



NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the Members of Chandi Steel Industries Limited will be held on Tuesday 30th September, 2014 at 11:00 a.m. at the Registered Office of the Company situated at 3, Bentinck Street, Kolkata – 700 001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the financial year ended on that date together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Susanta Sarkar (holding DIN – 06449312), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. Rashmi & Co., Chartered Accountants, of 213 Todi Chambers, 2 Lal Bazar Street, Kolkata – 700 001, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, at such remuneration as may be fixed by the Board of Directors and the Audit Committee, apart from reimbursement of out of pocket expenses and taxes as applicable.”

SPECIAL BUSINESS

Item No. 4

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made therein (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and the Listing Agreement with the Stock Exchange(s), Shri Anshuman Dalmia (holding DIN - 00061573), whose period of office was liable to determination of retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013, proposing his candidature for the office of an Independent Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office from the date of this Annual General Meeting till 31st March, 2019.”

Item No. 5

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made therein (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and the Listing Agreement with the Stock Exchange(s), Shri Vishal Bagri (holding DIN - 00078949), whose period of office was liable to determination of retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013, proposing his candidature for the office of an Independent Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office from the date of this Annual General Meeting till 31st March, 2019.”

Item No. 6

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made therein (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and the Listing Agreement with the Stock Exchange(s), Shri Mahesh Kumar Keyal (holding DIN - 00079253), whose period of office was liable to determination of retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013, proposing his candidature for the office of an Independent Director be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office from the date of this Annual General Meeting till 31st March, 2019.”

Item No. 7

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), a consolidated remuneration of ₹ 20,000/- (excluding applicable taxes and reimbursement of out-of pocket expenses, if any) as fixed by the Board of Directors at its meeting held on 13th August, 2014 to be paid to Mondal & Associates, Proprietor Mr. Amiya Mondal, being the Cost Auditors of the Company, having office at 45, Akhil Mistry Lane, Kolkata – 700 009 for conducting the audit of the cost records of the Company and providing Cost Audit Report, Performance Appraisal Report and all such reports, annexures, records, documents etc., for the financial year 2014-15, that may be required to be prepared and submitted by the Cost Auditors under applicable statute be and is hereby ratified;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Item No. 8

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

“RESOLVED THAT in supersession of the earlier Ordinary resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the Annual General Meeting of the Company held on 29th September, 2010, and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 200 Crore (Rupees Two Hundred Crore only) and that the monies borrowed/ to be borrowed by the Company in respect of earlier resolution passed under the aforesaid Section be and is hereby approved;

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to execute all such documents, instruments and writings as may be required and do all such acts, deeds and things as it may in its absolute discretion deem necessary to give effect to the above resolution and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Committee of the Board or any Key Managerial Personnel (KMP) or any other Officer(s) of the Company.”



Item No. 9

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

“RESOLVED THAT in supersession of the earlier Ordinary resolution passed under Section 293(1)(a) of the Companies Act, 1956 at the Extra-ordinary General Meeting of the Company held on 14th August, 2003, and pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to hypothecate, mortgage/charge or create lien and / or other encumbrances in addition to the mortgages / charges etc. already created / to be created by the Company in such form and manner and with such ranking as at such time and on such terms on all or any of the immoveable and moveable properties of the Company both present and future and / or on the part or whole or substantially the whole of the undertaking(s) of the Company as the Board may determine to secure the sum or sums of monies borrowed or to be borrowed aggregating up to a sum of ₹ 200/- Crore (Rupees Two Hundred Crore only) and that any hypothecation, mortgage/charge or creation of lien and / or other encumbrances created/ to be created on the immoveable/moveable properties of the Company in respect of earlier resolution passed under the aforesaid Section be and is hereby approved;

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise and execute such deeds, documents, agreements and / or papers as may be required for creation of the aforesaid mortgage, hypothecation, charge or any other encumbrances, if any, by the Company and to execute all such documents, instruments and writings as may be required and do all such acts, deeds and things as it may in its absolute discretion deem necessary to give effect to the above resolution and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Committee of the Board or any Key Managerial Personnel (KMP) or any other Officer(s) of the Company.”

