



Aanchal Ispat Limited

CIN : L27106WB1996PLC076866 | GSTN/UID : 19AAACV8542M1ZQ | UAN : WB10C0007296

An ISO 9001:2015 Company



Date: 27th August, 2018

To,
BSE Limited
Corporate Office,
Phiroze Jee Jee Bhoy Towers,
Dalal Street,
Mumbai-400001

REF: ISIN: INE322R01014, SECURITY CODE: 538812

Dear Sir,

Sub: Notice of 23rd Annual General Meeting (AGM) of the Company

Please find attached Notice of the 23rd Annual General Meeting of the Company to be held on Friday, 21st September, 2018, at 11.00 A.M at Hotel Oasis, National Highway-6, Kona Expressway, Post: Chamrail, P.S: Liluah, Howrah-711114.

Kindly take the same on your record.

Thanking you.

For, Aanchal Ispat Limited

Neha Sharma

Neha Sharma
(Company Secretary &
Compliance Officer)



Registered Office

J.L. No. 5, National Highway No.6,
Chamrail, Howrah 711114.
Phone : 03212-246121 / 033 22510128 / 033 23230052
Email : info@aanchalispac.com | aanchalispac1996@gmail.com
Visit us as www.aanchalispac.com





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NOTICE TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given that the 23rd Annual General Meeting (AGM) of the Members of Aanchal Ispat Limited will be held as scheduled below:

Day: Friday
Date: 21st Day of September, 2018
Time: 11.00 A.M
Venue: Hotel Oasis, National Highway 6,
Kona Expressway,
Post: Chamrail, P.S: Liluah,
Howrah – 711114
to transact the following business:

ORDINARY BUSINESS

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2018, THE STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON AND THE REPORT ON SECRETARIAL AUDIT.
2. TO APPOINT A DIRECTOR IN PLACE OF MR. MANOJ GOEL (DIN: 00554986), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT
3. TO RATIFY APPOINTMENT OF M/S. RAJ CHANDRA & ASSOCIATES AS STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, (including any statutory modifications or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by Members at the 21st Annual General Meeting appointing M/s. Raj Chandra & Associates, Chartered Accountants, Kolkata (Firm Registration No.: 326312E), as the Statutory Auditors of the Company to hold office until the conclusion of the 26th Annual General Meeting to be held in the year 2021, the Company hereby ratifies and confirms the appointment of M/s. Raj Chandra & Associates, as Statutory Auditors of the Company for the financial year ending 31st March, 2019 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS

4. TO REGULARIZE THE APPOINTMENT OF MR. VIJAY SRIVASTAVA (DIN: 03618949) AS THE EXECUTIVE DIRECTOR OF THE COMPANY AND FIX HIS REMUNERATION

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

"RESOLVED THAT pursuant to provisions of Section 152, 161 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force. Mr. Vijay Srivastava (DIN: 03618949), who was appointed as an Additional Director of the Company with effect from 14th August, 2018, and who holds office upto the date of this Annual General Meeting, and who has consented in writing to act as a director of the company, be and is hereby appointed as an executive director of the company on such terms and conditions including remuneration as decided by the Board of Directors of the Company and subject to approval of Shareholders in the General Meeting"



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“RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorized to file necessary forms with ROC West Bengal and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment.”

5. REGULARIZATION OF MS. NILU NIGANIA (DIN:08203037) AS THE 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 Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof for the time being in force, Ms. Nilu Nigania (DIN:08203037) , who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) years effective from the date of appointment by the Board and who is not liable to retire by rotation.

“RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorized to file necessary forms with ROC West Bengal and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment.”

6. RATIFICATION OF REMUNERATION PAYABLE TO M/S A.S ASSOCIATES, THE COST AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2018-2019

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof) and subject to applicable notification or circular as may be issued by the Ministry of Corporate Affairs (MCA) in this regard, the remuneration of Rs. 30,000/- plus applicable GST and re-imbursment of out of pocket expenses as recommended by the Audit Committee and approved by the Board of Directors to be paid to M/s. A. S & Associates, Cost Accountants, Cost Auditor (Registration No. 000523) of the Company for the Financial Year 2018-2019, be and is hereby ratified, confirmed and approved.”

“RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorized to file necessary forms with ROC West Bengal and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment.”

