

**SRU STEELS LIMITED**

CIN: L17300DL1995PLC107286

Registered & Corporate Office: A-48, 1st Floor, Wazirpur Industrial Area, Delhi-110052

E-mail: srusteels@yahoo.in, Website: www.srusteels.in

Tel: 011-27373622

NOTICE

Notice is hereby given that the Twenty Third (23rd) Annual General Meeting (AGM) of the members of **SRU STEELS LIMITED** will be held on Saturday, 29th Day of September, 2018 at 10:00 A.M. at the Registered & Corporate office of the Company at A-48, 1st Floor, Wazirpur Industrial Area, New Delhi-110052 to transact the following business:

ORDINARY BUSINESS:

- To receive, consider, approve and adopt the audited financial statements of the Company for the financial year ended 31st March, 2018, including audited balance sheet as at 31st March, 2018 and the statement of profit and loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
- To reappoint Mr. Ramesh Agarwal (DIN: 00151223), who retires by rotation interms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
- To consider and approve the appointment of Statutory Auditors of the Company and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 140, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. MRKS & Associates, Chartered Accountants, Delhi, with registration number 023711N be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. O.P. Tulsyan & Co. Chartered Accountants, Delhi vide their resignation letter dated August 01, 2018 at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. MRKS & Associates, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them, to hold office of Statutory Auditor till the conclusion of the Twenty Eight Annual General Meeting.

SPECIAL BUSINESS:

- To Increase the limits for Extending Loans/ Investments/ Corporate Guarantees by the Company**

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

"RESOLVED THAT in supersession of the earlier resolution passed by the members of the Company at the 28th Annual General Meeting held on September 30, 2016 and pursuant to the provisions of Section 186 of the Companies Act, 2013

(the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to:

- give any loan to any person or other body corporate;
- give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, subject to the limits set out below on such terms and conditions as the Board may deem fit and proper, not with standing the fact that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company as set out below exceed the limits specified under Section 186(2) of the Act:

Sl. No.	Particulars*	Upto a limit outstanding at any point of time
1.	Loans to any person(s) (including employees) or bodies corporate	Rs. 100 Crores
2.	Investments in bodies corporate	Rs. 75 Crores
3.	Guarantees / securities in connection with loan to any person(s) (including employees) or bodies corporate	Rs. 75 Crores
	Total	Rs. 250 Crores

* Excluding the loans/ guarantees/ securities given or provided to wholly owned subsidiaries or joint venture companies (as the case may be), whether situated in India or abroad and investments made in wholly owned subsidiaries, whether situated in India or abroad.

RESOLVED FURTHER THAT to give effect to this resolution, the Board be and is hereby authorized to execute the documents, deeds or writings required to be made and to do all acts, deeds and things as it may in its absolute

discretion deem necessary, proper or desirable, including to settle any question, difficulty or doubt that may arise in respect of such investments/ loans/ guarantees/ securities made or given or provided by the Company (as the case may be)."

**By the order of the Board of Directors
For SRU Steels Limited**

**Sd/-
Ramesh Agarwal
Managing Director
DIN: 00151223**

**Place: New Delhi
Date: August 14, 2018**

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) 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 total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the **Form No. MGT.11** annexed herewith.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of 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 three days' notice in writing is given to the Company.
3. Members/Proxies/authorised representative are requested to bring their duly filled Attendance Slip along with the copy of the Annual Report to the meeting.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the board resolution/Power of attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period i.e. from Sunday, September 23, 2018 to Saturday, September 29, 2018 (both days inclusive).
7. (a) This Notice is being sent to all the members whose name appears as on Friday, August 17, 2018 in the register of members or beneficial owner as received from M/s Beetal Financial & Computer Services (P) Ltd, the Registrar and Transfer Agent of the Company.
(b) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of

the Company as on Saturday, September 22, 2018, being the cut-off date.

Members are eligible to cast vote electronically only if they are holding shares as on that date.