Item No. 10

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

“RESOLVED THAT pursuant to the provisions of Section 181 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors (herein referred to as ‘the Board’ which shall deem to include any committees thereof) to contribute to bonafide charitable and other funds provided that the aggregate amount of contribution to such funds in a financial year shall not exceed the limits as set out in Section 181 or a sum of ₹ 1 lac (Rupees one lac only) whichever is higher.”

Registered Office:

3, Bentinck Street
Kolkata – 700 001
Place : Kolkata
Date : 30th August, 2014

By Order of the Board
For **Chandi Steel Industries Limited**

Perna Sharma
Company Secretary

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business under item no. 4 to 10 to be transacted at the Annual General Meeting (‘the meeting’) is annexed hereto and forms part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT**

LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. FURTHER, PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.

A person can act as a proxy on behalf of the member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. Also, a member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other person or member.

3. Pursuant to Section 88 of the Companies Act, 2013 which has come into force w.e.f. 1st April, 2014 the Register of Members is required to be maintained in form MGT -1, in this respect, members holding shares in physical form are requested to inform/update the following additional details to the RTA, Maheshwari Datamatics Pvt. Ltd. of 6, Mangoe Lane, Kolkata – 700001
 - a. E-mail id (of the first holder)
 - b. PAN no.
 - c. Unique Identification Number (AADHAR NO.)
 - d. Mother's Name
 - e. Occupation
 - f. In case the member is a minor, Name of the Guardian and date of birth of the Member
 - g. CIN no. (In case the member is a body corporate)
4. Members are requested to quote the Folio/Client ID & DP ID Nos. in all correspondences.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 (Corresponding to Section 154 of the Companies Act, 1956), the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 27th September, 2014 to Tuesday, 30th September, 2014 (both days inclusive).
6. Electronic copy of the Notice of the Thirty Sixth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. However, members who have not registered their email address shall be furnished with physical copies of the aforesaid Notice in the permitted mode.
7. All the documents referred to in the accompanying notice are available for inspection by the members at the Registered Office of the Company on all working days (except Saturdays and Sundays), between 11:00 A.M. to 1:00 P.M. upto the conclusion of this Annual General Meeting.
8. Members seeking further information on the Accounts or any other matter contained in the Notice are requested to write to the Company at least 7 (Seven) days before the meeting so as to enable the Company to make available relevant information at the meeting.
9. Members are requested to bring their copy of Annual Report at the meeting.
10. a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement with the Stock Exchange, the Company is pleased to inform that *the business as stated in the notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means* through e-voting services as provided by the Central Depository Services (India) Limited (CDSL). **The detailed process for exercising the e-voting facility is enclosed and is being sent as a part of the Notice. Members are requested to carefully read the instructions of e-voting before exercising their vote.**
 - b) The e-voting facility will be made available during the following period:
Commencement of e-voting: From 10:00 a.m. on Monday, 22nd September, 2014
End of e-voting: up to 10:00 p.m. on Wednesday, 24th September, 2014



Members' holding shares either in physical or dematerialized mode as on the cut-off date (i.e. the record date) viz. Friday, 29th August, 2014 may exercise their vote electronically.

- c) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently. Further, members who have cast their vote electronically shall not be allowed to vote again at the meeting. However, members may attend the meeting and participate in the discussions, if any.
 - d) Proxies cannot vote through e-voting facility.
 - e) The voting rights of the members shall be one vote per paid up equity share, registered in the name of the shareholders/beneficial owners as on the cut-off date (i.e. the record date) being 29th August, 2014.
 - f) The Board of Directors has appointed Mrs. Premlata Soni, Practising Company Secretary, (Membership No. FCS: 4385), as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - g) The scrutinizer shall within a period of not exceeding 3 (Three) working days from the date of conclusion of the e-voting period, unblock the votes in the presence of at least 2 (Two) witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.
 - h) The result of e-voting shall be announced by the Chairman at the Annual General Meeting or thereafter and the resolution shall be deemed to be passed at the Annual General Meeting subject to the receipt of requisite number of votes in favour of the Resolutions.
 - i) The results of e-voting will be communicated to the Stock Exchanges where shares of the Company are listed viz. The Calcutta Stock Exchange Limited. Further, the results so declared along with the Scrutinizer's Report shall also be placed on the website of the Company as well as on the website of CDSL within 2 working days of passing of the resolution.
11. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

