



CHENNAI FERROUS INDUSTRIES LIMITED

Registered Office & Factory : OPG Nagar, Periya Obulapuram Village,
Nagaraja Kandigai, Madharpakkam Road,
Gummidipoondi - 601 201. Thiruvallur District, Tamil Nadu.
Telefax : 044 27991450 E-mail : chennaiferrous@gmail.com
CIN : L27310TN2010PLC075626

Date: 05.09.2018

BSE Limited,

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai- 400001.

Dear Sirs,

Sub: Annual General Meeting & Book Closure & E-voting

We are pleased to inform you the following information:

- i. The Eighth Annual General Meeting (AGM) of the Company will be held on Friday, the 28th September 2018 at 2.00 P.M. at OPG Obulapuram Village, Nagaraja Kandigai, Madharapakkam Road, Gummidipondi, Thiruvallur District, Tamilnadu – 601201 to transact the businesses set out in the Notice of the AGM.
- ii. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from 21st September 2018 Friday to 28th September 2018 Friday (both days inclusive) for the purpose of AGM.
- iii. Pursuant to Section 108 of the Companies Act, 2013 and Regulation 44 of Regulation 42 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company has fixed cut-off date of 21st September, 2018 for e-voting. The remote e-voting period commences on 24th September, 2018 (10.00 a.m.) and ends on 27th September, 2018 (5.00 p.m.).

Please find enclosed copy of Notice of 8th AGM for your reference and records.

Thanking You,

For **CHENNI FERROUS INDUSTRIES LIMITED,**

R.Natarajan

Chairman and Managing Director





CHENNAI FERROUS INDUSTRIES LIMITED

Registered Office & Factory : OPG Nagar, Periya Obulapuram Village,
Nagaraja Kandigai, Madharpakkam Road,
Gummidipoondi - 601 201. Thiruvallur District, Tamil Nadu.
Telefax : 044 27991450 E-mail : chennaiferrous@gmail.com
CIN : L27310TN2010PLC075626

NOTICE

Notice is hereby given that the Eighth Annual General Meeting (AGM) of Chennai Ferrous Industries Limited will be held on Friday, 28th September 2018, at 2.00 P.M. at the registered office of Company situated at OPG Nagar, Periya Obulapuram village, Nagaraja kandigai, Madharapakkam Road, Gummidipoondi – 601201, to transact the following business:

ORDINARY BUSINESS

1. Adoption of financial statements

To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31st March, 2018 together with the reports of the Board of Directors and the Auditors thereon.

financial year ended 31st March, 2018 together with the reports of the Board of Directors and the Auditors thereon.

2. Appointment of Mrs. Deepa as a Director liable to retire by rotation

To appoint a Director in place of Mrs Deepa (DIN:07140954) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, desirable or expedient to give effect to the aforesaid resolution."

4. Reclassification of certain Shareholders from Promoter Group category to Public category.

To consider and, if thought fit, to pass with or without modifications, the following resolution as a special Resolution:

"RESOLVED THAT in accordance with Regulation 31A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the SEBI, Stock Exchange, RBI and other appropriate statutory authorities, as may be necessary, consent of the members of Company is hereby accorded to reclassify the following persons/entities (hereinafter individually & jointly referred to as the 'Applicants') forming part of the Promoter Group from 'Promoter & Promoter Group category' to 'Public category', with effect from the date of this Special Resolution:

Name of Applicants	No. of shares	%
Arvind Gupta	1,32,377	3.67
Arvind Gupta HUF	7,131	0.20
Sudha Gupta	1,88,580	5.23
Avantika Gupta	3,28,092	9.10
Samriddhi Gupta	9,340	0.26
Gita Devi	28,725	0.80
Ravi Kumar Gupta	10,008	0.28
Ravi Gupta HUF	10,100	0.28
Vandana Gupta	55,344	1.54
Alok Gupta	19,934	0.55
Nivedita Gupta	1,524	0.04
Renu Devi Jalan	1,00,000	2.77
Abhishek saraff	73,712	2.04
Roop Chand Betala	12,500	0.35
Satya Narain Gupta	47,200	1.31
Arvind Kumar Gupta	625	0.02

RIES LIM

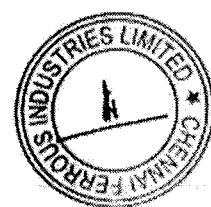
Subhash Chandra Saraff	36	0.00
Tamilnadu Property Developers Limited	3,00,000	8.32
Dhanvarsha Enterprises And Investments Private Limited	1,57,475	4.37
Goodfaith Vinimay Private Limited	1,25,155	3.47
Sri Hari Vallabhaa Enterprises And Investments Private Limited	85,907	2.38
Assam Mercantile Company Limited	65,643	1.82
Indian Corporate Business Centre Limited	43,675	1.21
Ameena Begum S	250,000	6.94
Radiant Solutions Private Limited	250,000	6.94
Total	18,03,083	63.89