7. TO RATIFY THE INCREASE IN REMUNERATION PAYABLE TO MR. MUKESH GOEL (DIN: 00555061), MANAGING DIRECTOR OF THE COMPANY

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 under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded for the payment of remuneration within the maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013, to Mr. Mukesh Goel, Managing Director of the Company for a further period of 1 (One) year of his tenure w.e.f. 12th August, 2018 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

RESOLVED FURTHER THAT the remuneration as set out in the explanatory statement forming part of this resolution payable to Mr. Mukesh Goel, Managing Director for a period of 1 (One) year w.e.f. 12th August, 2018 is subject to the condition that:



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a. the total remuneration payable in any financial year by way of salary, perquisites, commission and other allowances shall not exceed the overall limit of five percent (5%) of the net profits of the Company as applicable to each of the Managing/Whole time Directors of the Company and/or ten percent (10%) of the net profits of the Company for all Managing/ Whole-time Directors in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V including any statutory amendments, modifications or re-enactment thereof, as may be made thereto and for the time being in force or;

b. if the Remuneration exceeds the limits as prescribed in the provisions of Section 197, 198 of the Companies Act, 2013, the remuneration payable shall be within the maximum permissible limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government in case of no profits/inadequate profits.

"RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, as set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Mr. Mukesh Goel, Managing Director.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

For Aanchal Ispat Limited
Sd/-
Neha Sharma
Company Secretary(ACS- 52532)

Date :14th day of August , 2018
Place : Howrah

NOTES

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE.
3. A person can act as a proxy on behalf of Members not exceeding fifty in number 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 as a proxy and such person shall not act as proxy for any other person or shareholder.
4. The register of members and share transfer books of the Company will remain closed from Saturday, September 15, 2018 to Friday, September 21, 2018 (both days inclusive), in terms of the provisions of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges, where the equity shares of the Company are listed, for the purpose of Annual General Meeting.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. The Non-Resident Indian Shareholders are requested to inform the Company immediately about:
 - a. The change in residential status on return to India, for permanent settlement.
 - b. The particulars of NRO Bank Account in India, if not furnished earlier.



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7. The change in address, nomination, etc, if any, to be effective must reach to the Registrar & Transfer Agent or the Registered Office of the Company by 14 September, 2018, (relevant forms for nomination and updation of Shareholders information are enclosed at the end of Annual Report.
8. Members seeking any further clarification /information relating to the Annual Financial Statements are requested to write at the Registered Office of the Company atleast one week before the date of the meeting i.e on or before 14th September, 2018 to enable the management to keep the information ready at the meeting.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. The Companies Act, 2013 and SEBI Listing Regulations permits Companies to send soft copies of the Annual Report to all the shareholders who have registered their email address with the Company/depository participant(s).To support this green initiative the shareholders holding shares both in physical/demat form are requested to register/update their email address with the company/ depository participant(s).Accordingly, the Annual Report for the financial year ended 31st March, 2018, Notice for Annual General Meeting are being sent in electronic mode to those shareholders who have registered their e-mail address with the Company/ depository participant(s).For the shareholders who have not opted for the above, the same are being sent in physical form.
11. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
12. The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act is available for inspection by the Members at the Registered Office on all working days except on Sundays, during business hours of the Company and the same will be open for inspection at the AGM.
13. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
14. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Reg 44(l) of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
15. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date on Friday, September 14, 2018 and as per the Register of Members of the Company.
16. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of Annual General Meeting and holding shares as of the cut-off date, i.e., Friday, September 14, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
17. Voting at AGM: the facility of voting through Ballot paper will also be made available at the AGM and the Members, who have not cast their vote through remote e-voting, shall be able to exercise their voting rights at the AGM through the Ballot Paper. Members, who have cast their vote through remote e- voting prior to the AGM, may attend the AGM but shall not be entitled to cast their votes again.
18. The remote e-voting period commences on 18th September, 2018 (9:00 am IST) and ends on 20th September, 2018 (5:00 pm IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
19. Abridged and full version of the Annual Reports will also be available under the Investor section on the website of the Company:www.aanchalispac.com
20. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
21. Updation of Members' Details:



Aanchal Ispat Limited

CIN : L27106WB1996PLC076866 | GSTN/UID : 19AAACV8542M1ZQ | UAN : WB10C0007296

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The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the companies Act, 2013 requires the Company/Registrars and Transfer Agents to record additional details of Members, including their Permanent Account Number details ("PAN"), email address, bank details for payment of dividend, etc. Further, the Securities and Exchange Board of India ("SEBI") has mandated the submission of PAN by every participant in the securities market.

