BSCIC
ISO 9001 REGISTERED

JAS-ANZ

SagarDeep
ALLOYS LTD.
CIN: L29253GJ2007PLC050007

24/08/2017

To,
The National Stock Exchange of India Limited,
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E),Mumbai-400051

SUB.: Submission of AGM Notice

Dear Sir,

With reference to the above captioned subject, we hereby submit a copy of the Notice of 10th Annual General Meeting of the Company to be held on **Thursday, 21st September, 2017 at 11.30 A.M.** at 205,Pittalaya Bumba, Near Madhuram Cinema, Gheekanta, Ahmedabad - 380 001.

Kindly take the above information on your record.

Thanking You,

Yours faithfully,

For, SAGARDEEP ALLOYS LIMITED

SAGARDEEP ALLOYS LIMITED AHMEDABAD

SATISHKUMAR MEHTA
Managing Director
(DIN: 01958984)

SagarDeep
AN ISO 9001:2015 COMPANY

NOTICE
(CIN: L29253GJ2007PLC050007)

NOTICE is hereby given that the 10th (Tenth) Annual General Meeting of the Shareholders of SAGARDEEP ALLOYS LIMITED will be held on Thursday, 21st September, 2017 at the registered office 205, Pittalaya Bumba, Nr. Madhuram Cinema, Ghee Kanta, Ahmedabad-380001, Gujarat at 11.30 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt
    a) the audited Standalone Financial Statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon; and
    b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2017 and the reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Jayeshkumar A Mehta (DIN: 02156140) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Piyush J Shah & Co., Statutory Auditors of the Company.

SPECIAL BUSINESS

4. To appoint Mr. Jitendrakumar Dhanjibhai Patel (Din: 07369309) as an Independent Director of the Company.

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under and Schedule IV to the said Act, Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Jitendrakumar Dhanjibhai Patel (Din: 07369309) who was appointed as an Additional Director of the Company under the category of Independent director w.e.f. 27.02.2017 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five (5) consecutive years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

5. Ratification of Remuneration of Cost Auditor of the Company and to consider and pass with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory

modification(s) or re enactment thereof, for the time being in force, M/s Soni & Associates, Cost Accountants, Ahmedabad, the Cost Auditor appointed by the Board of Directors, to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2018 be paid the remuneration of Rs.33,000/- plus applicable taxes and out of pocket expenses incurred by them during the course of Audit.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take such steps and actions as may be necessary for implementing the above resolution."

Regd Office:
205, PITTALAYA BUMBA,
NR MADHURAM CINEMA, GHEE KANTA,
AHMEDABAD-01, GUJARAT

By Order of the Board of Directors
For, SAGARDEEP ALLOYS LIMITED

Date: 17/07/2017
Place: Ahmedabad

Satishkumar Mehta
Chairman & Managing Director
(DIN: 01958984)

Notes:-

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote on a poll instead of himself / herself and such proxy / proxies need not be a member of the company. Duly completed instrument of proxies in order to be effective must be reached the registered office of the Company not less than 48 hours before the scheduled time of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided a member holding more 10%, of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.

2. The statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to the business to be transected at the meeting, is annexed hereto.

3. Electronic copy of the Annual Report for FY 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purpose unless any member has requested for a Physical copy of the same. Members may also note that the Notice of Annual General Meeting and Annual Report for 2016-17 will also be available on the Company's website www.sdalloys.com.

4. Corporate members intending to send their authorised representative to attend the Meeting are requested to ensure that the authorised representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Meeting.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 14th September, 2017 to Thursday, 21st September, 2017 (both days inclusive).

6. Members/ Proxies are requested to bring their attendance slip duly filled in long with copies of their annual report.

7. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships / chairmanships/ chairmanships of Board Committees as stipulated under Listing Obligation and Disclosure Regulations 2015 are provided in the annexure to the notice calling Annual General Meeting.

8. Members who hold the shares in the dematerialized form are requested to notify any change of address or bank mandates to their Depositories Participants with whom they are maintaining their demat accounts.

