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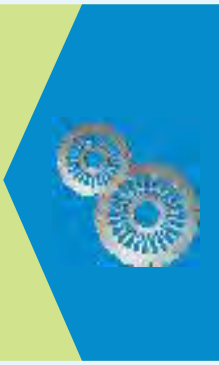
26th ANNUAL REPORT 2013-14



Ruchi Strips & Alloys Ltd.

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CORPORATE INFORMATION

Board of Directors

Mr. Kailash Chandra Shahra	-	Chairman
Mr. Umesh Shahra	-	Managing Director
Mr. Arvind Mishra	-	Director
Mr. Ashok Khasgiwala	-	Director
Mr. Navin Khandelwal	-	Director
Mr. Manish Jain	-	Director
Mr. Vijay Kumar Mahajan	-	Director
Ms. Puneet Bedi	-	Additional Director
Ms. Ishita Khandelwal	-	Additional Director
Mr. Veer Kumar Jain	-	Director (Upto 13th August, 2014)

Company Secretary

CS Deepak Upadhyay
(w.e.f. 29.05.2014)

Auditors

Arun Maheshwari & Company
8/9, Mahesh Nagar, Indore (M.P.) India

Registered Office

611, Tulsiani Chambers,
Nariman Point,
Mumbai-400021 India

Register & Share Transfer Agent

Sarthak Global Limited
170/10, Film Colony,
R.N.T. Marg, Indore (M.P.) India

Bankers

State Bank of India
Dena Bank
The Jammu & Kashmir Bank Ltd.
United Bank of India
Allahabad Bank

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NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of the Company will be held on Thursday, the 25th day of September, 2014 at 11:30 A.M. at Sunvile Deluxe Pavilion, Sunvile Building, 9, Dr. Annie Besant Road, Worli, Mumbai - 400018 to transact the following business;

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the year ended 31st March, 2014 together with the Report of Directors & Auditors thereon.

2. To appoint a Director in place of Mr. Manish Jain, who retires by rotation and being eligible offers himself for reappointment.

3. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company :

   "RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s. Arun Maheshwari & Co., Chartered Accountants, Indore (Firm Registration No.0870C), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Next Annual General Meeting of the Company at such remuneration plus service tax, out-of-pocket expenses, travelling expenses, etc., as may be mutually agreed between the Managing Director of the Company and the Auditors."

SPECIAL BUSINESS:

4. Appointment of Mr. Vijay K. Mahajan as an Independent Director.

   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 other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Vijay K. Mahajan, (holding DIN: 01367496) Director of the Company whose period of office is liable to determine by retirement of Directors by rotation and in respect of whom the Company has received notice in writing from a Member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, who will not be liable to retire by rotation and holds office for five consecutive years for a term upto 31st March, 2019;

   RESOLVED FURTHER THAT any Director and Company Secretary of the Company, be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

5. Appointment of Mr. Navin Khandelwal as an Independent Director.

   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 other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Navin Khandelwal, (holding DIN: 00134217) Director of the Company, who retires by rotation at the Annual General Meeting and in respect of whom the Company has received notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, who will not be liable to retire by rotation and holds office for five consecutive years for a term upto 31st March, 2019;

   RESOLVED FURTHER THAT any Director and Company Secretary of the Company, be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

6. Appointment of Ms. Ishita Khandelwal as an Independent Director.

   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 149 152 and 160 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act, Ms. Ishita Khandelwal (holding DIN 06932629), who was appointed as an Additional Director of the Company by the Board of Directors and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Ms. Ishita Khandelwal for the office of the Director of the Company, the consent of the Members of the Company be and is hereby accorded to appoint Ms. Ishita Khandelwal as a Non-executive Independent Woman Director for a period of five consecutive years w.e.f. 25th September, 2014 whose period of office shall not be liable to retire by rotation;

   RESOLVED FURTHER THAT any Director and Company Secretary of the Company, be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