RESOLVED FURTHER that the approval of the Company is hereby also given for re-classification of the following entities, if any, to the 'Public Category':

- All bodies corporate in which ten percent or more of the equity share capital is held by the applicants, either individually or jointly, but not by the remaining promoter group entities or a firm or Hindu Undivided Family in which none of the existing promoters except the applicant(s) is/are member(s);
- Any body corporate in which a body corporate as provided in (i) above holds ten percent or more, of the equity share capital;
- Any Hindu Undivided Family or firm in which the aggregate shareholding of the applicants, either individually or jointly (but not by the remaining promoter group entities), is equal to or more than ten percent of the total;
- Any Hindu Undivided Family or firm in which the aggregate shareholding of the applicants, either individually or jointly (but not by the remaining promoter group entities), is equal to or more than ten percent of the total;

RESOLVED FURTHER THAT the aforesaid applicants have fulfilled all the following necessary requirements for reclassification as required under Regulation 31 A(5) of the SEBI Listing Regulations:

- that none of the aforementioned shareholders have any special rights through formal or informal agreements;



- that none of the aforementioned shareholders hold, individually or in aggregate, more than 10% of the paid-up equity capital of the Company; and
- that none of the aforementioned shareholders or any person nominated by them, shall act as Key Managerial Personnel for a period of more than 3 years from the date of shareholders' approval.

RESOLVED FURTHER THAT on approval of the SEBI Board/ Stock Exchange upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter onwards.

appointed as an Additional Director of the Company in the category of an Independent Director by

the Board of Directors the Company with effect from 4th September 2018 who holds office upto this Annual General Meeting, in terms of section 161 of the Companies Act, 2013 be and is hereby appointed /ratified as an Independent Director of the Company for a period of Five Years with effect from 4th September 2018 up to 3rd September 2023 who is not liable to retire by rotation."



Date: 4th September 2018
Place: Chennai

By order of the Board
For Chennai Ferrous Industries Limited,

A handwritten signature in black ink.

R. Natrajan

Chairman and Managing Director
DIN: 00595027

Item 4:

The Company is in receipt applications from the following persons belonging to promoter group for re-classifying them under the Public Category:

Name of Applicants	No. of shares	%
Arvind Gupta	1,32,377	3.67
Arvind Gupta HUF	7,131	0.20
Sudha Gupta	1,88,580	5.23
Avantika Gupta	3,28,092	9.10
Samriddhi Gupta	9,340	0.26
Gita Devi	28,725	0.80
Ravi Kumar Gupta	10,008	0.28
Ravi Gupta HUF	10,100	0.28
Vandana Gupta	55,344	1.54
Alok Gupta	19,934	0.55
Nivedita Gupta	1,524	0.04
Renu Devi Jalan	1,00,000	2.77
Abhishek saraff	73,712	2.04
Roop Chand Betala	12,500	0.35
Satya Narain Gupta	47,200	1.31
Arvind Kumar Gupta	625	0.02
Subhash Chandra Saraff	36	0.00
Tamilnadu Property Developers Limited	3,00,000	8.32
Dhanvarsha Enterprises And Investments Private Limited	1,57,475	4.37
Goodfaith Vinimay Private Limited	1,25,155	3.47
Sri Hari Vallabhaa Enterprises And Investments Private Limited	85,907	2.38
Assam Mercantile Company Limited	65,643	1.82
Indian Corporate Business Centre Limited		

Considering explanations, representations, declarations given by the applicants and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015, the Board of Directors of the Company at their meeting held on 4th September 2018 have approved all the applications for reclassification from Promoter group category to Public category subject to approval by the members and relevant regulatory authorities.

None of the concerned persons/entities, acting individually and in concert, directly or indirectly exercise control over the management and affairs of the Company.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

It is recommended passing of resolution as Special Resolution in Item No. 4 of the Notice hereof.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution.

Item 5:

The Nomination and Remuneration Committee and the Board of Directors have recommended the appointment of Mr. Chandikeshwar Sharma, (DIN: 06598312) as Non-Executive Independent Director of the company at their respective meetings held on 4th September 2018 .

Mr. Chandikeshwar Sharma has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.



In compliance with the provisions of

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I. Notes

1. The explanatory statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the business under Item No: 3, 4, 5 above is annexed hereto. The relevant details of Directors seeking re-appointment under Item No. 3, 4, 5 above pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI Listing Regulations, 2015"] and Secretarial Standard on General Meetings is also annexed.
2. A member entitled to attend and vote at this AGM is entitled to appoint a proxy to attend and Vote in the meeting instead of him/her and the proxy need not be a member of the company.
3. Pursuant to section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Proxies, in order to be effective, must be complete and received at the registered office of the Company at OPG Nagar, Periva Ohulanuram village, Nagercoil, India.