9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company/ Registrar of any change in the address or demise of any member as soon as possible. Members are also advised not to leave their demat accounts dormant for long. Periodic statement of holding should be obtained from concerned Depository Participant and holdings should be verified.

10. The Company is having agreements with NSDL and CDSL to enable Members to have the option of dealing and holding the shares of the Company in electronic form. The ISIN of the equity shares of the Company is ***INE976T01013.***

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their accounts.

12. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on NSE Emerge- the SME platform of National Stock Exchange of India Limited. Therefore Company is not providing e-voting facility to its shareholders.

13. Members are requested to address all correspondence, including change in their addresses, to the Company or to the Registrar and Share Transfer Agent, M/s. Link Intime (India) Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, E-mail: rnt.helpdesk@linkintime.co.in; Website www.linkintime.co.in. Members whose shareholding is in electronic mode are requested to approach their respective depository participants for effecting change of address.

14. The Shareholders are requested to update the Contact address and e-mail address and are requested to notify immediately any change in their address, exclusively on separate letter without clubbing it with any other request, for quicker attention directly to the Company's Share Transfer Agent.

15. All documents referred to in the accompanying notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Annual General Meeting.

16. Members desirous of getting any information on the Annual Accounts, at the Annual General Meeting, are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready.

17. Notice of this Annual General Meeting, Audited Financial Statements for 2016-17 along with Directors' Report and Auditors' Report are available on the website of the Company -www.sdalloys.com.

18. As a part of "Green Initiative in the Corporate Governance", the Ministry of Corporate has permitted the companies to serve the documents, namely, Notice of General Meeting, Balance Sheet, Statement of Profit & Loss, Auditors' Report, Directors' Report etc. to the members through e-mail.

19. Pursuant to the prohibition imposed vide Section 118 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, no gifts/coupons shall be distributed at the Meeting.

BRIEF PROFILE OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 10th ANNUAL GENERAL MEETING OF THE COMPANY

(In pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Director	**Jitendrakumar Dhanjibhai Patel**	**Jayeshkumar Mehta**
DIN	07369309	02156140
Date of Birth	08/07/1982	03/08/1979
Date of Appointment	23/02/2017	05/05/2008
Relationship Between Directors *inter se*	Nil	Son of Asamal Mehta; Brother Satishkumar A Mehta Harish A Mehta
Expertise in Specific functional area	Expertise and wide knowledge in metal industry of more than 8 years	Sales & Marketing
Qualification	M.Com	HSC
Other Board Membership*	Nil	Nil

Committee Membership in other public companies	Nil	Nil
Number of Shares held in the Company	Nil	1751500 equity shares

**Pvt. Companies excluded*

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Jitendrakumar Dhanjibhai Patel was appointed as an additional director under the category of Independent Director of the Company w.e.f 23.02.2017. Under section 161 of the Companies Act, 2013, Mr. Jitendrakumar Dhanjibhai Patel holds his office upto the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received to propose him as a candidate for the office of Director of the Company along with the requisite deposit of Rs. 1,00,000. The Board is also of the opinion that based on the declarations submitted by Mr. Jitendrakumar Dhanjibhai Patel, he fulfills the criteria relating to his independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Mr. Jitendrakumar Dhanjibhai Patel does not hold any equity share of the Company.

The period of office of Mr. Jitendrakumar Dhanjibhai Patel shall not be liable to determination by retirement of Directors by rotation, in terms of Section 149 (13) of the Companies Act, 2013 and the relevant rules made thereunder.

Brief profile of Mr. Jitendrakumar Dhanjibhai Patel in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice. Mr. Jitendrakumar Dhanjibhai Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board recommends passing of the resolution as set out in Item No. 4 of this Notice.

None of the Director of the Company except Mr. Jitendrakumar Dhanjibhai Patel is concerned or interested in this resolution.