Registered Office:
3, Bentinck Street
Kolkata – 700 001
Place : Kolkata
Date : 30th August, 2014

By Order of the Board
For **Chandi Steel Industries Limited**

Prerna Sharma
Company Secretary

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:

Item No. 4

Shri Anshuman Dalmia joined the Board of Directors of the Company w.e.f. 30th October, 2008 as an Additional Director (Category – Non-Executive Independent).

Shri Anshuman Dalmia (holding DIN - 00061573) is a Director whose period of office was liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of the requirements of the Companies Act, 2013 read with SEBI Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014 on Amendments to Clause 49 of the Equity Listing Agreement, the Company is required to appoint independent directors for a fixed term and their office shall not be liable to determination by retirement of directors by rotation. Accordingly, in compliance with Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made therein (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and the Listing Agreement with the Stock Exchange, Shri Anshuman Dalmia, being eligible and consenting to act as such, is proposed to be appointed as an Independent Director who shall hold office from the date of this Annual General Meeting till 31st March, 2019.

Also, a notice in writing under Section 160 of the Companies Act, 2013, has been received from a member proposing Shri Anshuman Dalmia, as a candidate for the office of Director of the Company.

The Company has received consent in writing from Shri Anshuman Dalmia to act as a Director of the Company along with the requisite disclosures and a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Shri Anshuman Dalmia fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Anshuman Dalmia as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Shri Anshuman Dalmia as an Independent Director, for the approval by the members of the Company.

The Board of Directors, therefore, recommend the Resolution under item no. 4 to be passed as an Ordinary Resolution by the members.

Shri Anshuman Dalmia may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to his own appointment. None of the other Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 5

Shri Vishal Bagri joined the Board of Directors of the Company w.e.f. 26th June, 2008 as an Additional Director (Category – Non-Executive Independent).

Shri Vishal Bagri (holding DIN - 00078949) is a Director whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of the requirements of the Companies Act, 2013 read with SEBI Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014 on Amendments to Clause 49 of the Equity Listing Agreement, the Company is required to appoint independent directors for a fixed term and their office shall not be liable to determination by retirement of directors by rotation. Accordingly, in compliance with Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made therein (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and the Listing Agreement with the Stock Exchange, Shri Vishal Bagri, being eligible and consenting to act as such, is proposed to be appointed as an Independent Director who shall hold office from the date of this Annual General Meeting till 31st March, 2019.

Also, a notice in writing under Section 160 of the Companies Act, 2013, has been received from a member proposing Shri Vishal Bagri as a candidate for the office of Director of the Company.



The Company has received consent in writing from Shri Vishal Bagri to act as a Director of the Company along with the requisite disclosures and a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Shri Vishal Bagri fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Vishal Bagri as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Shri Vishal Bagri as an Independent Director, for the approval by the members of the Company.

The Board of Directors, therefore, recommend the Resolution under item no. 5 to be passed as an Ordinary Resolution by the members.

Shri Vishal Bagri may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to his own appointment. None of the other Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 6

Shri Mahesh Kumar Keyal joined the Board of Directors of the Company w.e.f. 29th June, 2009 as an Additional Director (Category – Non-Executive Independent).

Shri Mahesh Kumar Keyal (holding DIN - 00079253) is a Director whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of the requirements of the Companies Act, 2013 read with SEBI Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014 on Amendments to Clause 49 of the Equity Listing Agreement, the Company is required to appoint independent directors for a fixed term and their office shall not be liable to determination by retirement of directors by rotation. Accordingly, in compliance with Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made therein (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and the Listing Agreement with the Stock Exchange, Shri Mahesh Kumar Keyal, being eligible and consenting to act as such, is proposed to be appointed as an Independent Director who shall hold office from the date of this Annual General Meeting till 31st March, 2019.

