

ENSA STEEL INDUSTRIES LIMITED

Regd. Office: 43, Atlanta Building, Nariman Point, Mumbai – 400 021.

CIN No. L45200MH1985PLC035172

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the members of the Company will be held at Sheetal – I Hall, Land Mark, Link Road, Mith Chowkey, Malad (West), Mumbai – 400 064 on Thursday, the 31st December 2015 at 10.30 A.M. to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 30th June 2015 and the Profit and Loss Account for the year ended on that date along with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Shri Tirthesh Thakkar (DIN 01247869), who retires by rotation and being eligible, offers himself for re-appointment in terms of Section 152(6) of the Companies Act, 2013.
3. To appoint a director in place of Shri Sanjay Chohan (DIN 03249844), who retires by rotation and being eligible, offers himself for re-appointment in terms of Section 152 (6) of the Companies Act, 2013.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS :

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

To appoint Ms. Jayshree Sonawala (DIN 01539942), as an Independent Director and in this regard 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, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the listing agreement, Ms. Jayshree Sonawala (DIN 01539942), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st March, 2015 in terms of Section 161 (1) of the Act and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of this Annual General Meeting.”

6. CHANGE OF ACCOUNTING YEAR

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

“RESOLVED THAT pursuant to the provisions of Sections 2 (41) and all other applicable provisions, if any, of the Companies Act, 2013, the financial year of the Company, which ends on 30th June 2016, beginning from the 1st July, 2015 be close on the 31st March, 2016 so that balance-sheet and the profit and loss account giving effect to such change shall be complied with for a period of nine months from 1st July, 2015 to 31st March, 2016 for the financial year ended on 31st March, 2016 and thereafter the financial year commence on 1st April and ends on 31st March every year.

RESOLVED FURTHER THAT Copy of the said resolution certified to be true be submitted to Registrar of Companies, Maharashtra, Mumbai, Stock Exchanges and such other Government Authorities as may be required to note the said change.

By Order of the Board
For **Ensa Steel Industries Ltd.**

Place : Mumbai
Date : 25th November, 2015

R. J. Sandesara
Director
(DIN-01671907)

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 OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE LODGED WITH THE COMPANY AT ANY TIME NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING. A FORM OF PROXY IS ENCLOSED.

In terms of Section 105 of the Companies Act, 2013, and rules thereunder, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such other person shall not act as a proxy for any other person or member. Proxies submitted on behalf of the limited companies, societies etc. must be supported by appropriate resolution / authority, as applicable.

2. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the special business under item No. 5 & 6 are annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, the 24th December, 2015 to Thursday, the 31st December 2015 (both days inclusive).
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat account. Members holding shares in physical form can submit their PAN details to the Company.
5. 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.
6. Electronic copy of the Annual Report for 2015 is being sent to all the members whose email IDs 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 email address, physical copy of the Annual Report for 2015 is being sent in permitted mode.
7. Electronic copy of the notice of the 31st 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 Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the notice of 31st 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 in permitted mode.

8. Members holding shares in physical form are requested to notify immediately any change in their address with PIN code to the Company's Share Transfer Agents and in case of Members holding shares in electronic form, this information should be passed on directly to their respective Depository Participants and not to the Company.

9. **Dematerialisation of shares and liquidity**

Equity shares of your Company can be traded in electronic form only by all the investors. Your Company has established connectivity with both the depositories viz. NSDL and CDSL through its Share Transfer Agent Purva Share registry (India) Private Limited. Equity shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialisation of their shareholding so as to avoid inconvenience in future.

10. Members, holding shares in physical form, may avail of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the Form-SH 13 as prescribed in the Companies (Share Capital & Debenture) Rule, 2014, any person to whom their shares in the Company shall vest on occurrence of events stated in the Form. Those holding shares in physical form may obtain Form-SH 13 and send the same in duplicate to the RTA. In case of Shares held in dematerialised form, the nomination has to be lodged with the respective DP.

11. Members desirous of obtaining any information on the Annual Accounts to be explained at the Meeting are requested to write to the Company at an early date to facilitate compilation of information.

12. The Companies are required to transfer the dividend remaining unpaid for the 7 years to the Investor Education and Protection Fund Account.

As the Company has not declared dividend during last 7 Years, no unpaid dividend is due for transfer to the Investor education and protection fund.

13. **Voting Options**

1. **Voting through Electronic Means**

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means.

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

A. **In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:**

a) Open email and open PDF file viz; "Ensa Steel Industries Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.

b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

c) Click on Shareholder – Login

d) Put user ID and password as initial password / PIN noted in step (a) above. Click Login.

e) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

f) Home page of e-voting opens. Click one-voting: Active Voting Cycles.

g) Select "EVEN" of Ensa Steel Industries Limited.

h) Now you are ready for e-voting as Cast Vote page opens.

