

## NOTICE

Notice is hereby given that the 54<sup>th</sup> Annual General Meeting of the Members of **THE KOLHAPUR STEEL LIMITED** will be held at the Registered Office of the Company at Pune-Bangalore Highway, Shirol (Pulachi), Taluka Hatkanangale, Dist. Kolhapur - 416 122 on Thursday, 18<sup>th</sup> day of July, 2019 at 11.00 a.m. to transact the following business:

1. To receive, consider and adopt financial statements of the Company for the Financial Year ended on March 31, 2019 together with the Report of the Auditors' and Board of Directors thereon for the Financial Year ended on March 31, 2019.
2. To appoint a director in place of Mr. Sandeep A. Phadnis (DIN 06561013) who retires by rotation and being eligible, offers himself for re-appointment and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mr. Sandeep A. Phadnis (DIN 06561013) Director of the Company who retires by rotation at this Annual General Meeting and being eligible for re-appointment be and is hereby re-appointed as a Director liable to retire by rotation."

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

To re-appoint M/s. P. G. Bhagwat, Chartered Accountants, Pune as Statutory Auditors of the Company:

**"RESOLVED THAT** pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. P. G. Bhagwat, Chartered Accountants, Pune (Registration No. 101118W) be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a term of five (5) years, from the conclusion of 54<sup>th</sup> Annual General Meeting till the conclusion of 59<sup>th</sup> Annual General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to fix the remuneration plus out of pocket, travelling and any other expenses, etc. if any, as may be mutually agreed upon and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

### Special Business:

4. To pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149,152, 160 and other applicable Sections if any, of the Companies Act, 2013 and read with the applicable rules, including any statutory modification(s) or re-enactment thereof as may be in force and read with Schedule IV of the said Act, Mr. Achyut Dhadphale (DIN 07172828) who was appointed by the Board as an Additional Director with effect from 19<sup>th</sup> October, 2018 and who holds office upto the date this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of a director be and is hereby appointed as an Independent Director of the Company to hold five(5) consecutive years for a term upto 18<sup>th</sup> October, 2023.

**RESOLVED FURTHER THAT** Mr. Achyut Dhadphale shall not be considered as a Director liable to retire by rotation in terms of Section 152 of the Companies Act, 2013 read with Section 149(13) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all the acts, deeds, matters and things as may be necessary to give effect to this resolution."

5. To pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** in terms of the requirements under Section 188 of the Companies Act, 2013 read with The Companies (Meetings of the Board and its Powers) Rules, 2014 as may be amended from time to time, and other applicable provisions, if any, the approval of the shareholders be and is hereby accorded for availing working capital

loan from Kirloskar Brothers Limited up to Rs. 15 crores (Rupees Fifteen Crores Only) in one or more tranches, for an initial period of 3 years subject to review and revision in writing between the parties.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby severally authorized to finalise the terms and conditions pertaining to above mentioned inter-corporate loan, execute necessary agreement or any other document as may be necessary and authorize any other official in order to give effect to this resolution.

**RESOLVED FURTHER THAT** Mr. Siddhesh Mandke-Company Secretary of the Company be and is hereby authorized to undertake all necessary activities regarding compliance with any statutory requirement with respect to such loan."

By the order of the Board of Directors  
For **THE KOLHAPUR STEEL LIMITED**

Sd/-

**Siddhesh Mandke**  
Company Secretary

Place: Pune  
Date : May 29, 2019

## NOTES:

- 1. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy for his entire shareholding and such person shall not act as a Proxy for another person or shareholder. An authorised representative of a body corporate, holding shares in the Company, may appoint a proxy under his signature. An instrument of proxy duly filled, stamped, dated and signed should be lodged at the Registered Office of the Company not later than 48 hours before the commencement of the Annual General Meeting (AGM). Proxy form which does not state the name of the Proxy shall not be considered valid. During the period beginning 24 hours before the time fixed for the commencement of AGM and ending with the conclusion of AGM, Member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided written notice is given to the Company at least 3 (three) days before the commencement of AGM. The proxy holder shall bring his/her ID-proof for the purpose of identification at the time of attending the AGM.

2. Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), statement of material facts in respect of Item Nos. 3 and 4 above is annexed.
3. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 (Act) will be available for inspection by the Members at the time of the AGM.
4. Register of Contracts or Arrangements in which the directors are interested, as maintained under Section 189 of the Act, will be available for inspection by the Members at the time of the AGM.
5. In case, Members wish to ask for any information about the accounts or operations of the Company, they are requested to send their queries, in writing at least 7 (seven) days before the date of the AGM, so that the information can be made available at the time of the AGM.
6. Members of the Company and / or their proxies only will be allowed to attend the AGM. Before entering the meeting hall, Members and/ or proxies are requested to sign the Attendance Slip in the prescribed form and leave it at the counter.