8. Brief resume of the Director proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and Memberships/Chairmanships of the Board Committees, shareholding and relationships between Directors *inter-se* as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, is annexed hereto and forms part of this Notice.
9. Members holding shares in multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholdings into one folio.
10. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least 10 days before the date of meeting to the Company Secretary of the Company at the registered office of the Company, so would enable the Company to compile the information and provide the replies at the Meeting.
11. In terms of notification issued by the Securities Exchange Board of India (SEBI), equity shares of the Company are under compulsory demat trading by all investors. Members are, therefore, advised to dematerialise their shareholding to avoid inconvenience in trading in shares of the Company.
12. Members are requested to notify immediately any change of address.
 - (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
 - (ii) to the Company's Registrar & Share Transfer Agents, Beetal Financial & Computer Services (P) Ltd at its office Beetal House, 3rd Floor, 99 Madangir, BH-Local Shopping Complex Near Dada Harsukhdas Mandir, New Delhi-110062 in respect of their physical share folios, if any, quoting their folio numbers.
13. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents, M/s. Beetal Financial & Computer Services (P) Ltd.
14. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her

death. Members desirous of availing this facility may submit nomination in prescribed **Form SH-13**(enclosed with this Notice) to the Company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

15. Pursuant to Section 101 and 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail addresses either with the Company or with the Depository. Members who have not registered their e-mail addresses with the Company can now register the same by submitting a request letter in this respect to the Company/Registrar & Share Transfer Agents, M/s. Beetal Financial & Computer Services (P) Ltd. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
16. Electronic copy of Annual Report for the financial year 2017-18 alongwith Notice of the 23rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company or the Depository Participant(s) for communication purpose unless the member has requested for a hard copy of the same. For members who have not registered their address, physical copies of Annual Report alongwith the Notice of 23rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode.
17. Beetal Financial & Computer Services Pvt. Ltd. is the Register and Share Transfer Agents (RTA's) of the Company. All investor relation communication may be sent to RTA's at the following address:

Beetal Financial & Computer Services Pvt. Ltd
Beetal House, 3rd Floor,
99, Madangir, Behind Local Shopping Centre,
Near Dada HarsukhDassMandir, New Delhi-110062
Ph. 011-29961281-283, Fax.011-29961284
Email id: beetalrta@gmail.com
18. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of 23rdAnnual General Meeting and holding shares as of the cut-off date i.e. Saturday, September 22, 2018may follow the same procedure as mentioned in the instructions below. However if you are already registered with CDSL for remote e-voting then you can use your existing password for casting your vote. If you have forgotten your login password then go to website www.evotingindia.com then click on shareholders, enter the User ID and the image verification code and click Forgot Password and enter the details as prompted by the system.
19. The route map showing directions to reach the venue of Twenty Third (23rd) Annual General Meeting is enclosed.

20. Voting through electronic means

- I. In compliance to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies

(Management & Administration) Rules, 2014 as substituted by the Companies (Management & Administration) Rules, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to members to exercise their right to vote at the Annual General Meeting by electronic means. The Company has engaged the services of Central Depository Services Limited (CDSL) in respect of all the business to be transacted at the aforesaid Annual General Meeting. However, it may be noted that E-voting is optional.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting facility will be available during the following period:
 - Commencement of remote e-voting-from 9:00 am on Wednesday, the 26th September, 2018.
 - End of remote e-voting- upto 5:00 pm on Friday, September 28, 2018

During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, 22ndSeptember, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (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.
- (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:

PAN	<p>For Members holding shares in Demat Form and Physical Form</p> <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 **SRU STEELS LIMITED** 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 changed 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and window phones users can download the app from apple store and window phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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 a compliance user 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.
- II. Members may note that the Notice of the 23rd Annual General Meeting and Annual Report for the financial year ended 2017-18 will also be available on the Company's website www.srusteels.in for their download.
- III. The remote e-voting period commences on Wednesday, September 26, 2018(9:00 am) and ends on Friday, September 28, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date of Saturday, 22nd September, 2018, 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.
- IV. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

