

KALYANI STEELS

CIN-L27104MH1973PLC016350

KSL:SEC:

July 19, 2018

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-Fifth Annual General Meeting (AGM) of the members of the Company will be held on Tuesday, 21st day of August, 2018, 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

Encl. : Notice of Forty-Fifth 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-FIFTH Annual General Meeting of the Members of Kalyani Steels Limited will be held on Tuesday, the 21st day of August, 2018, 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 Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 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, 2018 and the Report of the Auditors thereon.
- To declare dividend on Equity Shares for the financial year 2017-18.
- 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 and the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by the Members of the Company at Forty-Fourth Annual General Meeting held on 1st August, 2017, 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 the office for the period of four years i.e. from the conclusion of this Meeting until the conclusion of the Forty-Ninth Annual General Meeting of the Company to be held in 2022, on such remuneration plus applicable taxes thereon and reimbursement of out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors, from time to time, based on the recommendation of the Audit Committee."

SPECIAL BUSINESS

- Appointment of Mr.Sachin K. Mandlik as an Independent 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 149, 152 and any other applicable provisions,

if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr.Sachin K. Mandlik (DIN 07980384), who has submitted a declaration that he meets the criteria for independence as prescribed in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from 9th November, 2017 to 8th November, 2022."

- Appointment of Mr.Shrikrishna K. Adivarekar as an Independent 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 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr.Shrikrishna K. Adivarekar (DIN 06928271), who has submitted a declaration that he meets the criteria for independence as prescribed in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from 18th May, 2018 to 17th May, 2023."

- Re-Appointment of Mr.B.B. Hattarki as an Independent Director**

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 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015, Mr.B.B. Hattarki (DIN 00145710), who has submitted a declaration that he meets the criteria for independence as prescribed in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from 1st April, 2019 to 31st March, 2024."

9. Approval for Related Party Transactions

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 Regulation 23 of 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 or materials with Bharat Forge Limited upto an estimated transaction value of not exceeding ₹ 20,000 Million (Rupees Twenty Thousand Million only) (whether constitutes material transaction or otherwise, as defined in Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on behalf of the Company, for each of the 5 (Five) financial years commencing from 1st April, 2019.

RESOLVED FURTHER 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."

10. 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 applicable taxes and

reimbursement of out of pocket expenses, to Company's Cost Auditors, M/s.S.R. Bhargave & Co., Cost Accountants, Pune (Firm Registration No.000218), appointed by the Board of Directors of the Company, for auditing the cost records maintained by the Company for the financial year ending 31st March, 2019."

By Order of the Board of Directors
For Kalyani Steels Limited

Pune
May 18, 2018

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 10% 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.

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.

2. An Explanatory Statement is provided for item No.5 of the Notice, though strictly not required pursuant to Section 102 of the Companies Act, 2013.

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business under Item Nos.6 to 10 of the Notice to be transacted at the Annual General Meeting is annexed hereto.

3. 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.
4. The Share Transfer Books and the Register of Members of the Company will remain closed from Tuesday, 14th August, 2018 to Tuesday, 21st August, 2018 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.
5. If the dividend on Equity Shares as recommended by the Board of Directors is declared at the Annual General Meeting, the payment of such dividend



will be made on and from Friday, 31st August, 2018 as under to those members :

- a) whose names appear as beneficial owners holding shares in electronic form, as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL), as of the end of the day on Monday, 13th August, 2018.
 - b) whose names appear in the Register of Members of the Company after giving effect to valid share transfers lodged with the Company or with the Registrar and Transfer Agents of the Company, before the close of business hours on Monday, 13th August, 2018.
6. 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 requested to intimate the said changes to the Registrar and Transfer Agent of the Company, at their address given below.
 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 125 of the Companies Act, 2013. Further, under the amended provisions of Section 124 of the Companies Act, 2013, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred by the Company in the name of the 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 Director(s) 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.

12. 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 E-mail Updation Form available at Company's web-site 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 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 the physical copy of the same.

13. 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) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members, holding shares as on 14th August, 2018 being the Cut-off date, facility to exercise their right to vote at the Forty-Fifth 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 venue of the AGM ("remote e-Voting") will be provided by National Securities Depository Limited (NSDL).

