

NOTICE



Notice

NOTICE is hereby given that the Fourth Annual General Meeting of the Shareholders of Shree Precoated Steels Limited will be held on Friday, September 28th, 2012 at 05.00 P.M. at Esquire Hall, The Classique Club, Raheja Classique, Andheri Link Rd, Andheri (West), Mumbai - 400 053. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and the Profit and Loss Account ended on that date and the Report of Auditors' and Directors' thereon.
2. To appoint a Director in place of Shri Ambalal C Patel, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri Jagdish Doshi, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution, which will be proposed as an Ordinary Resolution:-

"RESOLVED THAT M/s. V Parekh & Associates, Chartered Accountants, Mumbai, be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration to be decided by the Board in addition to out of expenses as may be incurred by them during the course of the Audit."

SPECIAL BUSINESS:**5. Appointment & Remuneration of Shri Ishwarlal S. Ajmera as Chairman & Managing Director**

To consider and, if thought fit, to pass the following Resolution, with or without modification, as **Special Resolution:-**

"RESOLVED THAT in accordance with the provisions of Sections 198, 269,310, 314 and other applicable provisions, if any, read with Schedule XIII to the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), and subject to the approval of the Central Government, if necessary, the Company hereby approves of the appointment of Shri Ishwarlal S. Ajmera as Chairman & Managing Director of the Company for the period of five years with effect from 24th April 2012, on the terms and conditions and remuneration payable to him w.e.f. 1st May, 2012 as set out in the draft Agreement submitted to this Meeting and for the purpose of identification initiated by a Director, which is specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of the said remuneration and/or draft Agreement so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956, including any statutory modification or re-enactment thereof, for the time being in force or any amendment thereto in such manner as may be agreed to between the Directors and Shri Ishwarlal S. Ajmera."

6. Appointment of Shri Sanjay C. Ajmera, as a Additional Director

To consider and, if thought fit, to pass the following Resolution, with or without modification, as an **Ordinary Resolution:-**

"RESOLVED THAT pursuant to the section 260 of the Companies Act, 1956, read with Article 98 of the Articles of Association of the Company, Shri Sanjay C. Ajmera who was appointed in Board Meeting held on 24th April, 2012 as an Additional Director of the Company, and holds office until date of the Annual General Meeting, and in respect of whom the Company has received notice from member alongwith the deposit of Rs. 500/- pursuant to section 257 of the Companies Act, 1956, proposing his candidature, be and his hereby appointed as a Director of the Company liable to retire by rotation."

7. Appointment of Shri Dhaval R Ajmera, as a Additional Director

To consider and, if thought fit, to pass the following Resolution, with or without modification, as an **Ordinary Resolution:-**

"RESOLVED THAT pursuant to the section 260 of the Companies Act, 1956, read with Article 98 of the Articles of Association of the Company, Shri Dhaval R Ajmera who was appointed in Board Meeting held on 24th April, 2012 as an Additional Director of the Company, and holds office until date of the Annual General Meeting, and in respect of whom the Company has received notice from member alongwith the deposit of Rs. 500/- pursuant to section 257 of the Companies Act, 1956, proposing his candidature, be and his hereby appointed as a Director of the Company liable to retire by rotation."

8. Appointment of Shri Sanjay C Ajmera, as a Managing Director

To consider and, if thought fit, to pass the following Resolution, with or without modification, as an **Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Sections 198, 269,309,310,311 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII to the Companies Act, 1956(including any statutory modification or re-enactment thereof, for the time being in force), subject to the approval of Central Government, if necessary, the Company hereby approves of the appointment of Shri Sanjay C. Ajmera as the Managing Director of the Company, liable to retire by rotation for the period of five years with effect from 24th April,2012, with no



remuneration payable to him.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

9. Appointment & Remuneration of Shri Dhaval R. Ajmera, Director - Operations & Marketing

To consider and, if thought fit, to pass the following Resolution, with or without modification, as an **Ordinary Resolution:-**

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 310, 314 and other applicable provisions, if any, read with Schedule XIII to the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), and subject to the approval of the Central Government, if necessary, the Company hereby approves of the appointment of Shri Dhaval R. Ajmera as Director - Operations & Marketing (hereinafter referred to as the Director) of the Company for the period of five years with effect from 24th April, 2012, on the terms and conditions and remuneration payable to him w.e.f. 1st May, 2012 as set out in the draft Agreement submitted to this Meeting and for the purpose of identification initialed by a Director, which is specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of the said remuneration and/or draft Agreement so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956, including any statutory modification or re-enactment thereof, for the time being in force or any amendment thereto in such manner as may be agreed to between the Directors and Shri Dhaval R. Ajmera."