7. Appointment of Ms. Puneet Bedi as an Independent Director.

   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 149, 152 and 160 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act, Ms. Puneet Bedi (holding DIN 02178816), who was appointed as an Additional Director of the Company by the Board of Directors and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Ms. Puneet Bedi for the office of the Director of the Company, the consent of the

Members of the Company be and is hereby accorded to appoint Ms. Puneet Bedi as a Non-executive Independent Director for a period of five consecutive years w.e.f. 25th September, 2014 whose period of office shall not be liable to retire by rotation;

RESOLVED FURTHER THAT any Director and Company Secretary of the Company, be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

8. Re-appointment of Mr. Umesh Shahra as a Managing Director.

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 196, 197, 203 and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and subject to approval of Central Government, if any, the consent of the Members be and is hereby accorded to the re-appointment of and terms of remuneration payable to Mr. Umesh Shahra (holding DIN:00061312) as Managing Director for the period from 1st October, 2014 to 30th September, 2017, who is not liable to retire by rotation and upon the terms and conditions, including the remuneration to be paid in the event of inadequacy of profits in any financial year, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Directors of the Company to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Umesh Shahra;

RESOLVED FURTHER THAT any Director and Company Secretary of the Company, be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

9. Approval under Section 180 (1) (C) Of Companies Act, 2013 to borrow money from Banks, Financial Institutions or elsewhere

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 resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the Annual General Meeting of the Company held on 29th September, 2005 and pursuant to provisions of Section 180 (1) (c) and other applicable provisions of the Companies Act, 2013, the approval of the Members be and is hereby accorded to raise or borrow money in excess of aggregate of paid up capital and free reserves of the company but not exceeding Rs. 500 Crores (Rupees Five Hundred Crores) at any moment of time from Banks, Financial Institutions or elsewhere on such terms and conditions as to repayment, interest or otherwise, as it thinks fit, such sums as may be necessary for the purpose of the Company and that such borrowings shall be exclusive of temporary loans obtained or to be obtained by the Company in the ordinary course of business;

RESOLVED FURTHER THAT any Director and Company Secretary of the Company, be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

10. Approval for creation of charge/mortgage on property of the Company u/s 180 (1) (a) of the Companies Act, 2013.

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 resolution passed under Section 293(1)(a) of the Companies Act, 1956 at the Annual General Meeting of the Company held on 29th September, 2005 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, the approval of the Members be and is hereby accorded to the Board of Directors for mortgaging and /or charging by first/ second charge or in such other form or manner and with such ranking and at such time and on such terms as the Board may determine, of all moveable and / or immovable properties of the company, where-so-ever situated, both present and future and / or the whole of the undertaking (s) of the Company together with the power to takeover the management of the business and concern of the Company in certain events, to or in favour of the banks, Financial Institutions, any other lenders for securing the Financial facilities /borrowings of the Company."

11. Approval of material related party transactions under Clause 49 of the Listing Agreement.

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

"**RESOLVED THAT** pursuant to the clause 49 VII (E) of the Listing Agreement, the approval of the Members be and is hereby accorded in respect of material related party transaction(s) for sale or purchase of goods or for providing/ availing of services between the Company and RSAL Steel Private Limited (a wholly owned subsidiary) upto the limit of Rs. 100 Crores for each year in the ordinary course of business and on arm's length basis for the Financial Year 2014-15, 2015-16 and 2016-2017."

12. Approval of material related party transactions under Clause 49 of the Listing Agreement.

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

"**RESOLVED THAT** pursuant to the clause 49 VII (E) of the Listing Agreement, the approval of the Members be and is hereby accorded in respect of material related party transaction(s) for sale or purchase of goods or for providing/ availing of services between the Company and Indian Steel Corporation Limited upto the limit of Rs. 100 Crores for each year in the ordinary course of business and on arm's length basis for the Financial Year 2014-15, 2015-16 and 2016-2017."