Members are requested to carry their Folio No. / Client Id and DP Id for easy identification.

7. Since, the Company's shares are available for dematerialisation, to ensure better investor service and elimination of

risk of holding shares in physical form, it is requested that the Members holding shares in physical form to get their shares dematerialised at the earliest.

8. Members who hold shares in physical form are requested to notify any change in their address to the Company / Registrar & Transfer Agents (R&T Agent) at the address mentioned below. Members, having multiple folios, are requested to intimate to the Company / R&T Agent such folios, to consolidate all shareholdings into one folio.

The Company is in the process of changing its R & T Agent from M/S Link Intime India Private Limited to M/s. Bigshare Services Private Limited.

Therefore, all correspondence relating to transfer and transmission of shares, issue of duplicate share certificates, change of address, dematerialisation of shares, payment of unclaimed dividend etc. will be attended and processed at the office of the R&T Agent at the following address:-

M/s. Bigshare Services Private Limited  
1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri (East), Mumbai 400059  
Board No.: 022-6263 8200 Direct No: 022-6263 8214  
E-mail: [sandeep@bigshareonline.com](mailto:sandeep@bigshareonline.com)

9. The unclaimed dividend of Rs. 226,425/- for the Financial Year 2010-11 and the underlying 29,054 (number) shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more has been transferred to Investor Education and Protection Fund (IEPF) pursuant to the applicable provisions of Section 124 and 125 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") and amendments thereof, if any. In terms of the said Section read with relevant Rules, any money transferred to the Unpaid Dividend Account of the Company, which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company along with the interest accrued to a fund called IEPF, established by the Central Government. Accordingly, the unpaid / unclaimed dividend for the Financial Year 2011-12 and onwards which has not been paid or claimed for 7 (seven) consecutive years or more will become transferable from the respective dates of transfer of such money to the Unclaimed Dividend Account of the Company to IEPF.

The details of the same are given below:

Year	Dividend in ₹ per share	Date of declaration	Due Date of transfer to the IEPF Account
2011 - 12	0.25	14 July, 2012	August, 2019
2012 - 13	0.25	20 July, 2013	August, 2020

The Company has not declared any dividend after the Financial Year 2012-13. In terms of the IEPF (uploading of Information regarding unpaid dividend amount lying with the Companies) Rules, 2012, the details of the unclaimed dividend up to the Financial Year 2012-13 have been uploaded on the Company's website at [www.kolhapursteel.com](http://www.kolhapursteel.com). Further, names of shareholders along with their folio number or DP ID - Client ID, whose shares will be transferred to IEPF are also available on the website. This will facilitate the shareholders to claim their unclaimed dividend and shares. Members are therefore, requested to check and send their claims, if any, for the relevant Financial Years' before the respective amounts become due for transfer to IEPF.

10. Pursuant to the provisions of Section 124(5) and 125 of the Act and "IEPF Rules" and amendments thereof, if any, all shares on which dividend amount has not been paid / claimed for 7 (seven) consecutive years or more shall be transferred by way of a corporate action to the Demat Account of IEPF Authority, after complying with the procedure laid down under the IEPF Rules. The details of the shares transferred and identified to be transferred pursuant to IEPF Rules are available on the website of the Company i.e. [www.kolhapursteel.com](http://www.kolhapursteel.com).

In terms of the provisions under the said Rule, the said shares and the dividend transferred to IEPF can be claimed by the shareholders or his /her legal heir subject to submission of prescribed documents and compliance of certain conditions as mentioned in the said Rule. The procedure for the same is available on the website of the Company at [www.kolhapursteel.com](http://www.kolhapursteel.com).

11. As per Ministry of Corporate Affairs vide Notification dated November 30, 2018, requests for effecting transfer of shares shall not be processed unless the shares are held in the dematerialized form with a depository with effect from April 01, 2019. Shareholders holding shares in physical form shall get their shares dematerialized and credited in their demat account before undertaking any transaction(s) for transfer of shares.
12. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereof if any, and Secretarial Standards on General Meeting (SS-2), all the business i.e. Ordinary and Special may be transacted through electronic voting system (remote e-voting), which is being provided by the Company or by ballot paper at the venue of the AGM. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the remote e-voting facility, which is available at the link <https://www.evoting.nsdl.com>. The instructions for remote e-voting are given herein below.

