

PRABHU STEEL INDUSTRIES LIMITED

CIN: L28100MH1972PLC015817

**46TH ANNUAL REPORT
2017-18**

BOARD OF DIRECTORS

Mr. Dinesh Agrawal – Chairman & Executive Director
Mr. Harish Agrawal – Executive Director
Mr. Radheshyam Agrawal – Non-Executive Director
Mr. Krishan Agrawal – Independent Director
Ms. Sheetal Nagda – Independent Director
Ms. Bijal Durgawale – Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Dinesh Agrawal- Managing Director

REGISTERED OFFICE:

Near Old Motor Stand,
Itwari, Nagpur – 440 008.

AUDITORS

Lalit Jham & Co.
Chartered Accountants

REGISTRAR & TRANSFER AGENTS

Purva Sharegistry (India) Pvt. Ltd.
Unit No.9, Shiv Shakti Industrial Estate,
J R Boricha Marg, Opp. Kasturba Hospital,
Lower Parel (E), Mumbai – 400 011.

BANKERS

IDBI Bank, Civil Line Branch
Nagpur Nagrik Sahakari Bank Ltd, Itwari Branch

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 46th Annual General Meeting (AGM) of the Members of Prabhu Steel Industries Limited will be held on Saturday, the 29th day of September, 2018 at 11.00 A.M. at Old Motor Stand, Itwari, Nagpur – 440 008 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Radheshyam Agrawal, (DIN: 00291080) who retires by rotation and being eligible, offers himself for re-appointment.
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 sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit) Rules, 2014, recommendations made by Audit Committee and subject to consent of the members of the Company, M/s. Lalit Jham & Co., Chartered Accountants, Nagpur, as the Statutory Auditors of the Company to hold the office till the Conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”.

SPECIAL BUSINESS:

4. To Consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 197 read with Part I and section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the articles of association of the Company and recommendation of the nomination and remuneration committee and audit committee, approval of the Company be and is hereby accorded to revision in the remuneration of Mr. Dinesh Agrawal and Mr. Harish Agrawal,

Directors of the Company on the terms and conditions including remuneration as mentioned below:

SALARY & PERQUISITES:-

1. Basic Salary: Rs. 50,000/- p.m.
2. Commission: Not exceeding 1 (one) percent of net profit in an accounting year of the Company subject to availability of profit.
3. Other benefits like Gratuity, Provident Fund. Leave etc as applicable to the employees of the Company.

Resolved further that for the purpose of giving effect to this resolution, the purpose of giving effect to this resolution, the board of directors of the company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law or any of the powers herein conferred to any committee of directors or any director(s) or any other key managerial personnel or any other officer(s) of the company."

By Order of the Board

For Prabhu Steel Industries Limited

Sd/-

Dinesh Agrawal

Chairman

DIN: 00291086

Registered Office:

Old Motor Stand,
Itwari,
Nagpur – 440 008.

CIN: L28100MH1972PLC015817

Date: 7th September, 2018.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:

The Statement pursuant to Section 102 (1) of the Companies Act, 2013 for items No. 4 of the accompanying notice as under:

Item No.4:

Mr. Dinesh Agrawal, Chairman & Executive Director and Mr. Harish Agrawal, Executive Director of the Company, contributed significantly in its operational and management activities since inception of the Company. It is due to their strategic initiatives, efforts and acumen the Company has flourished and reached to this height of success and recognition. They are instrumental in the planning and management of the company including marketing, strategizing various expansions, diversifications, overall operations and management of the Company. The Board recommends this resolution post recommendation by the Nomination and Remuneration Committee of Company; hence this business is placed before members for seeking their approval by way of Special Resolution. Except Mr. Dinesh Agrawal, Mr. Harish Agrawal themselves and none of the other Director(s)/Key Managerial Personnel of the Company and/ or their relative(s) is concerned or interested financially or otherwise in this Resolution except to the extent of their shareholding, if any.

Your Directors recommend the resolution as item No.4 for your approval.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 (3) of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard – 2)

Name of the Directors	Radheshyam Agrawal
Date of Birth	01/07/1934
Date of First Appointment on the Board	29/05/1972
Experience/ Expertise in specific functional areas	46 years
Terms and Conditions of appointment / re-appointment	Tenure as a Director is subject to retirement of Directors by rotation in terms of Section 152 of the Companies Act, 2013.
Details of remuneration sought to be paid and remuneration last drawn.	Nil
Number of meetings of the Board of Directors attended during the FY 2017-18.	4
*Other Directorships Held	1. Hariyana Metals Limited 2. Shivkrupa Machineries and Engineering Services Limited

**Directorship in the Private Limited Companies not considered.*

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 CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS

MAY APPOINT A SINGLE PERSON ONLY AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR OTHER SHAREHOLDER.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting, duly stamped.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from, **Monday 17th September, 2018 to Saturday, 29th September, 2018 (both days inclusive)** for the purpose of Annual General Meeting for the financial year ended 31st March, 2018.
5. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
6. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.
7. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate Resolution/authority, as applicable.
8. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

9. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.
10. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent, **PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED**, having their address, at Unit No.9, Shiv Shakti Industrial Estate, J R Boricha Marg, Opp. Kasturba Hospital, Lower Parel, (E), Mumbai – 400 011.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts and the Members holding shares in physical form can submit their PAN details to the Company.
12. Section 20 of the Companies Act, 2013 permits service of documents on members by the Company through electronic mode. Also, the Ministry of Corporate Affairs, Government of India (vide its circular no. 17/2011 and 18/2011 dated April, 29, 2011 respectively), has undertaken a "Green initiative in Corporate Governance". Accordingly, electronic copy of the Annual Report for FY 2017-18 is being sent to all members whose email ids are registered with the Company/ Depository Participants for communication purposes. Members may also note that the Annual Report for FY 2017-18, will also be available on the Company's website www.prabhusteel.in
13. Members may also note that the Notice of the 45th Annual General Meeting and the Annual Report for financial year 2017-2018 will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

PROCEDURE FOR E-VOTING THROUGH ELECTRONIC MEANS

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended upto date and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI) members have been provided facility to exercise their right to vote at the 46th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).
2. The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM.
3. Mr. Sajjad Rasul (Membership No.108933), Proprietor of M/s. Sajjad Rasul & Co. Chartered Accountant, has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
4. The voting period begins on **26th September, 2018 at 10.00 a.m.** and ends on **28th September, 2018 at 5.00 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 September, 2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
5. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
6. The Results of E-voting and Physical Voting at the Annual General Meeting along with the scrutinizers' report shall be placed on the website of the Company and shall also be communicated to the Stock Exchange.

A) Step-by-Step procedure and instructions for casting your vote electronically are as under in case of members receiving e-mail:

Step-1: Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com

Step-2: Click on "Shareholders" tab.

Step-3: Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Step-4: Next enter the Image Verification as displayed and Click on Login.

Step-5: 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.

Step-6: If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on _____.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as