By order of the Board of Directors
For Ruchi Strips & Alloys Limited

Indore,
dated 13th August, 2014

CS Deepak Upadhyay
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total Share capital of the Company.

2. The relevant details as required by Clause 49 of the Listing Agreement, of persons seeking appointment/ re-appointment as Directors are also annexed.

3. Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2014 to 25th September, 2014 (both days inclusive).

4. Members who attend the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.

5. The Ministry of Corporate Affairs, Government of India, vide General Circular No. 2 and 3 dated 8th February, 2011 and 21st February, 2011 respectively has granted a general exemption from compliance with section 212 of the Companies Act, 1956, subject to fulfillment of conditions stipulated in the circular. The Company has satisfied the conditions stipulated in the circular and hence is entitled to the exemption. Necessary information relating to the subsidiaries has been included in the Consolidated Financial Statements.

6. The Annual Accounts of the Subsidiary Company and the related detailed information shall be made available to shareholders of the holding Company i.e. Ruchi Strips and Alloys Limited on demand. The accounts of the subsidiary company shall also be available for inspection by any shareholder at the Registered Office of the Company and of the wholly owned Subsidiary Company.

7. In compliance to Section 20 of the Companies Act, 2013 & Listing Agreement Clauses, Ministry of Corporate Affairs permits service of documents by electronic mode to Members /shareholders. Members wish to avail this service register their e-mail address with the Company by sending a consent letter to Company Secretary at 611, Tulsiani Chambers, Nariman Point, Mumbai / Registrar and Transfer Agent – Sarthak Global Limited 170/10, Film Colony, Indore (MP), this information is only for those share holders, who have not registered their e-mail ID.

8. **In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), the Items of Business given in the AGM Notice dated 13th August, 2014 may be transacted through e-voting facility to the Members as on 14th August, 2014 (being the Record Date fixed for the purpose to exercise their rights to vote at the 26th Annual General Meeting (AGM) by electronic means through e-voting platform provided by Central Depository Services (India) Limited. The process of e-voting shall be as follows :**

(A) In case of members receiving e-mail:

(i) Log on to the e - voting website.

(ii) Click on "Shareholders" tab.

(iii) Now enter your User ID as given below.

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.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) 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.

(vi) If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department • Members who have not updated their PAN with the Company/DP are requested to use the first two letters of their name in CAPITAL followed by the last 8 digits of their demat account number/Folio No., as the case may be, in the PAN field. • In case the Folio No. 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 and Folio No. / Bo. Id. is 1 then enter RA00000001 in the PAN field.
Date of Birth or Date of Incorporation OR Bank Account Number	Enter the Date of Birth as recorded in your demat account or in the Company's records for the said demat account in dd/mm/yyyy format or enter Folio No. OR Enter the Bank Account Number as recorded in your demat account or in the Company's records for the said demat account or Folio No. Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held in the Bank Account Number field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for Ruchi Strips and Alloys Limited to vote.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xv) 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.

(xvi) 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 Corporates. 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 the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

General Instructions:

i) The voting period begins on Friday, 19th September, 2014 at 10.00 a.m and ends on Saturday, 20th September, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii) 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 e-mail to **helpdesk. evoting@ cdslindia.com.**

iii) 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 (record date) **14th August, 2014.**

iv) Members can also download the Notice of the Meeting at www.ruchistrips.com for exercising their e-voting rights.

v) The Board of Directors has appointed Anish Gupta & Associates (Company Secretaries Firm) Mumbai as Scrutinizer for conducting the e-voting.

vi) At the end of the voting period Scrutinizer will download the entire voting data using its scrutinizer login.

vii) The Scrutinizer will submit his final report as soon as possible after the last date of receipt for e-voting but not later than closing of the business hours on **22nd September, 2014.**

viii) The Chairman of the Meeting shall announce the result of e-voting at the Annual General Meeting to be held at Sunvile Deluxe Pavilion, Sunvile Building, 9, Dr. Annie Besant Road, Worli, Mumbai-400018 on Thursday the 25th day of September, 2014 at 11:30 A.M..