7. The Register of Members and Share Transfer Books of the Company will be closed from 21st September 2018 to 28th September 2018 (both days inclusive) for the purpose of Annual General Meeting for the financial year 2017-18.
8. Members holding shares in Physical Form are requested to furnish their address / or changes in address if any with Registrar & Transfer Agent of the Company, M/s.Cameo Corporate Services Limited, Chennai, quoting their Folio number and number of Shares held. Members holding shares in Electronic Form may communicate their change of Address to their respective Depository Participants.
9. As per the provisions of Section 72 of the Act, the facility for making nomination in shares held by

Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.chennaiferrous.com (under 'Investors' section). Members holding shares in physical form may also register their nomination in shares held by them.

12. To support the 'Green Initiative', Members who have not registered their e-mail addresses are

Updation of Members Information

13. The Securities and Exchange Board of India ("SEBI") has mandated the submission of PAN by every participant in the securities market. vide its circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018 . Accordingly the format of the Register of Members prescribed under the Companies Act, 2013 requires the Company/ Registrar and Transfer Agents to record additional details of Members, including their Permanent Account Number details (PAN), e-mail addresses, bank details for payment of dividend, etc.

A form for capturing the above details is sent along with this report. Members holding shares in physical form are requested to submit the filled-in form to the Company or its Registrar and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant(s).

14. The amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and

the venue of the Annual General Meeting ("remote e-voting"). Instructions for remote e-voting are given herein below. The Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the Annual General Meeting.

16. The facility for voting through electronic voting system or ballot paper shall be made available at the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting.
17. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
18. Members can opt for only one mode of voting, i.e. either by e-voting or voting at Annual General Meeting. In case Members cast their vote through both the modes, voting done by e-voting shall prevail and votes cast at Annual General Meeting shall be treated as invalid.
19. The Board of Directors has appointed Mr.M.K.Madhavan, Proprietor, M/s.M.K.Madhavan & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

II. REMOTE E- VOTING PROCEDURE

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - 1) Open the PDF File viz; "CFIL e-voting.pdf" attached to the e-mail, using your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password provided in the PDF is an initial password.
 - 2) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - 3) Click on Shareholder – Login
 - 4) Insert user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - 5) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Please make a note of the new



password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- 6) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - 7) Select "EVEN" of "Chennai Ferrous Industries Limited".
 - 8) Now you are ready for remote e-voting as Cast Vote page opens.
 - 9) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - 10) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - 11) Once you have voted on the resolution, you will not be allowed to modify your vote
- 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 letters. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs.madhavanmk@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM[for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

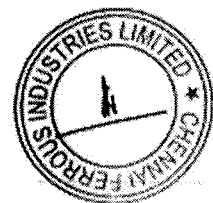
- 1) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD/PIN

- 2) Please follow all steps from Sl. No. (2) to Sl. No. (11) above, to cast vote.

III. OTHER INSTRUCTIONS

- 1) The e-voting period commences on Monday 24th September 2018 (10:00 a.m. IST) and ends on Thursday, 27th September 2018 (5:00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on 21st September 2018, i.e. the cut-off date, may cast their vote electronically. The 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 or cast vote again.



- 2) 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).
- 3) The voting rights of Members shall be in proportion to their share(s) of the paid up equity share capital of the Company as on the cut-off date i.e. on 21st September 2018 Friday and as per the Register of Members of the Company. 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 through ballot form.
- 4) 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. 21st September 2018 Friday, 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 forget your password, you can reset your password by using "Forget User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or contact NSDL at the following Toll Free No. 1800-222-990 or email at evoting@nsdl.co.in.
- 5) Please note, only 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 shall be entitled to avail the facility of voting, either through remote e-voting or voting at the Annual General Meeting through e-voting or ballot paper
- 6) All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 a.m. to 5:00 p.m.) on all working days, and including the date of the Annual General Meeting of the Company.
- 7) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at.

Two witnesses not in the employment of the Company and make, not later than three days of

conclusion of the Meeting, a consolidated Scrutinizer's Report of the 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.

- 8) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN THE EIGHTH ANNUAL GENERAL MEETING

[Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Mr. Chandikeshwar Sharma

Details of shareholding (both own or held by/for other persons on a beneficial basis), if any, in the Company	Nil
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Mrs. Deepa

Name of the Director	Mrs. Deepa
Category	Non-Executive Non independent Director
Director Identification Number (DIN)	07140954
Date of birth	27.02.1979
Date of appointment/ re-appointment	31.03.2015
Qualifications	Master of Business Administration - Human Resources
Expertise in specific functional areas	General Management and Administration
Directorships held in other companies	Nil
Chairmanships/ Memberships of statutory committees across Companies	Nil
Details of shareholding (both own or held by/for other persons on a beneficial basis), if any, in the Company	Nil