## **E- Voting instructions:**

13. The Notice of the AGM is being sent to the Members, whose names appear in the Register of Members as on June 14, 2019. The cut-off date for entitlement of voting rights for the purpose of remote e-voting shall be considered on the paid up value of shares registered in the name of the shareholders in case of all those beneficial owners holding shares in electronic form, as per the ownership data made available to the Company by NSDL and Central Depository Services (India) Limited (CDSL) on closing hours on Thursday, July 11, 2019 and to all those Members holding shares in physical form or in dematerialised form on closing hours on Thursday, July 11, 2019 only.
14. The Board has appointed Mr. Vinayak Khanvalkar, a Practicing Company Secretary, Pune as a Scrutinizer to scrutinize the process of remote e-voting and voting by ballot in accordance with the law and in a fair and transparent manner.
15. The remote e-voting shall commence on Monday, July 15, 2019 at 9.00 a.m. and end on Wednesday, July 17, 2019 at 5.00 p.m. Remote e-voting shall not be allowed beyond Wednesday, July 17, 2019 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date July 11, 2019 may cast their vote electronically. The remote e-voting portal/facility shall forthwith be blocked by NSDL for voting after 5.00 p.m. on Wednesday, July 17, 2019.

The Chairman shall, at the 54<sup>th</sup> AGM, at the end of discussion on the resolutions as mentioned in the Notice on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of ballot paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

Please note that a Member whose name is recorded in the Register of Members or in Register of Beneficial Owners maintained by the Depositories, as on cut-off date i.e. July 11, 2019, only shall be entitled to avail the facility of remote-e-voting or voting at the AGM, by use of ballot paper for resolutions set out in the Notice.

16. Authorisations in respect of representatives of the Corporations shall be received by the scrutinizer/Company on or before close of remote e-voting. Representative attending the AGM in person to vote thereat, shall submit the letter of appointment/ authorisation, as the case may be before the commencement of AGM.
17. In case of Members, who have registered their e-mail IDs with the Company:
  - i. For remote e-voting, Member should log on to <https://www.evoting.nsdl.com> and click on 'Shareholder - Login' during the period mentioned in point No. 15 above.

- ii. Enter User ID, password and verification code as shown on the screen and click login.

*Alternatively, if a Member is registered for NSDL eservices i.e. IDEAS, Member can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once Member log-in to NSDL eservices after using log-in credentials, click on e-Voting and proceed to cast vote electronically.*

User Id details for existing and new users are as given below:

	<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>User ID :</b>
a)	For Members who hold shares in demat account with NSDL.	Eight (8) character DP ID followed by Eight (8) Digit Client ID For example : If your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b)	For Members who hold shares in demat account with CDSL.	Sixteen (16) Digit Beneficiary ID For example : if your Beneficiary ID is 12***** then your user ID is 12*****
c)	For Members holding shares in Physical Form.	'Electronic Voting Event Number' (EVEN) followed by your Folio Number registered with the Company. For example : if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- iii. If a Member is already registered with NSDL for remote e-voting, then a Member can use/her existing user- ID & password for login.

- iv. Password details for new users are as given below:

- a) If a Member is using NSDL e-Voting system for the first time, he/she will need to retrieve the 'initial password' which was communicated. Once 'initial password' is retrieved, the system will prompt to change the password.

- b) Steps to retrieve 'initial password'

- (i) If e-mail ID registered in demat account, use the 'initial password' sent by NSDL on registered e-mail ID. The password to open the attached pdf file in the e-mail is Eight (8) digit client ID for NSDL account, last Eight (8) digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains 'User ID' and 'initial password'.

- (ii) If email ID is not registered, the 'initial password' is communicated on his/her postal address.

If a Member is unable to retrieve or has not received the 'Initial password' or has forgotten the password:

- a) Click on 'Forgot User Details/Password'

- b) Physical User- Click on 'Reset Password'

- (iii) If a Member is still unable to get the password by aforesaid two options, he/she can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning his/her demat account number/folio number, PAN, name and registered address.

- (iv) After entering the password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

Now, click on 'Login' button, Home page of e-Voting will open.

- (v) After log in as mentioned in the above steps, click on 'e-voting: Active Voting Cycles'.