Important Note:

As Ruchi Strips and Alloys Limited, being a listed Company and having more than 1000 shareholders, is compulsorily required to provide e-voting facility to members in terms of Section 108 of the Act read with Rule 20 of the Companies (Management & Administrations) Rule, 2014 and Clause 35B of the Listing Agreement, voting by show of hands will not be available to the Members at the 26th Annual General Meeting in view of the further provisions of Section 107 read with Section 114 of the Act.

Relevant documents referred to in the Notice or in the accompanying Explanatory Statement are open for inspection to the Members at the registered office of the Company during business hours on all working days upto

Information provided as per Clause 49 IV(G) (i) of the Listing Agreement

The following are the details of Directors seeking re-appointment or recommended to be appointed as a Director at the Annual General Meeting

Particulars	Mr. Manish Jain	Mr. Vijay K. Mahajan	Mr. Navin Khandelwal
Date of Birth	29/12/1967	01/02/1952	22/04/1973
Qualifications	B.Sc., LLB (Hons.), FCS & ACIS (UK)	B.Sc., Engg. (Production) Hons.	C. A.
Directorships held in other Public Companies (excluding foreign Companies and Section 25 Companies)	NIL	RSAL Steel Private Limited	National Steel & Agro Industries Limited Indian Steel Corporation Limited Indian Steel SEZ Limited Ruchi Soya Industries Limited Madhya Pradesh Stock Exchange Limited
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Shareholders / Investors Grievance Committee)	NIL	Audit Committee RSAL Steel Private Limited	Audit Committee National Steel & Agro Industries Limited Indian Steel Corporation Limited Ruchi Soya Industries Limited
Number of Shares held in Company	NIL	NIL	NIL

Particulars	Ms. Ishita Khandewal	Ms. Puneet Bedi	Mr. Umesh Shahra
Date of Birth	22/07/1990	13/10/1972	07/06/1963
Qualifications	B. Com, CA Final	MBA	B. Pharma (Hons.) PGDB (IIMA)
Directorships held in other Public Companies (excluding foreign Companies and Section 25 Companies)	RSAL Steel Private Limited	Nil	Indian Steel Corporation Limited Ruchi Corporation Limited Ruchi Global Limited Ruchi Acroni Industries Limited Ruchi Infotech Limited RSAL Steel Private Limited Cold Rolled Steel Manufactures Association of India Indian Infrastructure Corporation Limited
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Shareholders / Investors Grievance Committee)	Audit Committee RSAL Steel Private Limited	Nil	Audit Committee RSAL Steel Private Limited Indian Steel Corporation Limited
Number of Shares held in Company	NIL	NIL	NIL

Registered Office:
611, Tulsiani Chambers,
Nariman Point,
Mumbai – 400 021
MAHARASHTRA

By order of the Board of Directors
For Ruchi Strips & Alloys Limited

Indore,
dated 13th August, 2014

CS Deepak Upadhyay
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

Item No. 4

Mr. Vijay Kumar Mahajan (DIN – 1367496) was appointed as an additional Director dated 30th September, 2008, subsequently he was appointed as a Director liable to retire by rotation on the Board of Ruchi Strips and Alloys Limited by the Members at the Annual General Meeting w.e.f. 30th September, 2009 and is continuing as an independent director. Mr. Mahajan has held the position as such for around 5 (five) years.

In view of enforcement of Companies Act, 2013 in place of the Companies Act, 1956 various new provisions have been introduced in regard to the appointment of Independent Directors on the Company.