- i) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- j) Upon confirmation, the message “Vote cast successfully” will be displayed.
- k) Once you have voted on the resolution, you will not be allowed to modify your vote.
- l) 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 etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to mehuladvocate@rediffmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository Participant(s)] or requesting physical copy:

- a. Initial password is provided at the bottom of the Attendance Slip for the AGM:
EVEN (E-voting Event Number) USER ID PASSWORD/PIN.
- b. Please follow all steps from Sl. No. (b) to Sl. No. (l) Above, to cast vote.

2. Voting at AGM: The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

OTHER INSTRUCTIONS

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. **The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, 23rd December, 2015, are entitled to vote on the Resolutions set forth in this Notice.**
- V. The remote e-voting period will commence at 9.00 a.m. on Monday, 28th December, 2015 and will end at 5.00 p.m. on Wednesday, 30th December, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd December, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd December, 2015.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd December, 2015 may obtain the login ID and password by sending an email to investorscompsiel@rediffmail.com or evoting@nsdl.co.in by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forget User Details/Password” option available on www.evoting.nsdl.com.
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. Mr. Mehul Vyas, Advocate has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- XI. The Scrutiniser shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 3 days of conclusion of the meeting submit a consolidate scrutiniser report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorised by him in writing.
- XII. The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited and The Calcutta Stock Exchange Limited.

By Order of the Board
For **Ensa Steel Industries Ltd.**

Place : Mumbai
Date : 25th November, 2015

R. J. Sandesara
Director
(DIN-01671907)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013 AND THE INFORMATION AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT IS AS FOLLOW:

Item No. 2

Name : Shri Tirthesh R. Thakkar
Age : 55 Years
Qualification & Experience : Mr. Tirthesh R. Thakkar is a Commerce Graduate having more than 26 years of business experience in the field of Accounts and Commercial matters. He does not hold any other directorship

Item No. 3

Name : Shri Sanjay Chohan
Age : 57 Years
Qualification & Experience : Shri Sanjay Chohan is a Commerce Graduate having more than 27 years of experience in handling Accounting, Commercial and Liasoning work. He does not hold any other Directorship.

Item No. 5

Appointment of Ms. Jayshree Sonawala

Ms. Jayshree Sonawala was appointed as independent director w.e.f 31ST March, 2015.

Ms. Jayshree Sonawala has completed HSC and having 16 years experience in Finance, Management and liaison works. She is also Director of Nimble Properties Pvt. Ltd., Respite Properties Pvt. Ltd., Glimmer Properties Pvt. Ltd., Genial Engineering Pvt. Ltd., Vertigo Engineering Pvt. Ltd., Province Engineering Pvt. Ltd. Placid Engineering Pvt. Ltd., Burnish Infrastructure Pvt. Ltd., Riteline Mercantile Company Pvt. Ltd., Concur Infrastructure Pvt. Ltd. and Aadarsh Engineering Pvt. Ltd.

She is not holding any shares of the Company.

Section 149 and section 152 of the Companies Act, 2013, inter alia specifies that:

- (a) Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment for a further period of five years, subject to passing of special resolution by the Shareholders in General Meeting; and
- (b) An Independent Director shall not be liable to retire by rotation at the annual general meeting.

The new provisions further provide that the Independent Directors shall give a confirmation of independence and meeting of the prescribed criteria, as mentioned in section 149(6) of the Companies Act, 2013.

In terms of section 149 and other applicable provisions of the Companies Act, 2013, Ms. Jayshree Sonawala being eligible and offering herself for appointment is proposed to be appointed as an Independent Director for five consecutive years from the date of this Annual General Meeting.

The Company has received from Ms. Jayshree Sonawala :

- (i) Intimation in Form DIR 8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub section (2) of section 164 of the Companies Act, 2013.
- (ii) A declaration to the effect that she meets the criteria of independence as provided under sub section (6) of section 149 of the Companies Act, 2013.

In the opinion of the Board, Ms. Jayshree Sonawala fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Jayshree Sonawala as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Jayshree Sonawala as an Independent Director.

This Explanatory Statement may also be regarded as a disclosure under clause 49 of the Listing agreement with the Stock Exchanges.

None of the Directors or KMPs of the Company or their relatives except Ms. Jayshree Sonawala herself is concerned or interested in the resolution.

The Board of Directors recommends resolution set out at item no.5 for your consideration and approval.

