

ISMT/SEC/29/17-18

September 5, 2017

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Scrip Code: 532479

Symbol: ISMTLTD

Dear Sirs,

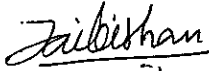
Sub: Notice of 19th Annual General Meeting

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Notice of 19th Annual General Meeting of the Company scheduled to be held on Thursday, September 28, 2017 at 10.30 am at Hotel Hyatt Pune, Adjacent to Aga Khan Palace, 88 Nagar Road, Kalyani Nagar, Pune – 411006.

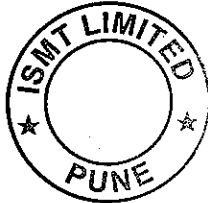
Kindly take the same on your record and acknowledge the receipt.

Thanking you,

Yours faithfully,
For ISMT Limited



Jaikishan Pahlani
Company Secretary



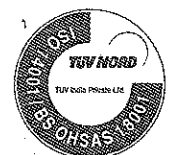
Encl.: As above



SCT-0123, 5L-0102 ISO/TS 16949 : 2009

Corporate & Registered Office
Lunkad Towers, Viman Nagar, Pune - 411 014, India.
Phone : +91 20 41434100 / 66024901 - 04 | Fax : +91 20 26630779
www.ismt.com

CIN : L27109PN1999PLC016417



BS OHSAS 18001:2007 - 44 116 16391010
EMS ISO : 14001:2004 - 44 104 16391010

Reregistered Office: Lunkad Towers, Viman Nagar, Pune - 411014, Maharashtra.
Phone: 020-41434100, Fax: 020-26630779, E-mail: secretarial@ismt.co.in
Website : www.ismt.com, CIN : L27109PN1999PLC016417

NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the Members of ISMT Limited will be held on Thursday, September 28, 2017 at 10:30 A.M. at Hotel Hyatt Pune, Adjacent to Aga Khan Palace, 88 Nagar Road, Kalyani Nagar, Pune-411006, Maharashtra to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:
 - (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 including the Audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 including the Audited Consolidated Balance Sheet as at March 31, 2017 and the Consolidated Statement of Profit and Loss for the year ended on that date and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. B. R. Taneja (DIN: 00328615) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory 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 an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139 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-enactments thereof for the time being in force) and pursuant to the recommendations of the Audit Committee, Damania & Varaiya, Chartered Accountants (Firm Regn No. 102079W), be and are hereby appointed as Statutory Auditors of the Company, in place of retiring Joint Statutory Auditors M/s. PG Bhagwat, Chartered Accountants and J.K. Shah & Co., Chartered Accountants, to hold office from the conclusion of this AGM until the conclusion of the 24th AGM, subject to ratification by Members every year, on such remuneration and out of pocket expenses, as may be fixed by the Board of Directors of the Company.”

Special Business:

4. 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 Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of :

- (i) Rs. 2,50,000/- (Rupees Two Lac and Fifty Thousand Only) plus out of pocket expenses at actuals, payable to M/s. Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration No. 000030), as Cost Auditors for “Steel Tubes and Pipes” products at Ahmednagar and Baramati Plants; and
- (ii) Rs. 2,50,000/- (Rupees Two Lac and Fifty Thousand Only) plus out of pocket expenses at actuals, payable to M/s. Parkhi Limaye & Co., Cost Accountants (Firm Registration No. 000191), as Cost Auditors for “Steel Products” at Jejuri Plant;

as recommended by the Audit Committee and approved by the Board in connection with Cost Audit of the Company for the financial year ended March 31, 2017, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things 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 ISMT Limited

Jaikishan Pahlani
Company Secretary

Pune, August 21, 2017

Registered Office:
Lunkad Towers,
Viman Nagar,
Pune - 411014
Maharashtra.

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('The Act') relating to Special Business and details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') in respect of Directors seeking appointment/re-appointment at this Annual General Meeting is annexed hereto.
2. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. Proxy Form duly stamped and executed in order to be effective must reach the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting ('AGM').
3. 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 at any time during the business hours of the Company, provided that not less than 3 (three) days of notice in writing is given to the Company.
4. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the AGM.
5. Members / Proxy holders / authorised representatives should bring in duly filled in Attendance Slip.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
8. 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 Rules made thereunder. Members holding shares in physical form desiring to avail this facility may send their nomination in prescribed Form No. SH 13 duly filled to Karvy Computershare Private Limited. Members holding shares in electronic form may contact their respective Depository.
9. Electronic copy of the Annual Report for FY 2016-17 is being sent to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who have not registered their e-mail address, physical copies of the Annual Report for FY 2016-17 are being sent in the permitted mode.
10. Electronic copy of the Notice of AGM of the Company, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the AGM, inter-alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's e-mail ID: secretarial@ismt.co.in.