Pursuant to Section 149, 152 160 and Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and all other relevant provisions and that of listing agreement, the Board of Directors of the Company proposed the name of Mr. Vijay Kumar Mahajan for appointment as an Independent Director of the Company for a consecutive period of five years for a term upto 31st March, 2019 and will not be liable to retire by rotation.

Mr. Vijay Kumar Mahajan aged about 62 years is a Human Resource consultant. He is an Advisor to AFL Pvt Ltd, Artheon Group & Venure Infotek, He has set up HR systems in a wide array of industries spanning from Advertising, Logistics, manufacturing, FMCG to new age industries, Search Marketing, transaction processing & travel. He was earlier a founder member of Hunt Partner, a CXO level search Company. Mr. Vijay Kumar Mahajan was earlier Head of Group Corporate HR of AFL, one of the largest service sector groups' in India. Prior to that he worked in Escorts and Larsen & Toubro. In L&T, he rapidly rose to the position of Head of Corporate Human Resources.

He has been a Member of the Executive Board of the National HRD Network and is currently Member of the National Council of Indian Society for Training and Development. He is a trained Assessor & has conducted Assessment & Development Centers in many reputed companies. He is a regular invitee to the Board of Selections for senior recruitments in business organizations, PSUs & universities.

On the basis of his long experience and positions held at various levels, the Board of Directors is of the opinion that he possesses appropriate balance of skills, experience and knowledge for being appointed as an independent director on the Board of the Company and enable the Board to discharge its function and duties effectively. He is also the Chairman of the Company's Remuneration Committees.
He holds directorship and membership of Audit & Remuneration Committee of RSAL Steel Private Limited. He is also Director of Nine Rivers Capital Holdings Private Limited. Further he is not holding any shares of the Company. It may be noted that Mr. Mahajan is not disqualified from being appointed as Director in terms of Section 164 and has given a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 to act as an Independent Director of the Company.

The Board of Directors recommends the resolution set out in item No. 4 for the approval of the shareholders as an Ordinary Resolution. Copy of the consent letter, Schedule IV Code for Independence Directors and other relevant documents are open for inspection at the Registered Office of the Company during business hours on any working day upto the date of the Meeting. None of the Directors except Mr. Vijay Kumar Mahajan (whose interest is only to the extent of appointment as an Independent Director), Key Managerial Personnel or relatives of Directors or Key Managerial personnel have any interest financial or otherwise in the said resolution.

Item No. 5

Mr. Navin Khandelwal (DIN – 00134217) was appointed as an additional Director dated 10th May, 2008, subsequently, he was appointed Director liable to retire by rotation on the Board of Ruchi Strips and Alloys Limited by the Members at the Annual General Meeting w.e.f 30th September, 2008 and is continuing as independent Director. Mr. Khandelwal has held the position as such for more than 5 (five) years.
In view of enforcement of Companies Act, 2013 in place of the Companies Act, 1956 various new provisions have been introduced in regard to the appointment of Independent Directors on the Company.

Pursuant to Section 149, 152 160 and Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and all other relevant provisions and that of listing agreement, the Board of Directors of the Company proposed the name of Mr. Navin Khandelwal for appointment as an Independent Director of the Company for a consecutive period of five years for a term upto 31st March, 2019 and will not be liable to retire by rotation.

Mr. Navin Khandelwal aged 41 years is practicing Chartered Accountant since 1997 and also a qualified Information System Auditor from ICAI, New Delhi. At present he is heading a Chartered Accountant firm in Indore as a senior partner and looking after its operations. He is having rich experience in the field of Management Assurance Services, Bank Audit System Development and development of MIS.

He was involved in Training Program of ISA (Information System Audit Course) conducted by ICAI for its Members and also a visiting faculty in MBA Institutes in Indore. He has presented a preparatory paper on Foreign Currency Loan in All India Conference held in Indore and various articles were published in souvenirs which are released during conferences.