Item No. 5

The Board at its meeting held on 17th July, 2017 on the recommendation of Audit Committee, has appointed M/s Soni & Associates, Cost Accountant, Ahmedabad as the Cost Auditor to conduct the audit of cost records of the Company for the financial year 2017-18 on a remuneration of Rs.33,000/- (excluding Taxes) plus reimbursement of out of pocket expanses and conveyance.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the shareholders of the Company. The Board recommends the aforesaid resolution for approval of the members.

None of the Directors of the Company, the key managerial personnel of the Company or their relatives are concerned or interested in the aforesaid resolution.

Regd Office:
205, PITTALAYA BUMBA,
NR MADHURAM CINEMA, GHEE KANTA,
AHMEDABAD-01, GUJARAT

By Order of the Board of Directors
For, SAGARDEEP ALLOYS LIMITED

Date: 17/07/2017
Place: Ahmedabad

Satishkumar Mehta
Chairman & Managing Director
(DIN: 01958984)

ATTENDENCE SLIP

SAGARDEEP ALLOYS LIMITED
(CIN: L29253GJ2007PLC050007)
205, PITTALAYA BUMBA, NR MADHURAM CINEMA, GHEE KANTA, AHMEDABAD-01, GUJARAT

DPID/ CLIENT ID: _____

Registered Folio No.:_____

No of Shares: _____

Name(s) and address of the Shareholders/Proxy in Full:

_____
_____
_____
_____

*I, Certify that I am a Shareholder/ Proxy of the Shareholder of the Company. I/We hereby accord my/our presence at the **10th Annual General Meeting** of the Company being held on Thursday, September 21, 2017 at 11.30 AM at the registered office of the Company at 205, Pittalaya Bumba, Nr. Madhuram Cinema, Gheekanta, Ahmedabad -380001.*

_____
Signature of Shareholder/ Proxy

NOTE: Please fill in the Attendance Slip and hand it over at the entrance of the Hall.

FORM MGT-11

Pursuant to Section 105(6) of the Companies Act 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

PROXY FORM

CIN *L29253GJ2007PLC050007*
Name of Company: *SAGARDEEP ALLOYS LIMITED*
Registered office: *205, Pittalaya Bumba, Nr. Madhuram Cinema, Gheekanta, Ahmedabad – 380001*
Name of member(s): *Email Id:*
Registered Address: *Folio No/Client Id:*
DP Id:

I/We, being a member(s) of _____ shares of the above named company, hereby appoint:

1.	*Name:*	
	Address:	
	E-mail id:	
	Signature:	

2.	*Name:*	
	Address:	
	E-mail id:	
	Signature:	

3.	*Name:*	
	Address:	
	E-mail id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/ us on my / our behalf at the 10th Annual General Meeting of the Company to be held on Thursday, 21st day of September, 2017 at 11:30 A.M. at the Registered office of the company situated at 205, Pittalaya Bumba, Nr. Madhuram Cinema, Gheekanta, Ahmedabad – 380001 and any adjournment thereof in respect of such resolutions as are indicated below:

	RESOLUTION	***Optional***
	Ordinary Business	
1	*To receive, consider and adopt*	
	a) the audited Standalone Financial Statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon; and	
	b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2017 and the reports of the Auditors thereon.	
2	*To appoint a Director in place of Mr. Jayeshkumar A Mehta (DIN: 02156140) who retires by rotation and being eligible, offers himself for re-appointment.*	
3	*To ratify the appointment of M/s. Piyush J Shah & Co., Statutory Auditors of the Company.*	
	Special Business	
4	*To appoint Mr. Jitendrakumar Dhanjibhai Patel (Din: 07369309) as an Independent Director of the Company.*	
5	*Ratification of remuneration of Cost Auditor of the Company*	

Signed this _____day of _____, 2017 Signature of shareholder_____

_____ _____ _____

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Notes:

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. The Proxy need not be a member of the Company.

2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

*** This is only optional. Please put '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 the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.*

3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

ROUTE MAP TO AGM VENUE