Members may also note that the Notice of the AGM and the Annual Report for FY 2016-17 will also be available on the Company's website www.ismt.com.
12. In compliance with the provisions of Section 108 of the Act and the rules framed thereunder and SEBI Listing Regulations, Members are provided with the facility to cast their votes electronically, through the e-voting services provided by Karvy Computershare Private Limited ('Karvy') on all the resolutions set out in the Notice. The business may be transacted through electronic voting.
13. The Board of Directors has appointed Mr. Milind Kasodekar, a Practicing Company Secretary (Certificate of Practice No. 1681), Partner, MRM Associates, Pune to act as the Scrutinizer to scrutinize the voting by remote e-voting process (i.e. casting of votes using electronic voting system at a place other than the venue of the Meeting) and voting through Poll at the AGM in a fair and transparent manner.
14. The members who have cast their vote by remote e-voting process prior to the date of AGM may also attend the AGM but would not be entitled to cast their vote again.
15. Members can opt for only one mode of voting i.e. either by e-voting or voting through Poll at AGM. In case, Members cast their vote through both the modes, voting done by e-voting shall prevail and votes cast through Poll shall be treated as invalid.
16. The remote e-voting period begins on September 25, 2017 at 9.00 AM and ends on September 27, 2017 at 5.00 PM.

During this period shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut-off date September 21, 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter. A person who is not a member as on cut-off date should treat this notice for information purposes only.

17. E-VOTING FACILITY:

I. The Company has entered into an arrangement with Karvy Computershare Private Limited (Karvy), RTA of the Company, for facilitating remote e-voting for the AGM. The instructions for remote e-voting are as under:

(a) In case of Members receiving an e-mail from Karvy Computershare Private Limited [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:

- (i) Open email and open PDF file viz. “remote 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.
- (ii) Launch an internet browser and open <https://evoting.karvy.com>
- (iii) Enter the login credentials (i.e. User ID and password). The Event No. + Folio No. or DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- (iv) After entering the above details Click on ‘Login’.
- (v) Password change menu will appear. Change the password with a new password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$, etc.). The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the E-Voting Event
- (vii) Select ‘EVEN’ of ISMT Limited and click on ‘Submit’.
- (viii) Now you are ready for e-voting as ‘Cast Vote’ page opens.
- (ix) Cast your vote by selecting appropriate option and click on ‘Submit’. Click on ‘OK’ when prompted.
- (x) Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
- (xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.
- (xii) 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, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at milind.kasodekar@mrmcs.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_ EVEN NO.”

(b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip:

(i) Initial Password is provided, as follows, at the bottom of the Attendance Slip:

EVEN (E-Voting Event Number)	USER ID	PASSWORD
-	-	-

(ii) Please follow all steps from Sr. No. (a) (i) to (xii) mentioned above to cast vote.

II. In case of any queries, you may refer to the ‘Frequently Asked Questions’ (FAQs) and e-voting user manual’ available in the downloads section of Karvy Computershare Private Limited’s e-voting website <https://evoting.karvy.com>.

III. The voting rights shall be as per the number of equity shares held by the Member(s) as on September 21, 2017, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.

IV. Members who have acquired shares after the dispatch of the Annual Report and before the cut-off date may obtain the user ID and Password by sending a request at evoting@karvy.com or secretarial@ismt.co.in.

However, if you are already registered with Karvy Computershare Private Limited for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using “Forgot User Details/Password” option available on <https://evoting.karvy.com> or contact M/s. Karvy Computershare Private Limited at the following toll free no. 1-800-3454-001.

V. the voting rights of members shall be in proportion of their shares of the paid up equity share capital of the Company as on the cut-off date September 21, 2017.