A form for capturing the above details is appended to this Notice. Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

22. E- Voting :

I. The process and manner for remote e-voting are as under:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 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 holdshares in demat account with CDSL.	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.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



Aanchal Ispat Limited

CIN : L27106WB1996PLC076866 | GSTN/UID : 19AAACV8542M1ZQ | UAN : WB10C0007296
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How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to manisha_saraf2007@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
2. 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 14th September, 2018.
6. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 14th September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or [Issuer/RTA](#).
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
7. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Ballot Paper.
8. Ms. Manisha Saraf, Practicing Company Secretary (Membership No. 7607, C.P No.8207) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
9. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
10. The Scrutinizer shall after the conclusion of voting at the general meeting, will 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 witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the



Aanchal Ispat Limited

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total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

11. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e www.aanchalispac.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

For Aanchal Ispat Limited
Sd/-
Neha Sharma
Company Secretary
(ACS)- 52532

Date :14th day of August , 2018
Place : Howrah

Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, (The Act)

Item No. 4

In accordance with the provisions of Section 152, 161 of the Companies Act, 2013 and Article 89 of Articles of Association of the Company, Mr. Vijay Srivastava was appointed as an additional director. Pursuant to Section 161 of the Companies Act, 2013 he holds office up to the date this Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing his candidatures for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Vijay Srivastava on the Board is desirable and would be beneficial to the company and hence recommend resolutions No. 4 for adoption. In terms of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vijay Srivastava being eligible and offering himself for appointment, is proposed to be appointed as the Executive Director of the Company, liable to retire by rotation on the following terms and conditions:

- (i) Salary- Rs. 7,20,000 p.a.
- (ii) Medical Reimbursement- Actual expenses incurred for the Director and his family.
- (iii) Gratuity- Gratuity payable shall be in accordance with the provisions of payment of Gratuity Act, 1972

In the opinion of the Board, Mr. Vijay Srivastava fulfils the conditions specified in the Companies Act, 2013, and rules made there under for his appointment as an Executive Director of the Company.

Except Ms. Vijay Srivastava being an appointee none of the Directors or Key managerial Personnel and their relatives, are concerned or interested (financially or otherwise), in the resolution.

The Board commends the Special Resolution set out at Item No. 4 for the approval of Members.

Item No.5

As per the provisions of Section 149(4) of the Companies Act, 2013, every listed company shall have at least 1/3rd of its total number of directors as independent directors and further such classes of company as prescribed in Section 149(1)(b) of the Companies Act, 2013 shall have atleast one woman director. Section 149(6) of the said Act lays down the criteria for independence. Ms. Nilu Nigania, non-executive director of the Company has furnished declarations to the Company under Section 149(7) of the Companies Act, 2013, confirming that she meets the criteria prescribed for independent directors under Section 149(6) of the said Act.

In the opinion of the Board she is a person of integrity, possesses the relevant expertise and experience, fulfils the conditions specified in the said Act and the rules made there under and is independent of the management of the Company. In terms of Section 149 of the Companies Act, 2013, an independent director shall hold office for two terms of up to 5 consecutive years each on the board of a company, but shall be eligible for re-appointment on passing of an Ordinary resolution by the company and disclosure of the same in the Directors' report. Further, in terms of Section 149(13) of the said Act, independent directors are not liable to retire by rotation.

Accordingly, the Board on recommendation of the Nomination & Remuneration Committee proposes to appoint Ms. Nilu Nigania as Independent Directors of the Company for a period of 5 years with effect from the Meeting dated August, 14, 2018, as set out at Item Nos.



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5 of this Notice. Upon the confirmation of the appointment of Ms. Nilu Nigania as Independent Directors by the Members of the Company, the appointment shall be formalised by the issue of a letter of appointment by the Company to her.

Except Ms. Nilu Nigania, the appointee none of the Directors or Key managerial Personnel and their relatives, are concerned or interested (financially or otherwise), in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 5 for the approval of Members.

Item No.6

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. A. S & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key managerial Personnel and their relatives, are concerned or interested (financially or otherwise), in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 6 for the approval of Members.

