There currently exist transactions of sale, purchase or supply of goods or materials / services by the Company to / from Kalyani Carpenter Special Steels Private Limited (KCSSPL). It is anticipated that these transactions with KCSSPL might exceed the limits prescribed in Companies Act, 2013 or might become a material transaction in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly approval of the members is requested for transaction(s) of sale, purchase or supply of goods or materials / services by the Company to / from KCSSPL.

Other related information regarding the transaction as envisaged under the Companies (Meetings of Board and its Powers) Rules, 2014 is as below :

1. Name of the Related Party :  
Kalyani Carpenter Special Steels Private Limited
2. Name of the Director or Key Managerial Personnel who is related, if any :  
Mr.B.N. Kalyani, Chairman (Promoter), Mr.Amit B. Kalyani, Director and Mr.R.K. Goyal, Managing Director hold positions of Directors in KCSSPL.
3. Nature of Relationship :  
Companies under Common Control
4. Nature, Material Terms, Monetary Value and Particulars of Contract :  
In ordinary course of business, on arm's length basis



and in tune with market parameters. Monetary Value as mentioned in the Resolution set out at Item No.6 of the Notice.

The above transaction was approved by the Audit Committee at its meeting held on 13th February, 2016.

Accordingly the Board recommends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the unrelated members.

Except Mr.B.N. Kalyani, Chairman and Mr.Amit B. Kalyani, Director and Mr.R.K. Goyal, Managing Director, none of the Directors / Key Managerial Personnel of the Company or their respective relatives are concerned or interested, in the Resolution as set out at Item No.6 of the Notice.

**ITEM NO.7**

The Board of Directors at their meeting held on 24th May, 2016, based on the recommendation of the Audit Committee, had appointed M/s.S.R. Bhargave & Co., Cost Accountants, Pune, as Cost Auditors of the Company for auditing the cost records maintained by the Company for the financial year ending 31st March, 2017, at remuneration of ₹ 500,000/- (Rupees Five Hundred Thousand only) plus Service Tax at the applicable rates and reimbursement of out of pocket expenses.

Pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. The Board recommends the Resolution set out at Item No.7 of the Notice, for the approval of the members of the Company.

None of the Directors / Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the resolution.

**ITEM NO.8**

The existing Articles of Association ("Articles") of the Company are based on the erstwhile Companies Act, 1956 and several regulations in the existing Articles contain reference to the specific Sections of the erstwhile Companies Act, 1956. Some regulations in the existing Articles are no longer in conformity with the provisions of the Companies Act, 2013 ("Act").

With the enactment of the Companies Act, 2013, several regulations of the existing Articles of the Company require alteration and/or deletion. Given this position, it is considered expedient to replace the existing Articles by adopting a new set of Articles.

The draft Articles shall be open for inspection by the Members at the Registered Office of the Company on all working days between 11.00 a.m to 1.00 p.m excluding Saturday upto the date of this Annual General Meeting.

The Board of Directors recommends the Special Resolution set out at Item No.8 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, in the Resolution.

By Order of the Board of Directors  
For Kalyani Steels Limited

Pune  
24th May, 2016

Mrs. Deepti R. Puranik  
Company Secretary



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# KALYANI STEELS LIMITED

CIN : L27104MH1973PLC016350

Registered Office : Mundhwa, Pune 411 036

Phone No. : 020 - 26715000 / 66215000, Fax No. : 020 - 26821124

Website : www.kalyanisteels.com, E-mail : investor@kalyanisteels.com



KALYANI

## 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. / DP ID & Client ID	:	

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

- (1) Name ..... Address.....  
E-mail ID ..... Signature ..... or failing him / her
- (2) Name ..... Address.....  
E-mail ID ..... Signature ..... or failing him / her
- (3) 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 the Forty-Third Annual General Meeting of the Company, to be held on Thursday, the 11th day of August, 2016 at 11.00 a.m. at the Registered Office of the Company at Mundhwa, Pune - 411 036 and at any adjournment thereof in respect of such resolutions as are indicated below :

Item No.	Resolution (For details, refer Notice of Forty-Third Annual General Meeting dated 24th May, 2016)	Vote *(Optional See Note 4)		
		For	Against	Abstain
<b>ORDINARY BUSINESS :</b>				
1.	To consider and adopt : a) Audited Financial Statements for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon. b) Audited Consolidated Financial Statements for the financial year ended 31st March, 2016			
2.	Re-appointment of Mr.B.N. Kalyani, as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.			
3.	Re-appointment of Mr.S.M. Kheny, as a Director, who retires by rotation, and being eligible, offers himself for re-appointment.			
4.	Ratification of Appointment of M/s.P.G. Bhagwat, Chartered Accountants, Pune as Auditors of the Company			
<b>SPECIAL BUSINESS :</b>				
5.	Re-appointment of Mr.R.K. Goyal as Managing Director			
6.	Related Party Transactions with Kalyani Carpenter Special Steels Private Limited			
7.	Approve the Remuneration of the Cost Auditors			
8.	Adoption of new set of Articles of Association of the Company			

Signed this ..... day of ..... 2016

Signature of member :

Please affix  
Revenue  
Stamp

Signature of Proxy holder(s) :

(Please refer Instructions overleaf)

Notes :

1. 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.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. \* It is optional to indicate your preference by placing Tick (✓) at the appropriate box. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.