

AHMEDABAD STEELCRAFT LIMITED

Regd. Office: 401, "637" Complex, Panchvati 2nd Lane,
Gulbai Tekra, Ahmedabad-380006.

Tele. 91-79-2641996 / 91-79-2641997 Fax: 91-79-26404656

Email: ascsteelad1@gmail.com web site: www.steelcraft.co.in

CIN: L27109GJ1972PLC011500

NOTICE

NOTICE is hereby given that the 43rd Annual General Meeting of the Members of The **Ahmedabad Steelcraft Limited** (CIN: L27109GJ1972PLC011500) will be held on the Thursday, the 3rd September, 2015 at 12.00 Noon in the premises of Sports Club of Gujarat Ltd., Stadium Road, Ahmedabad – 380 014 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors.
2. To appoint a Director in place of Shri Shashank .I. Shah (DIN: 00545449) who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Shri Anand.N. Jhaveri (DIN: 00489833) who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Auditors and to fix their remuneration thereto.

RESOLVED THAT pursuant to Section 139, 140, 141 and other provisions applicable if any, M/S Dhiren Shah & Co. (Firm Reg. No. 114633W) Chartered Accountant, be and is hereby appointed as Statutory Auditor of the Company for the two financial years 2015-16 and 2016-17 on such remuneration as may be decided by the Board of Directors and the Statutory Auditor, In addition to service tax and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Account of the Company

SPECIAL BUSINESS

5. **TO APPOINT SMT. NITA G SHAH AS DIRECTOR LIABLE TO RETIRE BY ROTATION**

To Consider and if thought fit to pass with or without modification the following resolution as Ordinary Resolution

RESOLVED THAT, Smt. Nita Girish Shah (DIN: 03225876) who was appointed as Additional Director in terms of Section 161 of the Companies Act, 2013 with effect from 22nd January, 2015 to hold the office up to the date of this Annual General Meeting and in respect to which the proposal under Section 160 of the Companies

Act, 2013 has been received be and is hereby appointed as Women Director under Section 149 of the Companies Act, 2013 and as per Listing Agreement.

RESLOVED FURTHER THAT, the aforesaid Director office shall be rotational as per the provision of Companies Act, 2013

6. TO APPOINT SMT. NITA G SHAH AS WHOLE TIME DIRECTOR LIABLE TO RETIRE BY ROTATION

To Consider and if thought fit to pass with or without modification the following resolution as Special Resolution

RESOLVED THAT, Pursuant to the provisions of Section 196 and 197 and Schedule V, Parts I & II, of the Companies Act, 2013 and pursuant to the approval given by the Nomination and Remuneration Committee, the approval be and is hereby accorded to the appointment of Smt. Nita Girish Shah (DIN -03225876) as Whole Time Director of the Company for a period of 2 Years 9 Months & 8 Days from 22nd January, 2015 on the basis of remuneration and perquisites stated under Explanatory statement

7. TO ALTER THE MEMORANDUM OF ASSOCIATION OF COMPANY AS PER COMPANIES ACT, 2013

To Consider and if thought fit to pass with or without modification the following resolution as Special Resolution

RESOLVED THAT Pursuant to Section 13 of Companies Act, 2013 and other applicable provision if any, New set of Memorandum of Association as per the provisions of Companies Act, 2013 placed on the table be substituted with existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT the draft copy of Memorandum of Associations as per Companies Act, 2013 placed before the meeting be and is hereby approved and authority be given to any Director of the Company and the Practicing Company Secretary to complete the relevant formality for the Registration of Memorandum Of Association with the Registrar of Companies.

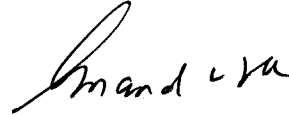
8. TO ALTER THE ARTICLE OF ASSOCIATION OF COMPANY AS PER COMPANIES ACT, 2013

To Consider and if thought fit to pass with or without modification the following resolution as Special Resolution.

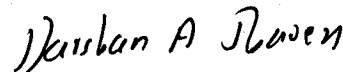
RESOLVED THAT Pursuant to Section 14 of Companies Act, 2013 and other applicable provision if any, New set of Article of Association as per the provisions of Companies Act, 2013 placed on the table be substituted with existing Article of Association of the Company.