On the basis of his experience in the field of Audit and Management, the Board of Directors is of the opinion that he possesses appropriate balance of skills, experience and knowledge for being appointed as an independent director on the Board of the Company and enable the Board to discharge its function and duties effectively. He is also the Chairman of the Company's Audit Committees. He also holds directorship and membership of Audit Committee of National Steel & Agro Industries Limited, Indian Steel Corporation Limited and Ruchi Soya Industries Limited and directorship in Indian Steel SEZ Limited and Madhya Pradesh Stock Exchange Limited. He is not holding any shares of the Company. It may be noted that Mr. Khandelwal is not disqualified from being appointed as Director in terms of Section 164 and has given a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 to act as an Independent Director of the Company.

The Board of Directors recommends the resolution set out in item No. 5 for the approval of the shareholders as an Ordinary Resolution. Copy of the consent letter, Schedule IV Code for Independence Directors and other relevant documents are open for inspection at the Registered Office of the Company during business hours on any working day upto the date of the Meeting. None of the Directors except Mr. Navin Khandelwal (whose interest is only to the extent of appointment as an Independent Director), Key Managerial Personnel or relatives of Directors or Key Managerial personnel have any interest financial or otherwise in the said resolution.

Item No.6

The Board of Directors of the Company appointed pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, Ms. Ishita Khandelwal (holding DIN-06932629) as an Additional Director of the Company with effect

from 13th August 2014. In terms of the provisions of Section 161(1) of the Act, Ms. Ishita Khandelwal holds office only up to the date of ensuing Annual General Meeting of the Company. Pursuant to Section 149, 152 160 and Schedule IV (Code for Independent Directors) of the Companies Act, 2013, and the Articles of Association of the Company and all other relevant provisions and that of listing agreement, the Board of Directors of the Company proposed the name of Ms. Ishita Khandelwal for appointment as an Independent Director of the Company for a period of five years from 25th September, 2014 to 24th September, 2019 for its first term not liable to retire by rotation.

Ms. Ishita Khandelwal aged 24 years is Graduate in Commerce and she is having good knowledge of Accounts and Taxation. She worked with a reputed firm M/s Mahesh C. Solanki & Company, Chartered Accountants in Indore. She has undertaken Professional Skills Development Training at the Centre of Excellence, Hyderabad. She has also undertaken General Management and Communication Skills (GMCS) at the Institute of Chartered Accountant of India.

On the basis of her knowledge and experience in the field of Accounts and Audit, the Board of Directors is of the opinion that she possesses appropriate balance of skills, experience and knowledge for being appointed as an independent director on the Board of the Company and enable the Board to discharge its function and duties effectively. She is an additional Director and member of Audit and Remuneration Committee of RSAL Steel Private Limited. She is not holding any shares of the Company. It may be noted that Ms. Ishita Khandelwal is not disqualified from being appointed as Director in terms of Section 164 and has given a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 to act as an Independent Director of the Company.

The Board of Directors recommends the resolution set out in item No. 6 for the approval of the shareholders as an Ordinary Resolution. Copy of the consent letter, Schedule IV Code for Independence Directors and other relevant documents are open for inspection at the Registered Office of the Company during business hours on any working day prior to the date of the Meeting. None of the Directors except Ms. Ishita Khandelwal (whose interest is only to the extent of appointment as an Independent Director), Key Managerial Personnel or relatives of Directors or Key Managerial personnel have any interest financial or otherwise in the said resolution.

Item No. 7

The Board of Directors of the company appointed pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company Ms. Puneet Bedi (holding DIN-02178816) as an Additional Director of the Company with effect from 13th August 2014. In terms of the provisions of Section 161(1) of the Act, Ms. Puneet Bedi holds office only up to the date of ensuing Annual General Meeting of the Company. Pursuant to Section 149, 152 160 and Schedule IV (Code for Independent Directors) of the Companies Act, 2013, and the Articles of Association of the Company and all other relevant provisions and that of listing agreement, the Board of Directors of the Company proposed the name of Ms. Puneet Bedi for appointment as an Independent Director of the Company for a period of five years from 25th September, 2014 to 24th September, 2019 for its first term not liable to retire by rotation.