Item No. 6

As per The Companies Act, 2013 The financial year of the company must be ended on 31st March, every year. As our company has follow accounting year ended on 30th June every year, we have to change the accounting year which will ended on 31st March every year so the next financial statements will be prepared for a period of nine month starting from 1st July, 2015 and ended on 31st March, 2016 and there after every year the financial year commence on 1st April and ended on 31st March of the following year.

None of the Directors, Key Managerial Personnel and relatives of Directors / Key Managerial Personnel of the Company is in any way concerned or interested in this Special Resolution.

The Board of Directors recommends resolution set out at item no.6 for your consideration and approval.

By Order of the Board
For Ensa Steel Industries Ltd.

Place : Mumbai
Date : 25th November, 2015

R. J. Sandesara
Director
(DIN-01671907)

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	:	L45200MH1985PLC035172
Name of the Company	:	Ensa Steel Industries Limited
Registered Office	:	43, Atlanta Building, Nariman Point, Mumbai, Maharashtra – 400 021
Name of the member (s)	:	
Registered Address	:	
E-mail Id	:	
Folio No / Client Id	:	
DP Id	:	

I / We, being the Member(s) holding _____ shares of the above named Company, hereby appoint;

- | | | | |
|-----|-----------|-----------|-----------------------|
| (1) | Name: | Address | |
| | E-mail Id | Signature | or failing him / her; |
| (2) | Name: | Address | |
| | E-mail Id | Signature | or failing him / her; |
| (3) | Name: | 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 the 31st Annual General Meeting of the Company, to be held on Thursday, the 31st December, 2015 at 10.30 a.m. at Sheetal – I Hall, Land Mark, Link Road, Mith Chowkey, Malad (West), Mumbai – 400 064 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolu- tion No.	Resolutions
	Ordinary Business:
1.	Adoption of Financial Statement for the financial year ended 30 th June, 2015
2.	Re-appointment of Shri Tirthesh Thakkar (DIN 01247869), Director Who retires by rotation.
3.	Re-appointment of Shri Sanjay Chohan (DIN 03249844), Director who retires by rotation.
4.	To appoint and fix remuneration of Auditors of the Company for the financial year ended 31 st March, 2016
	Special Business:
5.	Appointment of Ms. Jayshree Sonawala (DIN 01539942) as an Independent Director for a period of five years
6.	Change of Accounting Year

Signed this _____ day of _____ 2015

Signature of Shareholder _____

Signature of Proxy holder(s) _____

AFFIX
₹ 1/-
REVENUE
STAMP

Notes:

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.

ENSA STEEL INDUSTRIES LIMITED

Regd. Office: 43, Atlanta Building, Nariman Point, Mumbai – 400 021.

CIN No. L45200MH1985PLC035172**ATTENDANCE SLIP****PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.**

Joint shareholders may obtain additional Attendance Slip at the venue of the meeting

DP ID*	
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Regd. Folio No.	
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Client ID*	
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NAME AND ADDRESS OF THE SHAREHOLDER

No. of Share(s) held: _____

I hereby record my presence at the 31st ANNUAL GENERAL MEETING of the company held on Thursday, the 31st December, 2015 at 10.30 a.m. at Sheetal-I Hall, Land Mark, Link Road, Mith Chowkey, Malad (W), Mumbai–400 064.

Signature of the shareholder or proxy

*Applicable for investors holding shares in electronic form.

ENSA STEEL INDUSTRIES LIMITED

Regd. Office: 43, Atlanta Building, Nariman Point, Mumbai – 400 021.

CIN No. L45200MH1985PLC035172**ATTENDANCE SLIP****PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.**

Joint shareholders may obtain additional Attendance Slip at the venue of the meeting

DP ID*	
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Regd. Folio No.	
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Client ID*	
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NAME AND ADDRESS OF THE SHAREHOLDER

No. of Share(s) held: _____

I hereby record my presence at the 31st ANNUAL GENERAL MEETING of the company held on Thursday, the 31st December, 2015 at 10.30 a.m. at Sheetal-I Hall, Land Mark, Link Road, Mith Chowkey, Malad (W), Mumbai–400 064.

Signature of the shareholder or proxy

*Applicable for investors holding shares in electronic form.



ENSA STEEL INDUSTRIES LIMITED

31st ANNUAL REPORT 2014-2015



BOARD OF DIRECTORS

R. J. Sandesara
Director

J. C. Sandesara
Director

R. B. Dixit
Director

T. R. Thakkar
Director

Sanjay Chohan
Director

Jayshree Sonawala
Director

BANKERS
Punjab National Bank
Corporation Bank

AUDITORS
H. S. Hathi & Co.
Chartered Accountants

REGD. OFFICE
43, Atlanta,
Nariman Point,
Mumbai – 400 021

Members are requested to bring their
copy of the Annual Report with them
to the Annual General Meeting.