By Order of the Board of Directors
For **SHREE PRECOATED STEELS LTD.**

Place : Mumbai
Date : 30th July, 2012

Ishwarlal S. Ajmera
Chairman & Managing Director

Registered Office:
Rehman Building, 2nd Floor Mezzanine,
24 Veer Nariman Road, Fort, Mumbai - 400 001.



NOTE:

- I. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF OR HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- II. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- III. The Register of Members and Share Transfer Books of the Company will remain closed for Seven days from the 22nd September, 2012 to the 28th September, 2012 (both days inclusive).
- IV. The relative Explanatory Statements pursuant to Section 173 of the Companies Act, 1956 in respect of business under Item No 5 to 9 as set out above and details under clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting are annexed hereto.
- V. All documents referred to in the accompanying Notice and the Explanatory Statements is open for inspection at the Registered Office of the Company during the office hours on all working days except Sundays between 11.00 a. m. and 1.00 p. m., up to the date of the ensuing Annual General Meeting.
- VI. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in order of the names will be entitled to vote.
- VII. Members are requested:
 - a to notify any change in their addresses to their Depository Participants (DPs) in respect of their electronic share accounts quoting Client ID no. and to the Sharex Dynamics (India) Private Limited – Registrar and Transfer Agent (RTA) or to the Company in respect of their physical shares quoting their folio numbers;
 - b to write to RTA to enable them to consolidate their holdings in one folio, who are not opting for depository and are holding Shares in identical order of names in more than one folio;
 - c to write to the Company at an early date so as to enable the Management to keep information ready, who are desiring any information as regard to accounts,.
 - d to bring their Client ID and DP ID numbers for easy identification of attendance at the Meeting, who hold Shares in dematerialized form;
 - e to bring their copies of the Annual Reports to the Meeting.
- VIII. In terms of Section 109A of the Companies Act, 1956, the Share holder(s) of the Company may nominate a person on whom the Shares held by him/them shall vest in the event of his/their death. Shareholder(s) desirous of availing this facility may submit nomination in Form 2B.

By Order of the Board of Directors
For **SHREE PRECOATED STEELS LTD.**

Place : Mumbai
Date :30th July, 2012

Ishwarlal S. Ajmera
Chairman & Managing Director

Registered Office:
Rehman Building, 2nd Floor Mezzanine,
24 Veer Nariman Road, Fort, Mumbai - 400 001.

SHREE PRECOATED STEELS LIMITED



Notice

INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT

As required under the Listing agreement, the particulars of Director who are proposed to be appointed / re-appointed are given below:

Name	Shri Sanjay C. Ajmera
Date of Birth	20th November, 1966
Date of Appointment / Period	24th April, 2012 - 23rd April, 2017
Expertise in specific functional area	Industrialist having more than 25 years over all experience in Management.
Qualifications	MBA
Listed / Unlisted Public Companies in which outside Directorship held as on 30th July, 2012	Ajmera Realty & Infra India Limited
Chairman / Member of the Committees of the Board of the other Companies on which he is a Director as on 30th July, 2012	Rushabh Investment Private Limited-Chairman
Name	Shri Dhaval R Ajmera
Date of Birth	22nd August, 1980
Date of Appointment / Period	24th April, 2012 - 23rd April, 2017
Expertise in specific functional area	Industrialist having 7 years over all experience in Marketing & Development
Qualifications	MBA- Finance from Cardiff University
Listed / Unlisted Public Companies in which outside Directorship held as on 30th July 2012	Prayosha Financing & Construction Co. Ltd. Ajmera Biofuel Limited
Chairman / Member of the Committees of the Board of the other Companies on which he is a Director as on 30th July 2012	NIL
Name	Shri Ambalal C. Patel
Date of Birth	01st April, 1944
Date of Appointment / Period	30th April, 2009
Expertise in specific functional area	More than 40 years of vast experience in metallurgy, finance & Management
Qualifications	Bachelor of Engineering (Metallurgy)
Listed / Unlisted Public Companies in which outside Directorship held as on 30th July 2012	I Jindal Hotels Ltd. ii Vishal Malleable Ltd. iii Laffans Petrochemical Ltd. iv Circuit System (India) Ltd. v Nandam Exim Ltd. vi Sumeru Industries Limited vii SAL Steels Ltd. viii Chiripal Industries Ltd. ix CSL Nova Petro Chemicals Limited. X Ajmera Realty & Infra India Ltd. Xi Karnavati Hospitals Limited



Chairman / Member of the Committees of the Board of the other Companies on which he is a Director as on 30th July 2012

