



NOTICE

NOTICE is hereby given that the **TWENTYSIXTH ANNUAL GENERAL MEETING** of Members of Kanishk Steel Industries Limited (“the company”) will be held on Friday, September 30, 2016, at 3.00 p.m. at the registered office of the Company at B27, (M) SIPCOT Industrial Complex, Gummidipoondi, Thiruvallur District, Tamilnadu- 601201 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of financial statements

To receive, consider and adopt the financial statement of the Company for the year ended March 31, 2016, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

2. Appointment of director

To appoint a director in place of Mr.Kanishk Gupta, who retires by rotation and being eligible, seeks re-appointment.

3. Ratification of Auditors’ appointment

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED** that, pursuant to Section 139, 142 and other applicable provisions of the Companies Act,2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board, and pursuant to the resolution passed by the members of the company at 24th Annual General Meeting held on September 30, 2014, the appointment of M/s. Chaturvedi & Company, Chartered Accountants, [Firm Registration No. 302137E] Chennai as the auditors of the Company to hold office till the conclusion of 27th Annual General Meeting, be and is hereby ratified and that the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31,2017 on the recommendation of the Audit Committee of the Company.”

SPECIAL BUSINESS:

4. Remuneration to Cost Auditor

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED** that, pursuant to section 148 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members is accorded to the remuneration of Rs.60,000/- (Rupees Sixty Thousands only) approved by the Board of Directors on the recommendations of the Audit Committee for M/s. VIVEKANANDAN & UNNI ASSOCIATES, Cost Accountants [Firm Registration No: 00085] to audit the cost records of the Company for the financial year 2016-17.”

(By Order of the Board)

For KANISHK STEEL INDUSTRIES LIMITED,

Date: May 30, 2016

Place:Chennai

M.K. MADHAVAN,

Company Secretary.

Notes:

1. The statement of material facts concerning the items of special business to be transacted at this AGM is annexed in terms of section 102 of the Companies Act, 2013.
2. A member entitled to attend and vote at this AGM is entitled to appoint a proxy to attend and vote in the meeting instead of him/ her and the proxy need not be a member of the company.
Pursuant to section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 (fifty) members and holding in aggregate not more than 10 % (ten per cent) of the total share capital of the Company.
3. Corporate members intending to send their representatives to attend their meeting are requested to send a certified true copy of the Board resolution to the company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The instrument appointing the proxy, duly completed, must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. The proxy form for the AGM is enclosed.
5. Members desirous of getting any information in respect of accounts of the company are requested to send their queries in writing to the Company's Registered Office at least seven days before the date of the meeting so that the required information can be made available at the meeting.
6. Members/Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the meeting and also the attendance slip duly filled in for easy identification of attendance at the meeting.
7. The Register of Members of the Company and Share Transfer Books will remain closed from September 23, 2016 to September 30, 2016 (both days inclusive).
8. Members holding shares in Physical Form are requested to furnish their address, if any change is there, with Registrar & Transfer Agent of the Company, M/s. Cameo Corporate Services Limited, Chennai, quoting their Folio number and numbers of Shares held. Members holding Shares in Electronic Form may communicate their change of Address to their respective Depository Participants.
9. The Notice of the AGM along with the 26th Annual Report for the financial year ended 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the 26th Annual Report for the financial year ended 2015-16 will also be available on the Company's website viz. www.kanishksteels.in
10. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" to allow paperless compliances by the corporate sector. MCA, by its Circular dated April 21, 2011, has now made permissible the service of documents through electronic mode to shareholders. To support the Green Initiative of the Government, it is proposed to send, henceforth, all Notices, Annual Report and other communications



through e-mail. For the above purpose, we request you to send an e-mail confirmation to our designated ID company.secretary@kanishksteels.in mentioning your name, DP / Customer ID or Folio number and your e-mail ID for communication.

On this confirmation, we would, henceforth, send all Notices, Annual Report and other communications through e-mail. Copies of the said documents would be available in the Company's website, www.kanishksteels.in for your access at no cost for the benefit of all stakeholders concerned. We request you to support the Green Initiative of the Government by opting for electronic mode of receiving our corporate communications.

11. The route map showing directions to reach the venue of the AGM is annexed.
12. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
13. The Board of Directors has appointed Mr.S.Dhanapal, Senior Partner, M/s.S.Dhanapal, Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
14. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
15. 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.

16. **PROCEDURE FOR E-VOTING**

The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

(a) In case of Members receiving an e-mail from NSDL:

I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

(a) In case of Members receiving an e-mail from NSDL:

- i. Open the PDF file 'KSIL e-Voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
- ii. Launch an internet browser and open <https://www.evoting.nsdl.com/>
- iii. Click on Shareholder - Login.
- iv. Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.
- v. Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost

care to keep it confidential.

- vi. Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.
- vii. Select 'EVEN' of 'Kanishk Steel Industries Limited'.
- viii. Now you are ready for e-voting as 'Cast Vote' page opens.
- ix. Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- x. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at csdhanapal@gmail.com with a copy marked to evoting@nsdl.co.in

(b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip

- i. Initial Password is provided, as follows, at the bottom of the Attendance Slip.