- V. Since the Company is required to provide members the facility to exercise their right to vote by electronic means, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date Saturday, 22nd September, 2018, and not casting their vote electronically may only cast their vote at the Annual General Meeting through ballot paper.
- VI. The Board of Directors of the Company has appointed M/s Avinash Pandey & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- VII. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- VIII. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at-least two persons not in the employment of the Company and make not later than 48 hours from the conclusion of the meeting a consolidated Scrutinizer'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.
- IX. The results shall be declared on or after the Annual General Meeting. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website www.srusteels.in and on the website of CDSL within 48 hours from the passing of the resolutions at the Annual General Meeting and the same shall also be simultaneously communicated to the Stock Exchange(s), where the equity shares of the Company are listed.
- X. In case you have any queries or issues regarding e-voting, you may refer to 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of CDSL's e-voting website www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- XI. If you are already registered with CDSL for e-voting then you can use your existing User ID and Password for casting vote.
- XII. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- XIII. Your Login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are shareholder.
21. In terms of Section-149 of the Companies Act, 2013, the provisions of retirement by rotation are not applicable to independent directors. Therefore Mr. Ramesh Agarwal, Director, retire by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.
22. M/s. MRKS & Associates, Chartered Accountants have submitted their certificate expressing their eligibility for appointment as Statutory Auditor of the Company in term of Section 139(1) of the Companies Act, 2013 and Rules made thereunder.
23. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
24. Relevant documents referred to in the accompanying Notice, as well as Annual Reports and Annual Accounts of the Company are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 9.30 A.M. to 1.00 P.M. upto the date of Annual General Meeting.
25. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through electronic mode. Members are requested to support this green initiative by registering/ uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

**By the order of the Board of Directors
For SRU Steels Limited**

**Sd/-
Ramesh Agarwal
(Managing Director)
DIN: 00151223**

**Place: New Delhi
Date: August 14 , 2018**

EXPLANATORY STATEMENT IN PURSUANT OF SECTION 102 OF THE COMPANIES ACT, 2013**Item No.03:**

The Board of Directors at their Board Meeting held on August 02, 2018 appointed M/s MRKS & Associates, Chartered Accountants, Delhi, with registration number 023711N to fill the casual vacancy caused due to resignation of M/s. O.P. Tulsyan & Co. Chartered Accountants, Delhi. In Pursuant to Section 139 of the Companies Act, 2013 read with rules made thereunder a casual vacancy caused due to resignation of Statutory Auditor needs to be approved by the members in a general meeting within three months. Accordingly, the Board of Directors have recommended the appointment of M/s MRKS & Associates, Chartered Accountants, Delhi, to the members of the company for their approval at the Annual General Meeting by way of passing an ordinary resolution to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty Eighth Annual General Meeting to be held in the F.Y 2022-2023. M/s MRKS & Associates, Chartered Accountants, Delhi, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

Your Directors recommend the resolution for approval of members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed item no. 03 except to the extent of their shareholding.

Item No.04:**To increase the limits u/s 186(2) of Companies Act, 2013 for extending loans, providing guarantees or giving securities**

The members of the Company had, vide a special resolution passed under Section 186 of the Companies Act, 2013 at 21st Annual General Meeting held on September 30, 2016, accorded their approval to the Board of Directors of the Company to making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons upto a sum of Rs.200 Crore (Rupees Two Hundred Crores Only).

In terms of the provisions of Section 186(2) of the Companies Act, 2013, no Company shall grant any loan to any person or body corporate or give any guarantee or provide any security to any loan taken by any person or body corporate in excess of 60% of the total of the paid-up share capital and free reserves or 100% of the free reserves and securities premium, whichever is higher, without the prior approval of the share holders by means of a Special Resolution.

Your Company, during the course of the its business activities, and in order to achieve greater financial flexibility, would be required to invest its surplus funds for optimal utilization, by way of giving loans(s) and/or giving guarantee(s) and/or providing security (ies) to any other persons and/ or any other body corporate(s) and/or acquisition of securities of any other body corporate(s), the Board of Directors, hereby propose the increase in the limits under Section 186(2) of the Companies Act, 2013 from Rs.200/- Crores (Rupees Two Hundred Crores) to Rs. 250 Crores (Rupees Two Hundred Fifty Crores Only) over and above the limits as calculated within the provisions of Section 186 of the Companies Act, 2013.

The Board of Directors recommends passing of this Special Resolution for approval of the members of the Company.

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

Accordingly, the Board recommends the Special Resolution as set out at item no.04 of this notice for approval of the members of the Company.