Ms. Puneet Bedi aged 42 years is Post Graduate in Business Administration with over 18 years experience in entrepreneurial environments. Presently she is Director of TIN Craft Private Limited. Earlier, she was Vice-president of Indian Steel Summit Private Limited. (Indian Steel Summit Private Limited is wholly owned subsidiary of Sumitomo Corporation, Japan, which is one of the largest General Trading Company of Japan). She has also liaised and conducted due-diligence for the acquisition of/ JV with Indian Company by large Japanese MNC. She was also associated with PGD Components Ltd (the Company is Tier-1 supplier of precision metal parts to Leading Appliances & Automotive OEMs) for nine years. Earlier, she was also Brand Management executive in Ranbaxy Laboratories Ltd.

On the basis of her all-around experience in the field of Marketing, Management and Business Development and Corporate Planning & Strategy, the Board of Directors is of the opinion that she possesses appropriate balance of skills, experience and knowledge for being appointed as an independent director on the Board of the Company and enable the Board to discharge its function and duties effectively.

She is not holding any shares of the Company. It may be noted that Ms. Puneet Bedi is not disqualified from being appointed as Director in terms of Section 164 and has given a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 to act as an Independent Director of the Company.

The Board of Directors recommends the resolution set out in item No. 7 for the approval of the shareholders as an Ordinary Resolution. Copy of the consent letter, Schedule IV of the Code for Independence Directors and other relevant documents are open for inspection at the Registered Office of the Company during business hours on any working day prior to the date of the Meeting. None of the Directors except Ms. Puneet Bedi (whose interest is only to the extent of appointment as an Independent Director), Key Managerial Personnel or relatives of Directors or Key Managerial personnel have any interest financial or otherwise in the said resolution.

Item No. 8

Mr. Umesh Shahra was re-appointed as Managing Director w.e.f 1st October, 2011 for a period of three years and his term as Managing Director comes to end on 30th September, 2014. Mr. Umesh Shahra has done PGDBM from IIM, Ahmedabad and B.Pharma from BITS, Pilani. Keeping in view his expertise, untiring effort, managerial and leadership skills and having regard to his guidance and foresight. The Board of Directors at their Meeting held on 13th August, 2014 have re-appointed Mr. Umesh Shahra as Managing Director of the Company for a period of 3 years w.e.f. 1st October, 2014 subject to the approval of Central Government and the Members of the Company as per following terms and conditions :

Basic Salary: Rs.1,50,000/- per month
Perquisites:

i) Medical reimbursement – Equal to one month's salary in a year.

ii) Leave Travel Concession – For self, wife and dependent children, once in a year to and from any place in India on actual basis subject to a ceiling of one month's salary in a year.

iii) Club fees – Fees of clubs on actual basis excluding admission and life membership fees.

iv) Personal Accident Insurance – Actual premium on Personal Accidental Insurance.

v) Provision of car for use of Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Managing Director.

vi) Contribution to Provident Fund, Superannuation or Annuity fund.

vii) Payment of Gratuity at the rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure shall not be included in the computation of limits of the remuneration or perquisites aforesaid.

Other terms and conditions of Mr. Umesh Shahra, as Managing Director of the Company will be as per the agreements entered into between the Company and the Managing Director. This Agreement is available for inspection at the registered office of the Company during the office hours on all working days during the business hours upto the date of Annual General Meeting of the Company.

Mr. Umesh Shahra is also Managing Director of Indian Steel Corporation Limited engaged in same line of business. He has given a major contribution in the growth of Indian Steel Corporation Limited. He was appointed as Managing Director of the Company with unanimous consent of Board of directors. His remuneration from both the Companies may be beyond the maximum ceiling of the one of these Companies as permissible in accordance with the provisions of section II & III of part of Schedule V of the Companies Act, 2013 and hence, the Company may apply to take Central Government approval for giving the remuneration in the Ruchi Strips and Alloys Limited, if required.