Item No. 7

Mr. Mukesh Goel, aged 40 years is presently designated as Managing Director of the Company. He is a Commerce Graduate from University of Calcutta. He has been affiliated with the Company as a member of the Board of Directors since 2009 and from then the Company has been taking the advantage of his guidance and supervision since 2009, the Company is growing its turnover on continuous basis and posting net profits. Because of his sustained efforts, the Company has sustained a growth pattern and has achieved success in creating a brand image in the Iron & Steel Industry. He has wholesome exposure on all aspects of business of the Company and is engaged in supervision & conduct of business of all the areas of Company, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board.

Mr. Mukesh Goel is also the non-executive Director of Aanchal Cement Limited (Public Limited Company) from where he is doesn't draw any remuneration. During the financial year 2017-18, 5 (Five) meetings of the Board of Directors had been held and all the meetings were attended by Mr. Mukesh Goel. As on 31 March, 2018, he holds 19,94,850 (9.57%) equity shares in the Company.

Mr. Mukesh Goel is not a member in any of the committees of the Board of Directors of the Company. He was appointed as the Managing director of the Company w.e.f. August 12, 2014, and his last drawn remuneration was Rs. 10 Lacs p.a

The Board of Directors of the Company in its meeting held on 30 May, 2018 approved the payment of remuneration to Mr. Mukesh Goel, Managing Director subject to approval of shareholders in General Meeting for the remaining period of 1 (One) year of his tenure w.e.f. August 12, 2018 as recommended by the Nomination and Remuneration Committee in its meeting held on 30 May, 2018 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013, at the terms and conditions as set out below:

Sl No.	Particulars	Description
1.	Salary	Rs 15,00,000/- per annum (Rs. 1,25,000 p.m)
2.	Entertainment Allowance	Reimbursement of Rs 1,20,000/- p.a. inclusive of entrance fees/subscription fees etc. for two clubs
3.	Subscription to Newspapers/Journals	As may be required by the MD.
4.	Gratuity	Gratuity payable shall be in accordance with the provisions of payment of Gratuity Act, 1972



Aanchal Ispat Limited

CIN : L27106WB1996PLC076866 | GSTN/UID : 19AAACV8542M1ZQ | UAN : WB10C0007296
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5.	Medical Aid	Medical Aid: Reimbursement of Medical Expenses for self and dependent family upto Rs. 1,00,000 p.a. on declaration basis
		Hospitalisation Scheme–Reimbursement of hospitalization charges to the extent of 100% in the case of MD and his dependent family members. OR Health Insurance Floater Policy for self and family dependents for Rs 20 Lacs.
6.	Personal Accident Insurance Cover	Personal Accident Insurance Cover upto Rs 20,00,000/- for journey by Air/Road/Rail for official purposes

Further, pursuant to the provisions of Sections 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration shall be placed for the approval of the Shareholders in the Annual General Meeting.

Except Mr. Mukesh Goel, himself, none other Directors or Key managerial Personnel and their relatives, are concerned or interested (financially or otherwise), in the resolution.

Therefore, the Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 07 of the Notice.



Aanchal Ispat Limited

CIN : L27106WB1996PLC076866 | GSTN/UID : 19AAACV8542M1ZQ | UAN : WB10C0007296

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Information of Director to be appointed and the Director seeking re-appointment at the forthcoming Annual General Meeting pursuant to Secretarial Standard 2 issued by ICSI and Regulation 36(3) of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on the date of Notice.

Name of the Director	Mr. Manoj Goel	Mr. Vijay Srivastava	Ms. Nilu Nigania
Directors Identification Number (DIN)	00554986	03618949	08203037
Date of Birth	18/06/1980	18/10/1970	18/01/1990
Original date of appointment	September 3, 2014	August 14, 2018	August 14, 2018
Qualifications	Mr. Manoj Goel, 38 years, Non-Executive Director of our Company has done Bachelors in Commerce from Calcutta University.	Mr. Vijay Srivastava, 47 years, Executive Director of our Company, is Commerce Graduate and holding a Master degree in MCA and M. tech as well.	Ms. Nilu Nigania, 28 years, Independent Director of our Company, is a graduate in Commerce, Company Secretary, and have done LLB. She is an associate member of the Institute of Company Secretaries of India
Experience and expertise in specific functional area	He has an experience of over 13 Years in Iron & Steel Industry. He started his career in Iron & Steel Trading and was involved in trading of the same.	He is having an experience of about 15 years in Rolling Mill Industry and Project Management. He has worked with Vishwaroopa Group and has also been Centre Manager for Aptech Computer Education & informatics. He has also been guest faculty at BIT, Meshra (Jharkand) and Government Polytechnic, Ranchi.	She has an experience of over 2 years in Secretarial and Company Law matters. Currently she is associated with a renowned Practising CS Firm of Kolkata.
Shareholding in Aanchal Ispat Limited	1716900 Equity Shares	NIL	NIL
Remuneration last drawn	N.A	N.A	N.A
Terms and conditions of re-appointment and remuneration	As per the Nomination & Remuneration Policy of the Company.	As per the Nomination & Remuneration Policy of the Company.	As per the Nomination & Remuneration Policy of the Company.
Relationship with other Directors or KMPs	Brother to Mr. Mukesh Goel (Managing Director)	None	None
Directorships held in other public companies in India	4	None	None
Membership / Chairmanship of committees in public limited companies in India	Membership – 3 Chairmanship – Nil	Membership – Nil Chairmanship – Nil	Membership – NIL Chairmanship – Nil