VI. 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 AGM through ballot paper.

18. The Chairman shall, at the AGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
19. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, 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 shall make, not later than 48 hours after the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against the resolution, invalid votes, if any, and whether the Resolution has/have been carried or not, to the Chairman or a person authorised by him in writing, who shall countersign the same.
20. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.ismt.com and on the website of Karvy immediately after the result is declared. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.
21. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
22. Pursuant to Rule 3 of Investors Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, the Company has transferred an amount of Rs. 29.52 lakh lying unclaimed towards Unclaimed/Unpaid Final Dividend for the year 2008-09 to Investors Education and Protection Fund Account (IEPF) established by the Central Government.
- Members who have not encashed their dividend warrants for the financial year ended 2009-10 (Final Dividend) and thereafter are requested to write to the Company's Registrar and Share Transfer Agents.
- Members are requested to note that the Final Dividend for the year ended March 31, 2010 declared at the Annual General Meeting held in September 2010 is due to be transferred to IEPF in December 2017.
- Members shall not be able to claim any unpaid or unclaimed dividend from IEPF or the Company thereafter.
23. Members are further requested to :
- Intimate changes, if any, in their registered address / bank mandate and e-mail address to the R&T Agent for shares held in physical form and to their respective Depository Participants for shares held in electronic form.
 - Quote Ledger Folio Number or DP ID/ Client ID in all the correspondence with the Company or its R&T Agent.
 - Intimate about consolidation of folios to the R&T Agent, if your shareholding is under multiple folios.
 - Note that as per the SEBI/ Stock Exchanges guidelines the shares of the Company are traded compulsorily in Demat form. As per the guideline issued by SEBI there are no Demat Account opening charges. In view of this, Members are requested to convert their physical share certificate into Demat form.
 - Bring their copies of the Annual Report and the Attendance Slips at the Annual General Meeting.
 - Surrender to the R&T Agent, the old share certificate(s) of erstwhile Indian Seamless Steels & Alloys Limited (ISSAL), if still held by them in physical form, for exchange with new share certificate(s) of ISMT Ltd.
 - Note that the Company has designated an exclusive e-mail ID viz. "secretarial@ismt.co.in" to enable investors to register their complaints, if any.

By Order of the Board of Directors
For ISMT Limited

Jaikishan Pahlani
Company Secretary

Pune, August 21, 2017

Registered Office:
Lunkad Towers,
Viman Nagar,
Pune - 411014
Maharashtra.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4:**

Based on the recommendation of the Audit Committee, the Board had on August 10, 2016 approved the appointment and remuneration of M/s. Dhananjay V. Joshi & Associates, Cost Accountants, as Cost Auditors for “Steel Tubes and Pipes” products at Ahmednagar and Baramati Plants and M/s. Parkhi Limaye & Co., Cost Accountants, as Cost Auditors for “Steel Products” at Jejuri Plant in connection with the Cost Audit of the Company for the financial year ended March 31, 2017.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the rules made thereunder, the remuneration payable to the Cost auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for ratification of the remuneration payable to the said Cost Auditors.

The Board recommends the resolution set out at Item No. 4 for the approval of Members to be passed as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board of Directors
For ISMT Limited

Jaikishan Pahlani
Company Secretary

Pune, August 21, 2017

Registered Office:
Lunkad Towers,
Viman Nagar,
Pune - 411014
Maharashtra.

DETAILED PROFILE OF THE DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT IS AS UNDER

Name of Director	Mr. B.R. Taneja
Age	81 years
Qualification	B.E (Mechanical), Post Graduate Diploma in Business Management
Date of Appointment/ Re-appointment	December 1, 2016
Category	Managing Director
Experience and Expertise in specific functional Area	Mr. B.R. Taneja is a promoter and founder of ISMT Ltd. He is a well-known technocrat in the field of seamless tube manufacturing with more than 57 years' of industrial experience.
Relationship with other Directors and Key Managerial Personnel of the Company	None
Equity Shareholding of Directors as on March 31, 2017	90,793*
Directorships held in other Companies	1. Knox Investments Pvt. Ltd. 2. Klapa Investments Pvt. Ltd.
Memberships/ Chairmanship of Committees of Limited Companies	Nil

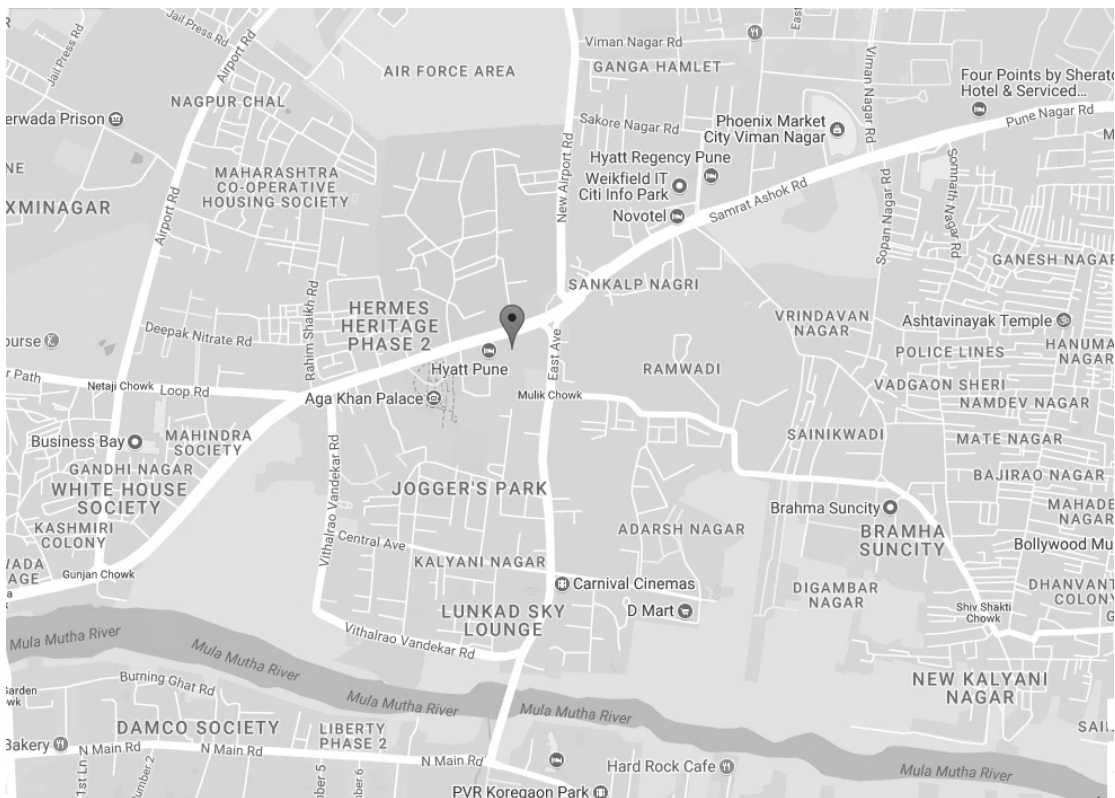
* including shares held by Mr. B.R. Taneja as Karta of B.R. Taneja (HUF)