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.

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.

The e-Voting commences on Saturday, 18th August, 2018 (9.00 a.m.) and ends on Monday, 20th August, 2018 (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 14th August, 2018, 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 process and manner for remote e-Voting are as under :

Step 1 : Login to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting System.

Step 1 :

- i) Visit e-Voting website of NSDL. Open web browser by typing URL:<https://www.evoting.nsdl.com/>
- ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholders" section.
- iii) A new screen will open. You will have to enter your User ID, password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can login at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you login to NSDL e-services after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

iv) Your User ID details are given below :

| Manner of holding Shares i.e. Demat (NSDL / CDSL) or Physical | Your User ID is : |
|---|---|
| For Members who hold Shares in Demat Account with NSDL | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your USER ID is IN300***12***** For Members who hold Shares in Demat Account with CDSL 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your User ID is 12***** |
| For Members holding Shares in Physical mode | EVEN Number followed by Folio Number registered with the Company. For example if Folio Number is 001*** and EVEN is 101456 then User ID is 101456001*** |

v) Your Password details are given below :

- a) If you are already registered for e-Voting,

then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter your 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

1. If your email ID is registered in your Demat account or with the Company, your "initial password" is communicated to you on your email ID. Trace the email sent to you from NSDL from your mail box. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or Folio Number for Shares held in physical form. The .pdf file contains your 'User ID' and 'initial password'.
2. If your email ID is not registered, your 'initial password' is communicated to you on your registered postal address.

vi) If you are unable to retrieve or have not received the 'initial password' or have forgotten your password :

- a) Click on "Forgot User Details / Password?" (if you are holding Shares in your Demat account with NSDL / CDSL) option available on www.evoting.nsdl.com
- b) "Physical User Reset Password?" (if you are holding Shares in physical mode) option available on www.evoting.nsdl.com
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat account number / Folio number, your PAN, your name and your registered address.

vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

viii) Now you will have to click on Login.

ix) After you click on Login, home page of e-Voting will open.

Step 2 :

- x) After successful Login at Step 1, you will be able to see the home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- xi) After clicking on Active Voting Cycles, you will see all the companies "EVEN", in which you are holding Shares and whose voting cycle is in active status.



- xii) Select "EVEN" of company for which you wish to cast your vote.
- xiii) Now you are ready for e-Voting as the voting page opens.
- xiv) Cast your vote by selecting appropriate options i.e. Assent or Dissent, verify / modify the number of Shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- xv) Upon confirmation, the message "Vote cast successfully" will be displayed.
- xvi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- xvii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines :

- a) 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. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by email to evoting@kalyanisteels.com with a copy marked to evoting@nsdl.co.in
- b) It is strongly recommended not to share your password with any other person and keep utmost care to keep your password confidential. Login to e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such event, you will need to go through "Forgot User Details / Password?" or "Physical User Rest Password?" option available on www.evoting.nsdl.com to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQ's) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- xviii) 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).
- xix) The voting rights of members shall be in proportion to shares held by them as on the cut-off of 14th August, 2018.
- xx) 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. 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.
- xxi) 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 prepare 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.
14. The results of voting along with the Scrutiniser's Report shall be placed on the Company's website 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.

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

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 Items as stated in the accompanying Notice dated 18th May, 2018

ITEM NO. 5

This explanatory Statement is provided, though strictly not required, as per Section 102 of the Companies Act, 2013.

The members of the Company at their Forty-Fourth Annual General Meeting held on 1st August, 2017, had appointed M/s. P.G. Bhagwat, Chartered Accountants, Pune (Firm Registration No.101118W), as Auditors of the Company, to hold office for the period of five years

i.e. from the conclusion of the Forty-Fourth Annual General Meeting till the conclusion of the Forty-Ninth Annual General Meeting to be held in 2022 and the said appointment was subject to ratification by members at every Annual General Meeting.

The Companies (Amendment) Act, 2017, has amended Section 139(1) of the Companies Act, 2013, effective from 7th May, 2018, whereby first proviso to Section 139(1) is omitted which provided for ratification of appointment of Auditors by members at every Annual General Meeting.