EVEN [E-Voting Event Number]	USER ID	Password

- ii. Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
 - II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website www.evoting.nsdl.com.
 - III. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
 - IV. The voting rights shall be as per the number of equity share held by the Member(s) as on 28th August, 2014. Members are eligible to cast vote electronically only if they are holding shares as on that date.
 - V. The Companies (Management and Administration) Rules, 2014 provides that the electronic voting period shall be completed prior to the date of AGM. Accordingly, the voting period shall commence at 10.00 a.m. on September 26, 2016 and will end at 5.00 p.m. on September 29, 2016. The e-voting module shall be disabled by NSDL at 5.00 p.m. on the same day.
 - VI. The results of the voting shall be declared in accordance with the requirements of the Companies Act, 2013. The results along with the Scrutinizer's Report, shall be placed on the website of the Company www.kanishksteels.in and website of NSDL www.evoting.nsdl.com
17. Disclosure as required under Clause 49 of the Listing Agreement in respect of Directors seeking appointment/ re-appointment at the Twentysixth Annual General Meeting is annexed hereto.



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No:4

Your company is engaged in the business of steel manufacturing. The cost records maintained under section 209(1) (d) of the company subjected to an Audit under the Section 233B of the Companies Act, 1956. Cost Auditor for this purpose was appointed with the approval of Central Government.

The Section 148 of the Companies Act, 2013 now mandates for maintenance of cost records and audit thereof. The remuneration for the audit of cost records is determined by the Board of Directors on the recommendations of Audit Committee and shall be ratified by the shareholders at the next General meeting. The approval of Central Government is no longer required under the new law.

The Board of Directors have appointed M/s. VIVEKANANDAN & UNNI ASSOCIATES, Cost Accountants [Firm Registration No: 00085] for audit of cost records of the Company for the financial year 2016-17 and determined the remuneration at Rs. 60,000/- (Rupees Sixty Thousands only) based on the recommendations of the Audit Committee. It is now placed for the approval of shareholders in accordance with Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

The Board recommends the Ordinary Resolution as set out at item no.4 for approval of the Members.

No Director or Key Managerial Personnel of the Company or their relatives of them are concerned or interested financially or otherwise, in this resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS:

RE-APPOINTMENT OF MR.KANISHK GUPTA (ITEM NO. 3)

In terms of Section 152(6) of the Companies Act, 2013, Mr. Kanishk Gupta shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers himself for re-appointment.

Mr. Kanishk Gupta appointed is aged 29 years and appointed as an Executive Director of the Company for a period of five years effective from 3rd September, 2012.

Mr. Kanishk Gupta is a Management Graduate from Boston University, U.S.A. He belongs to Promoter Group and holds 417612 Shares (1.47%). He holds his Directorship since 2012 and contributes to the Company's Growth with his rich experience in Manufacturing, Marketing, Maintenance and dealing with Bank and Government agencies.

Mr. Kanishk Gupta is related to Mr. Ravi Kumar Gupta, the Chairman and Managing Director of the Company. He holds Directorship in the following Companies also: Kanishk Metal Recycling Private Limited, Om Power Shakti India Private Limited. He is also Designated Partner in Vallur Holdings LLP.



KANISHK STEEL INDUSTRIES LIMITED

Registered Office : B-27(M), SIPCOT Industrial Complex,
Gummidipoondi, Thiruvallur District, Tamilnadu – 601 201

CIN : L27109TN1995PLC067863

PROXY FORM

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

Name of the Member (s)	:
Registered Address	:
E-mail Id	:
Folio No/ Client Id	:
DP ID	:

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

1. Name :
Address :
E-mail Id :
Signature :

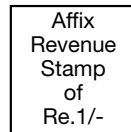
or failing him

2. Name :
3. Address :
E-mail Id :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 26thAnnual General Meeting of the Company, to be held on Tuesday, the September 30, 2016 at 3.00 p.m. at B-27(M), SIPCOT Industrial Complex, Gummidipoondi, Thiruvallur District, Tamilnadu – 601201 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Financial Statements
2. Appointment of directors
3. Ratification of Auditors' appointment
4. Remuneration to Cost Auditor

Signed this day of 2016.



(Signature of Member)

Signature of Proxy holder(s)

Note :

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.



KANISHK STEEL INDUSTRIES LIMITED

Registered Office : B-27(M), SIPCOT Industrial Complex,
Gummidipoondi, Thiruvallur District, Tamilnadu – 601 201
CIN : L27109TN1995PLC067863

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]

26th ANNUAL GENERAL MEETING

Date : 30.09.2016 (Friday)
Time : 3.00 P.M
Place : B-27 (M), SIPCOT Industrial Complex, Gummidipoondi, Thiruvallur District, Tamilnadu- 601201

BALLOT PAPER

1. Name of the First Named Shareholder (In block letters)	:	
2. Postal address	:	
3. Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	:	
4. Class of Share	:	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sl. No:	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	Adoption of Financial Statements			
2	Appointment of directors			
3	Ratification of Auditors' appointment			
4	Remuneration to Cost Auditor			

Place:

(Signature of Shareholder)

Date: