

ASHIRWAD STEELS & INDUSTRIES LTD.

CIN:L51909WB1986PLC040201

Regd.: 6, Waterloo Street, 5th Floor, Room No. 506, Kolkata-700 069.

Ph: 033-22430376/72, Telefax: 033-22430376, Email-Id: ashirwadsteels@gmail.com, Website:
ashirwadsteels.com

**(ANNEXURE TO THE NOTICE FOR THE 29TH ANNUAL GENERAL MEETING OF THE COMPANY TO
BE HELD ON 21ST SEPTEMBER, 2015)**

Name & Registered Address
of Sole/First named Member :

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID:

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Monday, the 21st September, 2015 at 10:30 a.m at the Registered Office, 6, Waterloo Street, 5th Floor, Room No. 506, Kolkata-700 069 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
150730009		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
18 th September, 2015 at 9:00 A.M. (IST)	20 th September, 2015 at 5:00 P.M. (IST)

Please read the instructions mentioned in Point No.9 of the Notice before exercising your vote.

By Order of the Board
For Ashirwad Steels & Industries Ltd.
Manisha Chopra
Company Secretary

Place: Kolkata

Date : 05.08.2015

Encl: AGM Notice/Attendance Slip/Proxy Form/Annual Report

ASHIRWAD STEELS & INDUSTRIES LTD.

CIN: L51909WB1986PLC040201

Regd. Off.: 6, Waterloo Street, 5th Floor, Room No. 506, Kolkata-700 069.

Ph.: 033-22430370, Tele-Fax.: 033-22430376,

Email-ID: ashirwadsteels@gmail.com, Website: www.ashirwadsteels.com

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Company will be held at the Registered Office of the Company at 6, Waterloo Street, 5th Floor, Suite No.506, Kolkata-700 069 on Monday, the 21st September, 2015 at 10:30 a.m. for the following purposes :-

AS ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors' Report and the Audited financial statements of the company for the financial ended 31.03.2015 along with Auditor's Report thereon and accordingly to consider adoption of the following Resolution as an Ordinary Resolution:

“Resolved that the audited financial statements of the company for the year ended 31st March, 2015 including Balance Sheet as at 31st March 2015, the Profit & Loss Account for the financial year ended 31st March,2015 together with the Reports of the Directors and the Auditors of the Company thereon, as presented to the meeting be and the same are hereby approved and adopted.”

2. To appoint Directors in place of Mr. Suresh Kumar Agarwal (DIN: 00587623) and Mrs. Sushma Chhibbar (DIN: 00550898) who retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment and accordingly to consider adoption of the following resolutions, with or without modification's, as ordinary resolutions :-

2(A) “Resolved that Mr. Suresh Kumar Agarwal (DIN: 00587623), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a director of the company.”

2(B) “Resolved that Mrs. Sushma Chhibbar (DIN: 00550898) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a director of the company.”

3. To appoint Statutory Auditors and to fix their remuneration.

The retiring auditors M/s A. Pradhan & Associates, chartered Accountants, are eligible for re-appointment. The declaration to the effect that their appointment, if made, would be within the limits and they are free from any disqualification specified in section 141 of the companies act, 2013 and the rules made there under has been received from them and accordingly to consider adoption of the following resolution, with or without modification(s), as an ordinary resolution:

“RESOLVED THAT M/s. A Pradhan & Associates, Chartered Accountants (Regn. No.053543) be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this 29th Annual General Meeting until the conclusion of the 31st AGM (subject to ratification of the appointment by the members at every AGM held after this 29th AGM) at a remuneration of Rs. 60,000/- plus reimbursement of out of pocket expenses for the Financial Year 2015-16 as fixed by the Board of Directors of the Company and for other years as may be fixed by the Board of directors.”

Place : Kolkata
Dated : 29th May, 2015
Regd. Office : 6, Waterloo Street,
5th floor, Suite No.506,
Kolkata-700 069.

**By Order of the Board
Ashirwad Steels & Industries Ltd.,**

**Dalbir Chhibbar
Managing Director**

NOTES : (Forming part of Notice convening the Annual General Meeting)

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the Company. The instrument of proxy should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A proxy so appointed shall not have any right to speak at the meeting. The member can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other persons or shareholders. The appointment of proxy shall be in the form No.MGT.11 pursuant to Section 105(6) and Rule 19(3) of the Company's (Management and Administrative) Rules 2014.
2. The Register of Members of the Company will remain closed from Tuesday, the 15th September, 2015 to Monday, the 21st September 2015 (both days inclusive).
3. Shareholders/Proxy holders are requested to produce at the entrance the attached admission slip in Form No.MGT.11 duly completed and signed, for admission to the meeting place.
4. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
5. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ RTA M/s Niche Technologies Pvt. Ltd., Kolkata. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
6. Members are requested to send in their queries at least a week in advance to the Company at the Registered Office of the Company to facilitate clarifications during the meeting.

7. The notice of the 29th Annual General Meeting (AGM) along with the attendance slip and proxy form, is being sent by electronic mode to all members whose email address is registered with the company/ Depository participant(s) (DP)/RTA unless a member requests for a hard copy of the same. For members who have not registered their email address, physical copies of the aforesaid document are being sent by the permitted mode.
8. Members may also note that the Notice of 29th Annual General Meeting (AGM) and Annual Report for the financial year ended 31st March, 2015 will be available at company's website, www.ashirwadsteels.com

9. VOTING THROUGH ELECTRONIC MEANS

- I.** In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- 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 vote 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 the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The process and manner for remote e-voting are as under:**
 - (i) The remote e-voting period commences on 18th September, 2015 (9:00 am) and ends on 20th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on "Shareholders" tab.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. < ASHIRWAD STEELS & INDUSTRIES LIMITED> on which you choose to vote.on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders & Custodians :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

10. Institutional Members / Bodies Corporate (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 authorized signatory(ies) who are authorized to vote through e-mail at <ca.aksaraf@rediffmail.com > with a copy marked to helpdesk.evoting@cdslindia.com on or before 20th September, upto 5:00 pm without which the vote shall not be treated as valid.

11. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 14th September, 2015.

12. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 31st July, 2015.

13. The shareholders shall have one vote per equity share held by them as on the cut-off date of 14th September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

14. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th September, 2015. and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

15. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

16. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 14th September, 2015. are requested to send the written / email communication to the Company at <ashirwadsteels@gmail.com> by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

17. < Mr. Arvind Saraf >, < Qualified Chartered Accountant > (Certificate of Practice Number 056138) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
18. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <www.ashirwadsteels.com> and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. <Bombay Stock Exchange Limited>.

19. Annexure to Item No. 2

Details of Directors retiring by rotation and seeking re-appointment at the forthcoming 29th Annual General Meeting:

(In pursuance of clause 49 of the Listing Agreement)

Name of the Director	Mr. Suresh Kumar Agarwal	Mrs. Sushma Chhibbar
Date of Birth	10.12.1953	08.12.1962
Nationality	Indian	Indian
Date of Appointment on board	21.021991	06.05.2006
Qualification	Engineer	Graduate
Shareholding in the Company	4,000	53,000
List of Directorship held in other companies	Howrah Gases Ltd. MSP Sponge Iron Ltd. MSP Power Ltd. MSP Energy Ltd. MSP Cement Ltd. Viconic Merchants Pvt.Ltd. MSP Ferro & Power Ltd. Jai K Leasing & Commer- Nairit Tie-Up Pvt. Ltd. Shree Sai Shraddha Metallics Pvt. Ltd. Mayur Media Services Pvt. Ltd. M.A. Hire Purchase Ltd.	Doyang Wood Products Ltd. Chhibbar Business & Fiscals Pvt. Ltd. Punarvasu Vyapaar Pvt. Ltd. Meghdoot Vyapaar Pvt. Ltd. Sohini Suppliers Pvt. Ltd. Prantik Distributors Pvt. Ltd. MKC Engineers Pvt. Ltd.

20. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 12.00 p.m. to 3.00 p.m. on any working day till the date of Annual General Meeting.

Place : Kolkata
Dated : 29th May, 2015
Regd. Office : 6, Waterloo Street,
5th floor, Suite No.506,
Kolkata – 700 069

**By order of the Board
For Ashirwad Steels & Industries Ltd.**

**Dalbir Chhibbar
Managing Director**

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**Proxy Form
[MGT-11]**

[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 :
Email Id :
Folio No./Client Id No. :

I/We, members of Ashirwad Steels & Industries Limited holding equity shares of Rs. 10/- each hereby appoint:

1. Name: _____ Email Id: _____
Registered Address: _____ Signature: _____
or failing him

2. Name: _____ Email Id: _____
Registered Address: _____ Signature: _____
Or failing him

3. Name: _____ Email Id: _____
Registered Address: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th General Meeting of the Company to be held on Monday, the 21st September, 2015 at 10:30 a.m. at 6, Waterloo Street, 5th Floor, Suit No.-506, Kolkata-700069 and at any adjournment thereof in respect of such Resolutions as are indicated below:

As Ordinary Business:

1. Adoption of Financial Statements for the year ended 31st March, 2015 together with the Directors' Report and Auditors' Report.
2. Re-appointment of Mr. Suresh Kumar Agarwal & Mrs. Sushma Chhibbar as Directors who retires by rotation.
3. Appointment of Auditors and fixing their remuneration.

Signed this.....Day of 2015

Signature of the Shareholder.

Signature of Proxyholder(s)

Affix
Revenue
Stamp

Notes:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 6, Waterloo Street, 5th Floor, Suit No.-506, Kolkata-700069, not less than 48 hours before the commencement of the meeting.
2. Those Members who have multiple folios with different joint-holders may use copies of this Attendance Slip/Proxy.

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Email-ID: ashirwadsteels@gmail.com, Website: www.ashirwadsteels.com

Attendance Slip

[To be presented at the entrance duly signed]

29th Annual General Meeting of the Company to be held on Monday, the 21st September, 2015 at 10.30 a.m. at 6, Waterloo Street, 5th Floor, Suit No. 506, Kolkata-700069.

Folio No.....DP Id No. Client ID

Name of the Member Signature.....

Name of Proxy Holder..... Signature

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

Note: For Electronic Voting Particulars Please refer to the separate Advice Slip annexed to this Annual Report and also to the instruction no. 9 printed under the Notes of the Notice of the 29th Annual General Meeting. The e-voting period starts from Friday, September 18, 2015 at 9:00 a.m. and ends on Monday, September 20, 2015 at 05:00 p.m. (both days inclusive). The e-voting portal shall be disabled by CDSL for e-voting thereafter.