Ajmera Realty & Infra India Ltd.- Member of Audit Committee

Name	Shri Jagdish J Doshi
Date of Birth	26th February, 1931
Date of Appointment / Period	30th April, 2009
Expertise in specific functional area	Involved in the development of Steel Industry for more than five decades.
Qualifications	M. S. (Illinois), D. I. C. (London), B. E. (Hons.) Bombay, P. Eng. (Ontario, Canada), Consulting Engineer.
Listed / Unlisted Public Companies in which outside Directorship held as on 30th July 2012	Super Stainless and Hi Alloys Limited Four Seasons Marine & Air Services Limited Co-Nick Alloys (India) Limited Makmore Investment and Finance Company Private Limited
Chairman / Member of the Committees of the Board of the other Companies on which he is a Director as on 30th July 2012	Ajmera Realty & Infra India Limited - Chairman of Audit Committee and Share Grievance Committee

EXPLANATORY STATEMENT

As required by Section 173 (2) of the Companies Act, 1956, the following Explanatory Statements set out all material facts relating to the business under Item Nos. 5 & 9 of the accompanying Notice dated 30th July, 2012.

ITEM 5

- a The terms of appointment of Chairman & Managing Director (CMD) were determined by mutual consent with effect from 24th April 2012. The Board of Directors of the Company, at the Board Meeting held on 24th April 2012, subject to the approval of the Members at the ensuing Annual General Meeting, appointed Shri Ishwarlal S. Ajmera (CMD) for a period of five years with effect from 24th April, 2012.
- b Accordingly, the Remuneration Committee of the Company as well as the Board of Directors have at their respective Meetings approved the appointment of CMD of the Company for a period of five years effective from 24th April, 2012.
- c On recommendation, the Remuneration Committee approved the remuneration of Mr. Ishwarlal S. Ajmera, Chairman & Managing Director at a remuneration with effect from 1st May, 2012, as given below details:-

REMUNERATION :

1. BASIC SALARY & DEARNESS ALLOWANCE:

CMD – Rs. 70,000/- per month in the scale of Rs.70,000/- Rs.1,90,000/- per month.

With such increments as may be decided by the Board of Directors (which includes any Committee thereof) from time to time.

2. PERQUISITES & ALLOWANCES:

- (i) Perquisites will be allowed in addition to salary and commission and will include accommodation (furnished or otherwise) or house rent allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings and repairs and all other expenses for the upkeep and maintenance thereof; medical reimbursement on actual basis for self and family members (which shall include spouse, dependent children), reimbursement of leave travel concession for self and family as aforesaid, club fees (other than initial Registration / admission Fees and subject to a maximum of two Clubs), medical / personal accident insurance cover as per the Company's service Rules, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and, CMD, such perquisites and allowances will, however, be subject to a maximum of 40% of his annual salary.



- (ii) For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.
- (iii) Benefits under the Provident Fund Scheme, the Company's Pension/Super Annuation Fund Scheme in accordance with the Company's rules and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable as per the rules of the tenure shall not be included in the computation of limits for the remuneration as aforesaid.
- (iv) Provision for use of the Company's Car for official duties and telephone at residence (including payments for local calls and long distance calls) shall be not be included in the computation of perquisites for the purpose of calculating the said ceiling.

II. COMMISSION

Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable to CMD, calculated with reference to the net profits of the Company at the end of each financial year subject to the overall ceilings stipulated in Sections 198 and 309 of the Act.

III. MINIMUM REMUNERATIONS:

Notwithstanding anything contained herein, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration to CMD by way of salary, perquisites and allowances as specified above within the limits prescribed under Schedule XIII of the Act.

- IV The aforesaid appointment of the CMD may be terminated by either party by giving three months' prior notice of termination in writing to the other party.
- V If at any time, the above Director ceases to be a Director of the Company, he shall cease to be the Executive Director.
- VI The terms and conditions of the said appointment may be altered and varied from time to time by the Board, as it may, in its discretion deem fit, so as not to exceed the limits specified in Schedule XIII to the Act or any amendments made hereinafter in that regard.
- VII Shri Ishwarlal S. Ajmera is concerned or interested in this Resolution of the Notice which pertains to his appointment and remuneration payable to him.
- VIII In accordance with the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956, the terms of remuneration of the aforesaid Director of the Company, is now placed before the members in General Meeting for their approval.
- IX Your Directors, therefore, recommend this resolution of the Notice for acceptance by the members.
- X This may be treated as an abstract of the terms of appointment between the Company and Shri Ishwarlal S. Ajmera, pursuant to Section 302 of the Companies Act, 1956.

None of the Directors of the Company except Mr. Ishwarlal S. Ajmera are in any way, concerned or interested in the said resolution.

ITEM NO. 6 & 7

Mr. Sanjay C. Ajmera and Mr. Dhaval R. Ajmera, were appointed at the meeting of the Board of Directors held on 24th April, 2012 as an additional Director of the Company liable to retire by rotation. Pursuant to the provisions of Section 260 of the Companies Act, 1956, Mr. Sanjay C. Ajmera and Mr. Dhaval R. Ajmera holds office upto the date of the Annual General Meeting.