In view of the same, the fresh approval of the members is sought for ratification of appointment of M/s. P.G. Bhagwat, Chartered Accountants, Pune (Firm Registration No.101118W), as Auditors of the Company, for the remaining term of four years i.e. from the conclusion of this Annual General Meeting till the conclusion of the Forty-Ninth Annual General Meeting to be held in 2022.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the resolutions set out at Item No.5 of the Notice.

ITEM NO.6

Pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at their meeting held on 9th November, 2017, had appointed Mr.Sachin K. Mandlik as an Additional Independent Director of the Company for the period of 5 (Five) years with effect from 9th November, 2017 to 8th November, 2022, subject to the approval of the members.

The Company has received a declaration in writing from Mr.Mandlik that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr.Mandlik fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company. The Board also considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director on the Board of the Company.

The Company has received notice in writing from member as per Section 160 of the Companies Act, 2013 proposing the candidature of Mr.Mandlik as an Independent Director of the Company.

Accordingly, the Board recommends the resolution set out at Item No.6 of the Notice, for the approval of the members of the Company.

Brief Profile of Mr.Mandlik is provided in the report on Corporate Governance forming part of the Annual Report.

Except Mr.Sachin K. Mandlik, being appointee, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the resolutions set out at Item No.6 of the Notice.

ITEM NO.7

Pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at their meeting held on 18th May, 2018, had appointed Mr.Shrikrishna K.Adivarekar as an Additional Independent Director of the Company for the period of 5 (Five) years with effect from 18th May, 2018 to 17th May, 2023, subject to the approval of the members.

The Company has received a declaration in writing from Mr.Adivarekar that he meets the criteria of independence as provided Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr.Adivarekar fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company. The Board also considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director on the Board of the Company.

The Company has received notice in writing from member as per Section 160 of the Companies Act, 2013 proposing the candidature of Mr.Adivarekar as an Independent Director of the Company.

Accordingly, the Board recommends the resolution set out at Item No.7 of the Notice, for the approval of the members of the Company.



Brief Profile of Mr.Adivarekar is provided in the report on Corporate Governance forming part of the Annual Report.

Except Mr.Shrikrishna K. Adivarekar, being appointee, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the resolutions set out at Item No.7 of the Notice.

ITEM NO.8

The members at their Forty-First Annual General Meeting held on 5th September, 2014, had appointed Mr.B.B. Hattarki as an Independent Director of the Company for the period of 5 (Five) years with effect from 5th September, 2014 to 4th September, 2019.

The SEBI vide its notification dated 9th May, 2018, had notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which will come in force with effect from 1st April, 2019. In terms of the said amendments no listed company shall, appoint a person or continue directorship of any person who has attained the age of seventy five years unless approval of the members is obtained by way of Special Resolution.

Mr.Hattarki born on 10th October, 1941, is a Metallurgy and Mechanical Engineer, having more than 50 years rich experience in the steel industry. The Board is of the opinion that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director on the Board of the Company.

In view of the same, the fresh approval of the members is sought by way of Special Resolution for the re-appointment of Mr.B.B. Hattarki as an Independent Director of the Company for the period of 5 (Five) years with effect from 1st April, 2019 to 31st March, 2024.

The Company has received a declaration in writing from Mr.Hattarki that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr.Hattarki fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his re-appointment as an Independent Director of the Company.

The Company has received notice in writing from member as per Section 160 of the Companies Act, 2013 proposing the candidature of Mr.Hattarki as an Independent Director of the Company.

Accordingly, the Board recommends the Special Resolution set out at Item No.8 of the Notice, for the

approval of the members of the Company.

Brief Profile of Mr.Hattarki is provided in the report on Corporate Governance forming part of the Annual Report.

Except Mr.B.B. Hattarki, being appointee, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the resolutions set out at Item No.8 of the Notice.

ITEM NO.9

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the shareholders by an Ordinary Resolution. The said Regulation provides for definition of the term "Material" as follows :

"A transaction with a related party shall be considered material if transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity."