Also, a notice in writing under Section 160 of the Companies Act, 2013, has been received from a member proposing Shri Mahesh Kumar Keyal as a candidate for the office of Director of the Company.

The Company has received consent in writing from Shri Mahesh Kumar Keyal to act as a Director of the Company along with the requisite disclosures and a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Shri Mahesh Kumar Keyal fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Mahesh Kumar Keyal as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Shri Mahesh Kumar Keyal as an Independent Director, for the approval by the members of the Company.

The Board of Directors, therefore, recommend the Resolution under item no. 6 to be passed as an Ordinary Resolution by the members.

Shri Mahesh Kumar Keyal may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to his own appointment. None of the other Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 7

On the basis of the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 13th August, 2014, has approved the re-appointment and remuneration of the Cost Auditors of the Company, Mondal & Associates, Proprietor Mr. Amiya Mondal, to conduct audit of the cost

records of the Company and providing Cost Audit Report, Performance Appraisal Report and all such reports, annexures, records, documents etc., for the financial year 2014-15, that may be required to be prepared and submitted by the Cost Auditors under applicable statute.

In terms of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors has to be approved by the Board and subsequently ratified by the members of the Company.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year 2014-15.

The Board of Directors, therefore, recommend the Resolution under item no. 7 to be passed as an Ordinary Resolution by the members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 8

In accordance with the Ordinary resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the Annual General Meeting of the Company held on 29th September, 2010, the Board of Directors of the Company was authorised to borrow, from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 200 Crore (Rupees Two Hundred Crore only).

Further, in terms of Section 180(1)(c) of the Companies Act, 2013, effective w.e.f. 12th September, 2013, the Board can exercise its borrowing powers only with the consent of the members by way of a Special Resolution unlike Ordinary Resolution as was required under Section 293(1)(d) of the Companies Act, 1956. The approval of the members is also sought for any money, whatsoever borrowed/ to be borrowed by the Company after the expiry of time period granted by the Ministry of Corporate affairs in respect of earlier resolution passed under the aforesaid Section.

The Board of Directors, therefore, recommend the Resolution under item no. 8 to be passed as a Special Resolution by the members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 9

In accordance with the Ordinary Resolution passed under Section 293(1)(a) of the Companies Act, 1956 at the Extra-ordinary General Meeting of the Company held on 14th August, 2003, the Board of Directors of the Company were authorised to hypothecate, mortgage/charge or create lien and/or other encumbrances in addition to the mortgages / charges etc. already created/to be created by the Company in such form and manner and with such ranking as at such time and on such terms on all or any of the immovable and moveable properties of the Company both present and future and / or on the part or whole or substantially the whole of the undertaking(s) of the Company, to secure the amount borrowed/to be borrowed by the Company or as security for monies lend to others from time to time for the due payment of the principal monies together with the interest payable thereon in respect of such borrowings.

Further, in terms of Section 180(1)(a) of the Companies Act, 2013, effective w.e.f. 12th September, 2013, the Board can exercise its power to hypothecate, mortgage/charge or create lien and / or other encumbrances on the immovable/movable properties of the Company, from time to time only with the consent of the members by way of a Special Resolution unlike Ordinary Resolution as was required under Section 293(1)(a) of the Companies Act, 1956. The approval of the members is also sought for any hypothecation, mortgage/charge or creation of lien and / or other encumbrances created/ to be created on the immovable/movable properties of the Company in respect of earlier resolution passed under the aforesaid Section and that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be



obtained from the Company's Bankers, shall not be in excess of ₹ 200 Crore (Two Hundred Crore only). The Board of Directors, therefore, recommend the Resolution under item no. 9 to be passed as a Special Resolution by the members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 10

As per the provision of Section 181 of the Companies Act, 2013 the Board of Directors of the company can contribute to bona fide charitable and other funds, any amount the aggregate of which, in any financial year shall not exceed 5% of its average net profits for the three immediately preceding financial years.