RESOLVED FURTHER THAT the draft copy of Article of Association as per Companies Act, 2013 placed before the meeting be and is hereby approved and authority be given to any Director of the Company and the Practicing Company Secretary to complete the relevant formality for the Registration of Article Of Association with the Registrar of Companies.

For and on behalf of the Board



Shri Anand V. Shah
M.D (DIN: 00017452)



Shri Darshan A. Jhaveri
M.D (DIN: 00489773)

Date: 28/05/2015
Place: Ahmedabad

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
2. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOK OF COMPANY WILL REMAIN CLOSED FROM 28th AUGUST, 2015 TO 3rd SEPTEMBER, 2015 (BOTH DAYS INCLUSIVE).
3. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS ANNEXED TO NOTICE IN RESPECT OF ITEM NO. 5 TO 8.
4. A BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IS GIVEN IN THE CORPORATE GOVERNANCE SECTION OF THE ANNUAL REPORT.
5. THE SHARES OF THE COMPANY ARE LISTED ON BOMBAY STOCK EXCHANGE LTD. (BSE) AND THE LISTING FEES IN RESPECT THEREOF FOR THE YEAR 2015-16 HAVE BEEN PAID TO BSE.
6. ALL ENQUIRIES AND CORRESPONDENCE REGARDING TRANSFER OF SHARES, DEMATERIALIZATION, ETC. SHOULD BE MADE WITH THE SHARE TRANSFER AGENTS OF THE COMPANY, M/S. LINK IN TIME INDIA PRIVATE LIMITED, 211, SUNDARAM COMPLEX, NEAR MITHAKHALI UNDER BRIDGE:B/H RAJASTHAN TOURISM, NAVRANGPURA, AHMEDABAD, GUJARAT 380009
7. COPIES OF THE ANNUAL REPORT 2014-15 ARE BEING SENT BY ELECTRONIC MODE ONLY TO ALL THE MEMBERS WHOSE E-MAIL ADDRESSES ARE REGISTERED WITH THE COMPANY/DEPOSITORY PARTICIPANT(S) FOR COMMUNICATION PURPOSES UNLESS ANY MEMBER HAS REQUESTED FOR A HARD COPY OF THE SAME. FOR MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES, PHYSICAL COPIES OF THE ANNUAL REPORT 2014-15 ARE BEING SENT BY THE PERMITTED MODE.

8. THE NOTICE OF THE FORTY THIRD ANNUAL GENERAL MEETING AND INSTRUCTIONS FOR E-VOTING, ALONG WITH THE ATTENDANCE SLIP/PROXY FORM, ARE SENT BY ELECTRIC MODE TO ALL MEMBERS WHOSE E-MAIL ADDRESSES ARE REGISTERED WITH COMPANY/DEPOSITORY PARTICIPANT(S) UNLESS A MEMBER HAS REQUESTED FOR A HARD COPY OF THE SAME. FOR MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES, PHYSICAL COPIES OF THE AFORESAID DOCUMENTS ARE SENT BY THE PERMITTED MODE. MEMBERS MAY ALSO NOTE THAT THE NOTICE OF THE FORTY THIRD AGM AND THE ANNUAL REPORT 2014-15 WILL BE AVAILABLE ON THE COMPANY'S WEBSITE, www.steelcraft.co.in .THE PHYSICAL COPIES OF THE AFORESAID DOCUMENTS WILL ALSO BE AVAILABLE AT THE COMPANY'S REGISTERED OFFICE FOR INSPECTION DURING NORMAL BUSINESS HOURS ON WORKING DAYS. MEMBERS WHO REQUIRE COMMUNICATION IN PHYSICAL FORM IN ADDITION TO E-COMMUNICATION, OR HAVE ANY OTHER QUERIES, MAY WRITE TO US AT: ascsteelad1@gmail.com