- (vi) Select the EVEN of The Kolhapur Steel Limited (which is provided in the attendance slip).
- (vii) Now you are ready for remote e-voting as 'voting page' opens.
- (viii) Cast your vote by selecting appropriate option and click on 'submit' and also 'confirm' when prompted.
- (ix) Upon confirmation, the message 'vote cast successfully' will appear. Once you have cast your vote on the resolution, you will not be allowed to modify it.
- (x) Institutional shareholders are required to send the scanned copy (in PDF or JPEG format) of the relevant Board Resolution / Authority letter /Power of Attorney etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer at [vinayak.khanvalkar@kanjcs.com](mailto:vinayak.khanvalkar@kanjcs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (xi) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

18. In case of other Members:

You will receive login ID and password at the bottom of the Attendance slip. Please follow steps from 17 (iv) to (ix) for casting vote electronically.

19. For those who have acquired shares and become Members of the Company after dispatch of the Notice and are entitled on the cut-off date i.e. July 11, 2019 for voting, may write to the Company at designated e-mail ID [laxmikant.katekar@kolhapursteel.com](mailto:laxmikant.katekar@kolhapursteel.com) or Ms. Pallavi Mhatre, Assistant Manager, NSDL at her designated e-mail ID [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and password, which would be sent to them forthwith in the manner mentioned above. Alternatively, you may reach the Company at +91 (230) 2468 061/2/3 or NSDL at 022 - 24994600/4545 or you can call on toll free number 1800 222 990 and lodge the request.

Please also note that in case you are already registered with NSDL for remote e-voting, you can use their existing User ID and password for casting your vote electronically.

20. Kindly note that vote on a resolution once cast by a Member, he/she shall not be allowed to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again and his vote, if any cast at the AGM shall be treated as invalid.
21. In case of any queries relating to remote e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at 'Downloads' section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or you can call on toll free number at 1800 222 990 of NSDL or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
22. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and not later than three (3) days of the conclusion of the AGM, make a consolidated Scrutinizer's report of the total votes cast in favour or against or invalid and whether the resolution has been carried or not, if any, to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
23. The result of the resolutions shall be declared by the Chairman or the person authorised by him in writing shall declare the result of voting forthwith on receipt of the Scrutinizer's report.
24. The results declared along with the Scrutinizer's report shall be placed on the website of the Company at [www.kolhapursteel.com](http://www.kolhapursteel.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman.

25. The notice has been uploaded on the website of the Company and NSDL.
26. Please note that a person who is not a Member as on the cut-off date i.e. July 11, 2019 and who is in receipt of the Notice are requested to treat this Notice for information purpose only.

By the order of the Board of Directors  
For **THE KOLHAPUR STEEL LIMITED**

Place: Pune  
Date : May 29, 2019

Sd/-  
**Siddhesh Mandke**  
Company Secretary

**For Route Map please refer last page of this Annual Report.**

**ANNEXURE TO THE NOTICE****I. Details of Directors Seeking Appointment/ Re-Appointment as required under Secretarial Standards (SS-2)****Item No. 2**

Mr. Sandeep Phadnis (age 51) (DIN 06561013) retires by rotation and being eligible, offers himself for re-appointment. He will be re-appointed without payment of any remuneration and on such other terms and conditions as may be decided by the Board of Directors of the Company. No remuneration has been drawn by him till date.

He has 25 years professional experience in Corporate Secretarial and Legal function. He is a commerce graduate from Mumbai University and a member of "The Institute of Company Secretary of India" and also an Governance professional from "The Institute of Chartered Secretaries and Administrators, UK".

Mr. Sandeep Phadnis is currently working with Kirloskar Brothers Limited (KBL) as Associate Vice President and Head - Corporate Secretarial. He is a Non-Executive Director on the Board of the Company, appointed with effect from September 3, 2013 and does not hold any shareholding in the Company. He has attended all the 5 (Five) Meetings of the Board during the Financial Year 2018-19. He is a Member of the Nomination and Remuneration Committee and the Chairman of the Stakeholders Relationship Committee of the Board of Directors of the Company. He is also on the Board of Syncroflo Inc. USA, SPP Inc. USA, SPP Pumps MENA LLC. Besides this he is not holding any other Directorships or Membership/Chairmanship of the Committees of other Boards or Partnerships in firms/LLPs.

Except Mr. Phadnis, none of the other Directors and Key Managerial Personnel including their relatives is concerned or interested, directly or indirectly, financially or otherwise in the proposed appointment.

The approval of Members is sought for the appointment Mr. Sandeep Phadnis, who is retiring by rotation and offers himself for re-appointment.

The Board recommends the passing of this resolution as an Ordinary Resolution.