The consent of the members is sought to enable the Company to continue with contribution to any institute, body, trust, society, association or person for any bona fide and charitable fund.

The Board of Directors, therefore, recommend the Resolution under item no. 10 to be passed as an Ordinary Resolution by the members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Registered Office:

3, Bentinck Street

Kolkata – 700 001

Place : Kolkata

Date : 30th August, 2014

By Order of the Board
For **Chandi Steel Industries Limited**

Perna Sharma

Company Secretary

ANNEXURE TO THE NOTICE PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES

Brief profile of Director Seeking Re-appointment at the Thirty Sixth Annual General Meeting

Name of Director	Shri Susanta Sarkar
Date of Birth	15th October, 1970
Date of Appointment	19th November, 2012
Qualification	Draughtsmanship (Mech. & Civil)
Expertise in Specific functional area	He has a deep knowledge of Central Excise.
Directorship held in other Public Companies	Nil
Chairman / Member of the Committees of the Board of Directors of the Company:	
(a) Audit committee	–
(b) Shareholders Committee	–
(c) Remuneration Committee	–
Chairman/Member of the Committees of the Board of Directors of other Public Companies in which he is a Director:	
(a) Audit committee	–
(b) Shareholders Committee	–
(c) Remuneration Committee	–
No. of Equity Shares held in the Company	Nil

Brief profile of Director Seeking Appointment at the Annual General Meeting

Name of Director	Shri Anshuman Dalmia	Shri Vishal Bagri	Shri Mahesh Kumar Keyal
Date of Birth	23rd December, 1981	25th December, 1969	2nd November, 1972
Date of Appointment	30th October, 2008	26th June, 2008	29th June, 2009
Qualification	B. Com (Hons.)	B. Com (Hons.)	B. Com
Expertise in Specific functional areas	He has deep knowledge of marketing of Iron & Steel Products	He has more than 20 years of experience in marketing of Iron & Steel products	He has more than 15 years of experience of procurement of raw materials & production process.
Directorship held in other Public Companies	Nil	Jai Balaji Jyoti Steels Limited	Nil
Chairman / Member of the Committees of the Board of Directors of the Company:			
(a) Audit committee	Chairman	Member	Member
(b) Shareholders Committee	Member	—	—
(c) Remuneration Committee	Chairman	Member	Member
Chairman/Member of the Committees of the Board of Directors of other Public Companies in which he is a Director:			
(a) Audit committee	—	Member	—
(b) Shareholders Committee	—	—	—
(c) Remuneration Committee	—	Member	—
No. of Equity Shares held in the Company	Nil	Nil	24,200

Process and manner of e-voting

- A. In case of Members receiving Notice of the Annual General Meeting by email and who wish to vote using the e-voting facility:
- i) Email contains your user ID and password for e-voting. Please note that this password is an initial password.
 - ii) Log on to the e-voting website www.evotingindia.com



- iii) Now click on “Shareholders” tab to cast your votes.
- iv) Now select the Company’s name “Chandi Steel Industries Limited” from the drop down menu and click on “SUBMIT”
- v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL : 8 Character DP ID followed by 8 Digits Client ID For CDSL : 16 digits beneficiary ID	Folio Number registered with the Company

- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Suresh Kumar with sequence number 1 then enter SU00000001 in the PAN field. PAN/DEFAULT PAN is communicated in the Attendance Slip.
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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<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.

- ix) After entering these details appropriately, click on “SUBMIT” tab.
- x) Members holding shares in Physical form will then reach directly to the Company selection screen.
- xi) 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.

- xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xiii) Click on the EVSN for the relevant <Chandi Steel Industries Limited> on which you choose to vote.
- xiv) 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.
- xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xvi) 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.
- xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xviii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xix) 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.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

B. In case of Members receiving Notice of the Annual General Meeting by post and who wish to vote using the e-voting facility:

Please follow all steps from Sr. No. (ii) to Sl. No. (xix) above, to cast your vote.

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.