9. **VOTING THROUGH ELECTRONIC MEANS:**

- a) PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 AND RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, THE COMPANY IS PLEASED TO PROVIDE MEMBERS THE FACILITY TO EXERCISE THEIR RIGHT TO VOTE AT THE ANNUAL GENERAL MEETING (AGM) BY ELECTRONIC MEANS AND THE BUSINESS MAY BE TRANSACTED THROUGH E-VOTING SERVICES PROVIDED BY CENTRAL DEPOSITORY SERVICES LIMITED (CDSL).
- b) A MEMBER MAY EXERCISE HIS VOTE AT ANY ANNUAL GENERAL MEETING (AGM) BY ELECTRONIC MEANS AND COMPANY MAY PASS ANY RESOLUTION BY ELECTRONIC VOTING SYSTEM IN ACCORDANCE WITH THE RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.
- c) DURING THE E-VOTING PERIOD, MEMBERS OF THE COMPANY, HOLDING SHARES EITHER IN PHYSICAL FORM OR DEMATERIALIZED FORM, AS ON THE CUT-OFF DATE I.E. 27th AUGUST, 2015 MAY CAST THEIR VOTE ELECTRONICALLY.
- d) **THE E-VOTING PERIOD COMMENCES AT 9.00 A.M. ON MONDAY, 31st AUGUST 2015, AND ENDS AT 5.00 P.M ON WEDNESDAY, 2ND DAY OF SEPTEMBER 2015. THE E-VOTING MODULE SHALL BE DISABLED BY CDSL FOR VOTING THEREAFTER.**

COMPANY'S EVSN NUMBER IS < 150710016>

- e) **ONCE THE VOTE ON A RESOLUTION IS CASTED BY THE SHAREHOLDER, THE SHAREHOLDER SHALL NOT BE ALLOWED TO CHANGE IT SUBSEQUENTLY.**
- f) VOTING RIGHTS SHALL BE RECKONED ON THE PAID-UP VALUE OF SHARES REGISTERED IN THE NAME OF THE MEMBERS AS ON THE DATE OF DISPATCH OF NOTICE.
- g) THE BOARD OF DIRECTORS AT THEIR MEETING HAVE APPOINTED MR. DILIP.N.MOTWANI, PRACTICING COMPANY SECRETARY, AS THE SCRUTINIZER TO SCRUTINIZE THE E-VOTING PROCESS IN A FAIR AND TRANSPARENT MANNER.
- h) THE SCRUTINIZER SHALL WITHIN A PERIOD NOT EXCEEDING THREE (3) WORKING DAYS FROM THE CONCLUSION OF THE E-VOTING PERIOD UNBLOCK THE VOTES IN THE PRESENCE OF AT LEAST TWO (2) WITNESSES NOT IN THE EMPLOYMENT OF THE COMPANY AND MAKE A SCRUTINIZER'S REPORT AT THE VOTES CAST IN FAVOUR OR AGAINST, IF ANY, FORTHWITH TO THE CHAIRMAN OF THE COMPANY.
- i) THE RESULTS SHALL BE DECLARED ON OR AFTER THE AGM OF THE COMPANY. THE RESULT DECLARED ALONGWITH THE SCRUTINIZER'S REPORT SHALL BE PLACED ON THE COMPANY'S WEBSITE www.steelcraft.co.in AND ON THE WEBSITE OF CDSL WITHIN TWO (2) DAYS OF PASSING OF THE RESOLUTIONS AT THE AGM OF THE COMPANY AND COMMUNICATED TO THE BSE LIMITED.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 9.A.M, 31st August, 2015, and ends on 5.P.M 2nd September 2015. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (27th August, 2015) of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<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. The Sequence Number is printed on address slip of envelop. • 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 or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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).

- (vii) 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 <Ahmedabad Steelcraft Ltd> 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 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 they have to create 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.

(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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT IN RESPECT OF ITEM NO. 5 to 8 , PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM No. 5

Smt. Nita Girish Shah (DIN -03225876) was appointed as Additional Director on January 22, of 2015 in terms of Section 161 of the Companies Act, 2013 to hold the office up to the date of ensuing Annual General Meeting. Her term as Additional director will expire on September 3rd 2015. The Company has received recommendation with requisite deposit from a member under Section 160 of the Companies Act, 2013 which shall be refundable on her election as director of the Company.