Pursuant to Section 257 of the Companies Act, 1956, a notice has been received from a Member signifying his intention to propose the appointment of Mr. Sanjay C. Ajmera and Mr. Dhaval R. Ajmera as a Director of the Company at the ensuing Annual General Meeting along with a deposit of Rs. 500/- each. Hence, necessary resolutions are placed before the Meeting for Member's approval.

None of the Directors of the Company except Mr. Sanjay C. Ajmera and Mr. Dhaval R. Ajmera are in any way, concerned or interested in the said resolution.

Your Directors recommend passing of this resolution.

**ITEM No.8**

- 1 At the Board of Directors Meeting held on 24th April, 2012, Shri Sanjay C. Ajmera was appointed as the Managing Director (hereinafter referred to as "MD")of the Company for a period of five years with effect from 24th April, 2012 to 23rd April, 2017 , with no remuneration payable to him.
- 2 Your Directors, therefore, recommends this resolution for acceptance by the members.
- 3 None of the Directors except Shri Sanjay C. Ajmera are concerned or interested in the said resolution of the Notice

ITEM No.9

- a The terms of appointment of Mr. Dhaval R. Ajmera was determined by mutual consent with effect from 24th April 2012. The Board of Directors of the Company, at the Board Meeting held on 24th April, 2012, subject to the approval of the Members at the ensuing Annual General Meeting, appointed Mr. Dhaval R. Ajmera for a period of five years with effect from 24th April, 2012.
- b The Remuneration Committee of the Company as well as the Board of Directors have at their respective Meetings approved the appointment of Director - Operations and Marketing of the Company for a period of five years effective from 24th April 2012 at the remuneration of Rs. 1,20,000/- in the scale of Rs. 1,20,000/- p.m to Rs. 2,50,000/- p.m payable to him w.e.f. 1st May, 2012 . With such increments as may be decided by the Board of Directors (which includes any Committee thereof) from time to time.

c) PERQUISITES & ALLOWANCES:

- (i) Perquisites will be allowed in addition to salary and commission and will include accommodation (furnished or otherwise) or house rent allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings and repairs and all other expenses for the upkeep and maintenance thereof; medical reimbursement on actual basis for self and family members (which shall include spouse, dependent children), reimbursement of leave travel concession for self and family as aforesaid, club fees (other than initial Registration / admission Fees and subject to a maximum of two Clubs), medical / personal accident insurance cover as per the Company's service Rules, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and, Director Operations and Marketing, such perquisites and allowances will, however, be subject to a maximum of 33.33%, of annual salary.
- (ii) For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.
- (iii) Benefits under the Provident Fund Scheme, the Company's Pension/Super Annuation Fund Scheme in accordance with the Company's rules and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable as per the rules of the tenure shall not be included in the computation of limits for the remuneration as aforesaid.
- (iv) Provision for use of the Company's Car for official duties and telephone at residence (including payments for local calls and long distance calls) shall be not be included in the computation of perquisites for the purpose of calculating the said ceiling.

d) COMMISSION

Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable shall be calculated with reference to the net profits of the Company at the end of each financial year subject to the overall ceilings stipulated in Sections 198 and 309 of the Act.

e) MINIMUM REMUNERATIONS:

Notwithstanding anything contained herein, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration to Director Operations and Marketing by way of salary, perquisites and allowances as specified above within the limits prescribed under Schedule XIII of the Act.

1. The aforesaid appointment of the Director Operations and Marketing may be terminated by either party by giving three months' prior notice of termination in writing to the other party.
2. The terms and conditions of the said appointments may be altered and varied from time to time by the Board, as it may, in its discretion deem fit, so as not to exceed the limits specified in Schedule XIII to the Act or any



amendments made hereinafter in that regard.

3. Shri Dhaval R. Ajmera is concerned or interested in this Resolution of the Notice which pertains to his appointment and remuneration payable to him.
4. In accordance with the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956, the terms of remuneration of the aforesaid Director of the Company, are now placed before the members in General Meeting for their approval.
5. Your Directors, therefore, recommend the Resolution at Item No 9 of the Notice for acceptance by the members.
6. This may be treated as an abstract of the terms of appointment between the Company and Shri Dhaval R. Ajmera, pursuant to Section 302 of the Companies, Act, 1956.

None of the Directors of the Company except Mr. Dhaval R. Ajmera, are, in any way, concerned or interested in the said resolution.

By Order of the Board of Directors
For **SHREE PRECOATED STEELS LTD.**

Place : Mumbai
Date :30th July, 2012

Ishwarlal S. Ajmera
Chairman & Managing Director

Registered Office:
Rehman Building, 2nd Floor Mezzanine,
24 Veer Nariman Road, Fort, Mumbai - 400 001.