In terms of the said Regulation, approval of the members is requested for transaction(s) of sale, purchase or supply of goods or materials by Kalyani Steels Limited (KSL) to / from Bharat Forge Limited (BFL). BFL is the world's largest forging company with manufacturing facilities spread across India, Germany, Sweden, France and North America. BFL manufactures a wide range of high performance, critical and safety components for the automotive and non-automotive sector. It is India's largest manufacturer and exporter of automotive components and leading chassis component manufacturer in the world.

KSL is in operation since 1975 and has been supplying steels to BFL. Every customer of BFL lays down technical specifications for the steel to be used for supplying forgings / components to them and gives list of approved steel plants from which BFL can source the steel. This approval process involves visit to steel plants, process audit, testing of steel samples, validation on field trials etc. and depending on criticality of the use, the approval process is both time consuming as well as expensive. These customers negotiate the price with the steel plants and in turn inform their vendors / component manufacturer's to procure steel from the approved steel plants.

The Company being old source of supply of steel to BFL, has approval from many of the customers of BFL and hence has been supplying to BFL substantial part of its annual sales quantity.

These transactions are material in terms of the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore, the Board has proposed the same to be placed before the shareholders for their approval as an Ordinary Resolution at the ensuing Annual General Meeting of the Company.

The key details as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as below :

1. Name of the Related Party : Bharat Forge 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 and Mrs.Sunita B. Kalyani, Directors
3. Nature of Relationship : Companies under Common Control
4. Nature, Material Terms, Monetary Value and Particulars of Contract : On arm's length basis and in tune with market parameters. Monetary Value as mentioned in the resolution set out at Item No.9 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.9 of the Notice for approval by the members.

All entities falling under the definition of Related Party shall be abstained from voting, irrespective of whether the entity is a party to the particular resolution or not.

Except Mr.B.N. Kalyani, Chairman, Mr.Amit B. Kalyani and Mrs.Sunita B. Kalyani, Directors of the Company, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are in any way concerned or interested in the resolutions set out at Item No.9 of the Notice.

ITEM NO.10

The Board of Directors at their meeting held on 18th May, 2018, 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, 2019, at remuneration of ₹ 500,000/- (Rupees Five Hundred Thousand only) plus applicable taxes thereon 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.10 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.

By Order of the Board of Directors
For Kalyani Steels Limited

Pune
May 18, 2018

Mrs.Deepti R. Puranik
Company Secretary

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-Fifth Annual General Meeting of the Company, to be held on Tuesday, the 21st day of August, 2018 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-Fifth Annual General Meeting dated 18th May, 2018) | Vote *(Optional See Note 4) | |
|----------------------------|---|--------------------------------|---------|
| | | For | Against |
| ORDINARY BUSINESS : | | | |
| 1. | To consider and adopt : a) the Audited Standalone Financial Statements for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon. b) the Audited Consolidated Financial Statements for the financial year ended 31st March, 2018 and the Report of the Auditors thereon. | | |
| 2. | To declare dividend on Equity Shares for the financial year 2017-18. | | |
| 3. | Re-appointment of Mr.B.N. Kalyani (DIN 00089380) as a Director, who retires by rotation and being eligible, offers herself for re-appointment. | | |
| 4. | Re-appointment of Mr.S.M. Kheny (DIN 01487360) as a Director, who retires by rotation and being eligible, offers himself for re-appointment. | | |
| 5. | Ratification of appointment of M/s.P.G. Bhagwat, Chartered Accountants, Pune as Auditors of the Company. | | |
| SPECIAL BUSINESS : | | | |
| 6. | Appointment of Mr.Sachin K. Mandlik (DIN 07980384) as an Independent Director. | | |
| 7. | Appointment of Mr.Shrikrishna K. Adivarekar (DIN 06928271) as an Independent Director | | |
| 8. | Re-Appointment of Mr.B.B. Hattarki (DIN 00145710) as an Independent Director | | |
| 9. | Approval for Related Party Transactions | | |
| 10. | To approve the Remuneration of the Cost Auditors | | |

Signed this day of 2018

Signature of member :

Signature of Proxy holder(s) :

Please affix
Revenue
Stamp

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' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.

Roadmap for Forty-Fifth Annual General Meeting venue