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Reports can be sent by e-mail to its members. This will also ensure prompt receipt of communication and avoid loss in postal transit. These documents can also be downloaded by the members from the Company’s website i.e. www.ismt.com. 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 by sending e-mail to einward.ris@karvy.com with subject as ‘E-mail for Green Initiative’ mentioning their Folio No. or DP Id & Client Id. Members holding shares in electronic form may register / update their e-mail address with the Depository through their concerned Depository Participant(s).

ROUTE MAP TO THE VENUE OF AGM

Hotel Hyatt Pune, Adjacent to Aga Khan Palace, 88 Nagar Road, Kalyani Nagar, Pune- 411006



ISMT LIMITED

Solutions You Can Trust

Registered Office : Lunkad Towers, Viman Nagar, Pune – 411014, Maharashtra.
 Phone : 020-41434100, Fax : 020-26630779, E-mail : secretarial@ismt.co.in
 Website : www.ismt.com, CIN : L27109PN1999PLC016417

19th Annual General Meeting 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), holding shares of ISMT Limited, hereby appoint:

- (1) Name: _____ Address: _____
 E-mail ID: _____ Signature: _____ or failing him
- (2) Name: _____ Address: _____
 E-mail ID: _____ Signature: _____ or failing him
- (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 19th ANNUAL GENERAL MEETING of the Company, to be held on Thursday, September 28, 2017 at 10.30 a.m. at Hotel Hyatt Pune, Adjacent to Aga Khan Palace, 88 Nagar Road, Kalyani Nagar, Pune – 411006 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Vote (Optional-See Note 2)	
		For	Against
Ordinary Business			
1.	Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with reports of the Board and Auditors thereon.		
2.	Re-appointment of Mr. B.R. Taneja who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of Statutory Auditors.		
Special Business			
4.	Ratification of remuneration of Cost Auditors for FY 2016-17.		

Signed this day of 2017.

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix
 Re 1/- Revenue
 Stamp

Note:

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. It is optional to put '√' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. A Proxy need not be a member of the Company.
4. For Resolutions, Explanatory Statements, please refer to the Notice of the 19th Annual General Meeting.
5. Please complete all details including details of member(s) in above box before submission.

ISMT LIMITED
Solutions You Can Trust

Registered Office : Lunkad Towers, Viman Nagar, Pune – 411014, Maharashtra
Phone : 020-41434100, Fax : 020-26630779, E-mail : secretarial@ismt.co.in
Website : www.ismt.com, CIN : L27109PN1999PLC016417

**19th Annual General Meeting
ATTENDANCE SLIP**

Name and Address of the Shareholder :

Folio No. / DP ID & Client ID :

Number of shares held :

Name of the attending Shareholder/ Proxy :
(IN BLOCK LETTERS)

I certify that I am a registered shareholder/ Proxy for the registered shareholder of the Company.

I hereby record my presence at the 19th Annual General Meeting of the Company to be held on Thursday, September 28, 2017 at 10.30 a.m. at Hotel Hyatt Pune, Adjacent to Aga Khan Palace, 88 Nagar Road, Kalyani Nagar, Pune – 411006, Maharashtra.

.....
Member's/ Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

ELECTRONIC VOTING PARTICULARS		
EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note: For detailed e-voting instructions, please refer Note No. 17 “E-Voting Facility” of the “Notice” enclosed herewith.