Date :14th day of August , 2018
Place : Howrah

Registered Office
MOUZA-CHAMARAILNATIONAL HIGHWAY 6 LILUAH HOWRAH WB 711114
Email: info@aanchalispac.com, Tel: 03212-246121, Website: www.aanchalispac.com

For Aanchal Ispat Limited
Sd/-
Neha Sharma
Company Secretary
(ACS)- 52532

Form No. MGT-11
Proxy form
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :		
Registered Address :		
E-mail Id:	Folio No /Client ID :	DP ID :

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name:	E-mail Id:
Address:	
Signature , or failing him :	

Name:	E-mail Id:
Address:	
Signature , or failing him	

Name:	E-mail Id:
Address:	
Signature , or failing him :	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the _____Annual General Meeting / Extra-Ordinary General Meeting of the company, to be held on the ___ day of ___at___ a.m. / p.m. at _____(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Optional*	
		For	Against
1.	To receive, consider and adopt the Financial Statements of the Company for the year ended 31 st March 2018, the statement of Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon and the Report on Secretarial Audit. (Ordinary Resolution)		
2.	To appoint a Director in place of Mr. Manoj Goel (DIN: 00554986), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)		
3.	To ratify appointment of M/s. Raj Chandra & Associates as Statutory Auditors (Ordinary Resolution)		
4.	To regularize the appointment of Mr. Vijay Srivastava (DIN: 03618949) as the Executive Director of the Company and to fix his remuneration(Special Resolution)		
5.	To regularize the appointment of Ms. Nilu Nigania (DIN: 08203037) as the Independent Director (Ordinary Resolution)		
6.	Ratification of Remuneration payable to M/S.A.S Associates, the Cost Auditor of the Company for the Financial Year 2018-2019 (Ordinary Resolution)		
7.	To ratify the increase in remuneration payable to Mr. Mukesh Goel (Din: 00555061), Managing Director of the company (Special Resolution)		

* Applicable for investors holding shares in Electronic form.

Signed this ____day of ____20____

Affix Re. 1 Revenue

Signature of Shareholder Signature of Proxy holder Signature of the shareholder across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.
- 3) It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



Aanchal Ispat Limited

CIN : L27106WB1996PLC076866 | GSTN/UID : 19AAACV8542M1ZQ | UAN : WB10C0007296

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(To be handed over at the entrance of the meeting hall of AGM)

23rd Annual General Meeting on: Friday, 21st day of September, 2018

Full name of the members attending _____
(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____
(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 23rd Annual General Meeting of Aanchal Ispat Limited, at Hotel Oasis, National Highway 6, Kona Expressway, Post : Chamrail, P.S : Liluah, Howrah - 711114, on Friday, the 21st of September, 2018 at 11:00 AM

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



Aanchal Ispat Limited

CIN : L27106WB1996PLC076866 | GSTN/UID : 19AAACV8542M1ZQ | UAN : WB10C0007296

An ISO 9001:2015 Company



Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

To achieve this we solicit your co-operation in providing the following details to us:

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No. :

Pan No. :

E-mail ID :

Telephone No. :

Name and Signatures :i.

ii.

iii.

Thanking you,

For, Aanchal Ispat Limited

Sd/-

Neha Sharma

(Company Secretary)



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CIN : L27106WB1996PLC076866 | GSTN/UID : 19AAACV8542M1ZQ | UAN : WB10C0007296

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ROUTE MAP TO THE VENUE OF THE AGM OF ANCHAL ISPAT LIM