**By the order of the Board of Directors
For SRU Steels Limited**

**Place: New Delhi
Date: August 14 , 2018**

**Sd/-
Ramesh Agarwal
(Managing Director)
DIN: 00151223**

ANNEXURE TO ITEM 02 OF THE NOTICE

Relevant details, in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards-2 of General Meetings in respect of Director proposed for appointment/re-appointment at Twenty Third (23rd) Annual General Meeting are as follows:

Name of the Director	Mr. Ramesh Agarwal
DIN	00151223
Date of Birth	30.08.1952
Nationality	Indian
Date of appointment	01.04.2003
Qualifications	Graduate
Expertise in Specific Functional Area	<p>Having more than 38 years of experience in steel industry, economics and industrialization. Excellent relationship management skill coupled with extensive contract in the industry, regulatory and business circles. Effective leadership and motivation skill for setting higher goals and standards and driving the team to achieve the same. Providing direction and counsel to the executive management for exceeding business targets.</p> <p>Strongly pursues for adhering and installing Company's values in the workforce and promoting good governance Culture across the organization.</p>
Number of shares held in the Company (as at March 31, 2018)	Nil
Terms & Conditions of re-appointment	Executive Director of the Company, liable to retire by rotation.
Remuneration last drawn during F.Y 2017-18	Rs. 9,00,000/-
List of Directorships held in other companies as on March 31, 2018	Shakshi Estates Private Limited
No. of Board Meeting attended during the financial year 2017-18	6
Chairman/Member of the Committees of the Board of companies in which he is a Director	Stakeholder Relationship Committee Meeting (Member)
Relationship between Directors and KMP of the Company	He has no relationship with any director of the board and KMP of the Company.



SRU STEELS LIMITED

CIN: L17300DL1995PLC107286

Registered & Corporate Office: A-48, 1st Floor, Wazirpur Industrial Area, Delhi-110052

E-mail: srusteels@yahoo.in, Website: www.srusteels.in

Tel: 011-27373622

**FORM NO. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L17300DL1995PLC107286
Name of the company	SRU Steels Limited
Registered Office:	A-48, 1st Floor, Wazirpur Industrial Area, Delhi-110052

Names of the Members(s):	
Registered Address:	
Email Id:	
Folio No. / Client Id:	
DP ID:	

I/We, being the holder(s) of _____ shares of the above named company, hereby appoint:

- Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him
- Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him
- Name: _____ Address: _____

E-mail Id: _____ Signature: _____

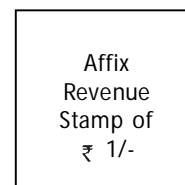
to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Third (23rd) Annual General Meeting of the Company, to be held on Saturday, September 29, 2018 at 10.00 a.m. at the Registered & Corporate Office of the Company at A-48,1st Floor, Wazirpur Industrial Area, Delhi-110052 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolutions	Vote (optional, see the note)		
		For	Against	Abstain
Ordinary Business				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, including audited Balance Sheet as at March 31, 2018 and Statement of Profit and Loss for the year ended on that date together with reports of the Board of Directors and Auditors thereon.			
2.	To appoint a Director in place of Shri. Ramesh Agarwal(DIN: 00151223), who retires by rotation in terms of Section-152(6) of the Companies Act, 2013 at this Annual General Meeting, and being eligible, offers himself for re-appointment.			
3.	To appoint M/s MRKS & Associate, Chartered Accountants, New Delhi (Firm Registration No. 023711N) as a Statutory Auditor of the Company and to fix their remuneration.			
Special Business				
4.	To increase the limits u/s 186(2) of Companies Act, 2013 for extending loans, providing guarantees or giving securities upto the limit of Rs. 250 Crore (Two Hundred Fifty Crore only).			

Signed this _____ day of _____ of 2018.

Signature of the Shareholder: _____

Signature of the Proxy holder(s): _____



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 indicate your preference. 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.



SRU STEELS LIMITED

CIN: L17300DL1995PLC107286

Registered & Corporate Office: A-48, 1st Floor, Wazirpur Industrial Area, Delhi-110052

E-mail: srusteels@yahoo.in, Website: www.srusteels.in

Tel: 011-27373622

ATTENDANCE SLIP

23rd Annual General Meeting - September 29, 2018	
Registered Folio/DP ID/Client ID:	
Name and Address of first/Sole Shareholder:	
Joint Holder(s)	
No. of Shares	

I/we hereby record my/our presence at the Twenty Third (23rd) Annual General Meeting (AGM) of **SRU Steels Limited** to be held on Saturday, September 29, 2018, at 10:00 a.m. at the Registered & Corporate Office of the Company at A-48, 1st Floor, Wazirpur Industrial Area, Delhi-110052.