The Board recommend her election on the said meeting

None of the Director expect the appointed is concerned or interested in the said resolution

ITEM No. 6

On Resignation of Shri Girishchandra Dahyabhai Shah (DIN: 00545407) as Director and Whole time Director of the Company, The Management has given thought to fill the vacancy of Whole time Director caused by the said resignation. Pursuant to Article of Association of Company the Board has appointed Smt. Nita Girish Shah(DIN -03225876) as Whole time Director up to 30th September 2017. The Remuneration payable to her is given as under.

Sr. No.	Name of Director	Designation	Scale	Period	Remarks
1.	Smt. Nita Girish Shah	Whole time Director	75,000 Scale: 75,000 to 1,25,000	2Years. w.e.f. 22/01/2015 to 30/09/2017	Liabe to retire by rotation

The Salary payable to said Whole time Director is at par with the industry.

Your approval is sought for the aforesaid Salary and following Perquisites.

(A) Perquisites:

Following perquisites will be provided subject to condition that the total amount of perquisites will not exceed an amount of annual salary.

Category A:

- Reimbursement of Expenses: incurred by the appointee on gas, electricity and water valued as per Income Tax Rule subject to ceiling of 10% of salary.
- Medical reimbursement: reimbursement of medical expenses incurred in connection with medical treatment of self and family members not exceeding an amount equal to three months salary in a year.
- Leave Travel Concession: reimbursement of travelling expenses of self and family members twice in a block of four years with a facility to encash the LTC not availed in the said block.
- Club Fees: Membership fees not more than two clubs. However, admission fees shall not be admissible.
- Insurance Premium: Insurance Premium for the personal accident for self and dependents not exceeding Rs. 10,000/- p.a

Category B

- Company's contribution to provident fund and annuity fund will not be included in the computation of the ceilings on perquisites to the extent these either singly or put together are not taxable under income tax act.
- Privileged Leave: As per the rules of the Company, unclaimed privileged leave will be encashed at the end of the year i.e. 31st March. Encashment of leave at the end of tenure will not be included in the computation of the ceilings on perquisites.

Category C:

Provision of car for use on Company's Business and telephone at residence will not be considered as perquisites. That in the event of loss or inadequacy of profits the aforesaid perquisites shall be paid to the Director as minimum perquisites. The above may also be treated as abstract of the terms of the appointment under section 190 of the Companies Act 2013.

In Case of inadequacy of Profit the remuneration payable to her shall be minimum remuneration under Schedule V of the Companies Act, 2013.

EDUCATIONAL QUALIFICATION AND EXPERIENCE:

As provided in Part 1 of Schedule V of Companies Act, 2013 it is necessary to take approval of Shareholder by Special Resolution in General Meeting to appoint Smt. Nita Girish Shah (DIN -03225876) as Whole-time Director whose age is 72 years i.e. more than 70 years. Accordingly Special Resolution is proposed as per Companies Act, 2013. She is a graduate having 22 years of experience in her field.

ITEM NO: 7 & 8.

The company has in the Board Meeting held on 28th May of 2015 suggested to adopt the new set of Memorandum of Association according to the new Companies Act, 2013 in substitution of the existing Memorandum of Association of Company. The Board recommends the Special Resolution stated in item no. 8 of notice convening the meeting.

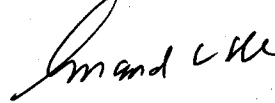
The company has in the Board Meeting held on 28th May of 2015 suggested to adopt the new set of Article of Association according to the new Companies Act, 2013 in substitution of the existing Article of Association of Company. The Board recommends the Special Resolution stated in item no. 9 of notice convening the meeting.

None of the Directors is interested.


INSPECTION OF DOCUMENTS:

Copy of Altered Memorandum of Association and Articles of Association will be available for inspection at Registered office up to the date of Annual General Meeting i.e. 3rd September, 2015 during office hours from 11:00 A.M to 4:30 P.M

For and on behalf of the Board



**Shri Anand V. Shah
M.D (DIN: 00017452)**



**Shri Darshan A. Jhaveri
M.D (DIN: 00489773)**

**Date: 28/05/2015
Place: Ahmedabad**