**II. Statement of material facts as required under Section 102 of the Companies Act, 2013****Item No.3:**

As per the requirements under Section 139 of the Companies Act, 2013, the shareholders of the Company had appointed M/s. P.G. Bhagwat, Chartered Accountants (Firm Registration No. 101118W) as statutory auditors for a period of 5 years in the 49<sup>th</sup> Annual General Meeting held on July 20, 2014, subject to the ratification by the shareholders at each Annual General Meeting. The said period of 5 years would be completed on conclusion of the ensuing Annual General Meeting. According to the provisions of Section 139 (2) of the Companies Act, 2013, an audit firm can be appointed for two terms of five consecutive years.

Accordingly, the Board of Directors of the Company propose to re-appoint M/s. P. G. Bhagwat, Chartered Accountants as statutory auditors for a further period of 5 years commencing from conclusion of 54<sup>th</sup> Annual General Meeting till conclusion of 59<sup>th</sup> Annual General Meeting of the Company.

The Company has received necessary Eligibility certificate and consent to act as statutory auditors from M/s. P. G. Bhagwat, Chartered Accountants and would be available for inspection at the registered office of the Company during business hours (excluding Monday).

None of the Directors and Key Managerial Personnel of the Company or their relatives are directly or indirectly financially or otherwise interested in this resolution.

The approval of Members is sought for the appointment of M/s. P.G. Bhagwat, Chartered Accountants.

The Board recommends the passing of this resolution as an Ordinary Resolution.

**Item No.4:**

Mr. Achyut Dhadphale (age 66) (DIN 07172828) was co-opted by the Board of Directors as an Additional Director of the Company with effect from October 19,2018. In terms of Section 161 of the Companies Act, 2013, Mr. Achyut Dhadphale holds office up to the date of this Annual General Meeting.

Mr. Dhadphale holds Bachelor's degree in Mechanical Engineering. He is having 40 years of rich experience in

Engineering industry. He is an ex-employee of Kirloskar Brothers Limited. He is not holding any shares in the Company.

He has attended 3 (three) meetings of the Board since his appointment during the Financial Year 2018-19 and does not hold any shares in the Company.

He is on the Board of Kirloskar Ebara Pumps Limited and also a member of the Audit Committee and Chairman of the Nomination and Remuneration Committee of the Board of Directors of the Company and does not hold any other Directorships or Chairmanship of the Committees of other Board.

Except Mr. Achyut Dhadphale, none of the other Directors and Key Managerial Personnel including their relatives are concerned or interested, directly or indirectly, financially or otherwise in the proposed appointment.

The approval of the Members is sought for the appointment Mr. Achyut Dhadphale as a Director in the category of Independent Director of the Company.

The Board recommends the passing of this resolution as an Ordinary Resolution.

#### **Item No. 5.**

During the Financial Year 2018-19, your company incurred a loss of Rs.7.62 crores, which adversely impacted its working capital. Looking at the need for meeting its obligations towards suppliers, bankers and others and to sustain its production activities, it needs finance upto Rs. 15 crores. The Company approached its holding Company i.e. Kirloskar Brothers Limited (KBL), to support the company by providing an inter-corporate loan for a period of three years. The Board of Directors of KBL has in principle approved an inter corporate loan upto Rs. 10 crores to the Company.

As per the requirements of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers) Rules, 2014, any contract or arrangement for availing or rendering of financial services amounting to 10% or more of the turnover of the Company or Rs. 50 crores whichever is lower would require approval of the shareholders.

In terms of the requirements under Rule 15 (3) of the Companies (Meetings of the Board and its Powers) Rules, 2014, following are the particulars of the above arrangement:

- Name of the related party - Kirloskar Brothers Limited
- Name of the Directors or KMP who is related - None
- Nature of relationship - Holding and subsidiary Company;
- Nature, material terms, Monetary value and other particulars - Amount of Loan Rs.15 crores at interest rate of 7.20% pa for an initial period of 3 years subject to review and revision in writing. The draft agreement for the said loan is available for inspection before the AGM at the Registered Office of the Company.
- Any other information relevant - NA

None of the Directors and/or their relatives and Key Managerial Personnel of the Company are directly or indirectly interested in this resolution.

The approval of the Members is sought for availing working capital Loan upto Rs.15 crores from Kirloskar Brothers Limited in terms of Section 188 of the Companies Act, 2013.

The Board recommends the passing of this resolution as an Ordinary Resolution.

By the order of the Board of Directors  
For **THE KOLHAPUR STEEL LIMITED**

Place: Pune  
Date : May 29, 2019

Sd/-  
**Siddhesh Mandke**  
Company Secretary