The re-appointment of Mr. Umesh Shahra, if made, will be subject to approval of Central Government and approval of Members by way of Special Resolution for re-appointment as per the provision of Sec.196 and 197 of the Companies Act, 2013. The explanatory statement together with the accompanying notice should be treated as an abstract of terms of contract of appointment of the Managing Director.

The Board of Directors recommends the resolution set out in item No. 8 for the approval of the shareholders as a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Umesh Shahra, Mr. Kailash Shahra being father of Mr. Umesh Shahra and their relatives are in any way, financially or otherwise, concerned or interested in the said resolution.

Item No. 9

As per section 293(1)(d) of the Companies Act, 1956, the Members of the Company vide Annual General Meeting held on 29th day of September, 2005, authorized the Board of Directors by way of Ordinary Resolution to borrow money in excess of aggregate of paid up capital and free reserves of the company but not exceeding Rs. 500 Crores (Rupees Five Hundred Crores) at any moment of time.
Now, with the coming into effect of the provisions of section 180(1)(c) of the Companies Act, 2013, consent of the Members of the Company by way of special resolution is required to enable the Board to exercise the above power.

The Board of Directors recommends the resolution set out in item No. 9 for the approval of the shareholders as a Special Resolution.

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

Item No. 10

As per section 293(1)(a) of the Companies Act, 1956, the Members of the Company vide Annual General Meeting held on 29th September, 2005, authorized the Board of Directors by way of Ordinary Resolution to create charge/mortgage on the assets of the company in favour of Banks/Financial Institutions.

Now, with the coming into effect of the provisions of section 180(1)(a) of the Companies Act, 2013, consent of the Members of the Company by way of special resolution is required to enable the Board to exercise the above power.

The Board of Directors recommends the resolution set out in item No. 10 for the approval of the shareholders as a Special Resolution.

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

Item No. 11 & 12

The Securities and Exchange Board of India vide its Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 has amended the Clause 49 (VII) of the Equity Listing Agreement with effect from October 1, 2014. Further, SEBI has also given the option to Companies who wish to comply prior to October 1, 2014 to do so. Under the said amendment, all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the shareholders by a Special Resolution. The said amendment further provides for definition of the term 'Material' as follows:

"A transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds five percent of the annual turnover or twenty percent of the net worth of the company as per the last audited financial statements of the company, whichever is higher."

As a part of its regular business, the Company purchases and sales or does the business with RSAL Steel Private Limited (a wholly owned subsidiary Company) and Indian Steel Corporation Limited in the ordinary course of business at arm's length basis from time to time. For the Financial Year 2014-15, 2015-16 and 2016-17 ("on-going transaction"), such sale/purchase is estimated to the tune of 100 Crore for each year, each company.

As a proactive compliance of the said amendment, the Audit Committee of the Board of Directors of the Company reviewed the on-going transaction and approved the same in their Meeting held on 13th August, 2014. The Board of Directors, also, in their Meeting held on 13th August, 2014, reviewed the on-going transaction in detail and proposed the same to be placed before the shareholders for their approval.

The Board of Directors recommends the resolutions set out in item No. 11 & 12 for the approval of the shareholders as a Special Resolution.

Umesh Shahra being Managing Director, Kailash Shahra being his father & their relative may deem to be concerned or interested in the said resolutions.

Except above no Director, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financial or otherwise in the said resolutions.

By order of the Board of Directors
For Ruchi Strips & Alloys Limited

Registered Office:
611, Tulsiani Chambers,
Nariman Point,
Mumbai – 400 021
MAHARASHTRA

CS Deepak Upadhy
Company Secretary

Indore,
dated 13th August, 2014