Name of the Person attending : _____

Capacity : Member Proxy Authorized Representative

(Please ✓ appropriate box) _____
Member's / Proxy's / Authorised Representative Signatures

INSTRUCTIONS:

- (a) Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them, when they come to the meeting and hand it over at the ATTENDANCE VERIFICATION COUNTER, at the entrance of the Meeting Hall.
- (b) **NO ATTENDANCE SLIP SHALL BE ISSUED AT THE MEETING.**
- (c) Electronic copy of the Annual Report for the financial year 2017-18 & Notice of the AGM alongwith the Attendance slip & Proxy form is being sent to all the members whose e-mail address is registered with the Company/DP unless any member has requested for the hard copy of the same. Members receiving electronic copy & attending the AGM can print copy of the Attendance slip.
- (d) Physical copy of the Annual Report for the financial year 2017-18 & the Notice of the AGM alongwith the Attendance slip & proxy form is being sent in the permitted mode(s) to all the members whose e-mail is not registered or have requested for hard copy. Please bring your copy of the Annual Report to the Meeting.
- (e) The Meeting is of members only and you are requested not to bring with any person, who is not a member or proxy.

Note: Please read the instructions given in the Notice of AGM before casting your vote through e-voting.



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**FORM NO. MGT-12
BALLOT PAPER / POLLING PAPER**

Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(C) of the Companies (Management and Administration) Rules, 2014]

Name(s) of Member(s): (In BLOCK /CAPITAL LETTERS)	
Registered Address:	
DP ID / Client ID* or Registered folio No. /	
No. of equity shares held:	

*Applicable in case of Share held in electronic form

I/We, hereby exercise my/our vote(s) in respect of the following resolution(s) as set out in the Notice of 23rd Annual General Meeting of the Company scheduled to be held on Saturday, 29th September, 2018 at 10:00 A.M. by giving my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated herein below:

Resolution No.	Resolutions	No. of Equity Share(s) held	I/We assent to the Resolutions on (For)*	I/We assent to the Resolution (Against)*
Ordinary Business				
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, including audited Balance Sheet as at March 31, 2018 and Statement of Profit and Loss for the year ended on that date together with reports of the Board of Directors and Auditors thereon.			
2	To appoint a Director in place of Shri. Ramesh Agarwal(DIN: 00151223), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 at this Annual General Meeting, and being eligible, offers himself for re-appointment.			
3	To appoint M/s MRKS & Associate, Chartered Accountants, New Delhi (Firm Registration No. 023711N) as a Statutory Auditor of the Company and to fix their remuneration.			
Special Business				
4	To increase the limits u/s 186(2) of Companies Act, 2013 for extending loans, providing guarantees or giving securities upto the limit of Rs. 250 Crore(Two Hundred Fifty Crore Only).			

*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.

Place:

Date:

Signature of Member



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**FORM NO. SH-13
NOMINATION FORM**

Pursuant to section 72 of the Companies Act, 2013 and rule 19(1)(C) of the Companies (Share Capital and Debentures) Rules, 2014]

To
SRU Steels Limited
A-48, 1st Floor, Wazirpur Industrial Area,
Delhi-110052

I/We the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2)	PARTICULARS OF NOMINEE/S — (a) Name: (b) Date of Birth: (c) Father's/Mother's/Spouse's name: (d) Occupation: (e) Nationality: (f) Address: (g) E-mail id: (h) Relationship with the security holder:	
(3)	IN CASE NOMINEE IS A MINOR— (a) Date of birth: (b) Date of attaining majority (c) Name of guardian: (d) Address of guardian:	
(4)	PARTICULAR OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY (a) Name (b) Date of birth: (c) Father's Name/Mother's/Spouse's name: (d) Occupation: (e) Nationality: (f) Address: (g) E-mail id: (h) Relationship with the security holder: (i) Relationship with minor	

Name:
Address:

Name of the Security Holder (s) Signature

Witness with name and address



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Tel: 011-27373622

Route Map of the venue of the 23rd Annual General Meeting

- Date** : Saturday, September 29, 2018
- Venue** : A-48, 1st Floor,
Wazirpur Industrial Area,
Delhi-110052
- Landmark** : Next to Richi Rich Banquets Hall,
Wazirpur Industrial Area, Delhi-110052
- Time** : 10:00 A.M.

