

NOTICE

NOTICE is hereby given that the **52nd(Fifty Second)** Annual General Meeting of the members of **MOHAN STEELS LIMITED (“the Company”)** will be held on **Saturday, the 14th September, 2024 at 4.00 P.M IST** through Video Conferencing/Other Audio Visual Means (OAVM) to transact the following business;

ORDINARY BUSINESS

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

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2024 including audited Balance Sheet as at 31st March, 2024 and the Statement of Profit and Loss Account along with the notes and explanations forming part thereof for the year ended on that date together with the reports of the Board of Directors (“the Board”) and the Auditors thereon.

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

To appoint a Director in place of Shri Pradeep Gautam(DIN: 01172119), who retires by rotation in terms of sec 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- 3. REAPPOINTMENT OF PRADEEP GAUTAM AS WHOLE TIME DIRECTOR OF COMPANY**

To approve reappointment of Shri Pradeep Gautam (DIN: 01172119)who has attained the age of 70 yearsas Whole time director of the company for a period of 3 (three) consecutive years from 14.09.2024 till 13.09.2027 in terms of the applicable provisions of the Companies Act, 2013 in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution asan**Special Resolution**..

“RESOLVED THAT pursuant to the provisions of Sections 196, 197,198 203 of the Companies Act, 2013 and other applicable provisions of the Act, if any, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee,and the board of Directors the consent of the members of the company be and is hereby accorded to approve the re-

appointment of Shri Pradeep Gautam (DIN: 01172119) as Whole Time Director and Key Managerial Personnel of the Company for a further period of 3 (three) consecutive years with effect from 14.09.2024 to 13.09.2027 on such terms and conditions including remuneration as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration from time to time within the scope of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as may be agreed to between the Board of Directors and Shri Pradeep Gautam :-

- i. Aggregate Salary not exceeding Rs. 75000/- (Rupees Seventy Five Thousand only) per month w.e.f 14th September, 2024 which may be reviewed by the Board.
- ii. The company shall provide the rent free furnished accommodation and will pay electricity and water charges;
- iii. The Whole Time Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the company;
- iv. The Whole Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time.
- v. Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family in accordance with the Company policy.
- vi. Leave Travel Allowance for the Whole Time Director and his family once in a year in accordance with the Company policy.
- vii. Bonus for the financial year, at the discretion of the board.
- viii. Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.
- ix. Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.
- x. The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Shri Pradeep Gautam, the payment of salary, perquisites and other allowances shall be governed by the limits as prescribed under Section II of Part II of Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT in case of adequacy of profits the overall remuneration including perquisites and allowances payable to any one Managing Director or Whole Time Director shall not exceed 5% of the net profits of the company and the overall remuneration including the commission payable to all the Managing Directors and

Whole Time Directors shall not exceed 10% of the net profits in aggregate as laid down under Section 197 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the net profit for the purpose of this resolution shall be computed as laid down under Section 198 of the Companies Act, 2013”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby jointly and severally authorized to digitally sign and file necessary e-forms with the Registrar of Companies and to take all such steps as may be necessary, desirable or expedient to give effect to this resolution.”

4. REAPPOINT SHRI PREM SHANKER MISHRA (DIN: 02354691) AS AN INDEPENDENT DIRECTOR OF COMPANY

To approve the reappointment of the independent Director **Shri Prem Shanker Mishra (DIN: 02354691)** who has attained the age of 70 years for second term and in this regard to consider and, if thought fit, to pass, with or without modification(s), following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and as recommended by the Nomination and Remuneration Committee and the Board of Directors **Shri Prem Shanker Mishra (DIN: 02354691)**, who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company, to hold office for a second term of 5-years commencing with effect from 14st September 2024 up to 13th September 2029, not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**BY ORDER OF THE BOARD OF DIRECTORS
MOHAN STEELS LIMITED**

DATE: 03.08.2024

PLACE: UNNAO

S/D

CHETNA DWIVEDI

COMPANY SECRETARY & COMPLIANCE OFFICER

(Membership no. 6648)

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

ITEM 3

Board of Directors of the Company at its meeting held on August 03, 2024 has approved the re-appointment of Shri Pradeep Gautam as the Whole time Director of the Company as his term is going to expire and he has attained 70 years of age, as recommended by Nomination and Remuneration Committee, for a further period of three years w.e.f.14.09.2024 subject to approval of the Members of the Company.

Now in terms of provisions of section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, approval of members is sought for reappointment of Shri Pradeep Gautam as Whole time director for a period of 3 (three) consecutive years with effect from September 14, 2024. The services of experienced Director with rich experience of corporate working will be in the best interest of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.3 of the Notice except Shri Pradeep Gautam.

The Board recommends the **Special Resolution** set out at Item No. 3 of the Notice for approval by the Shareholders

ITEM 4

Mr. Prem Shanker Mishra was appointed as independent director in the board of the company and whose term has expired and It is proposed to reappoint **Mr. Prem Shanker Mishra** as Independent Directors under Section 149 of the Companies Act, 2013 to hold office for 5 (five) consecutive years for a 2nd term up to the conclusion of the 57th Annual General Meeting of the Company in the calendar year 2029.

Mr. Prem Shanker Mishra is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has received notices in writing from members under Section 160 of the Companies Act, 2013 proposing the candidatures of each of Mr **Prem Shanker Mishra** for the office of Directors of the Company.

The Company has also received declaration from **Mr Prem Shanker Mishra** that he meet with the criteria of independence as prescribed both under sub-Section (6) of Section 149 of the Companies Act, 2013

In the opinion of the Board, **Mr. PremShanker Mishra** fulfill the conditions for appointment as Independent Directors as specified in the Act.

Brief resume of **Mr PremShanker Mishra** nature of their expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letter for appointment of **Mr. Prem Shanker Mishra** as Independent Directors setting out the terms and conditions are placed before the meeting.

Mr Prem Shanker Mishra is interested in the resolutions set out at Item Nos. 4 of the Notice with regard to his appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolutions set out at Item Nos.4 of the Notice for approval by the shareholders..

**BY ORDER OF THE BOARD OF DIRECTORS
MOHAN STEELS LIMITED**

**DATE: 03.08.2024
PLACE: UNNAO**

**S/D
CHETNA DWIVEDI
COMPANY SECRETARY& COMPLIANCE OFFICER
(Membership no. 6648)**

NOTES:

1. In view of the prevailing COVID-19 pandemic scenario, the Ministry of Corporate Affairs ('MCA') vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 02/2021, 17/2020, 14/2020, 2/2022 & 10/2022 dated January 13, 2021, April 13, 2020, April 8, 2020, May 5, 2022 & December 28, 2022 respectively (collectively referred to as 'MCA Circulars'), physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
As no voting facility is provided as per law however, the platform through which Annual general meeting shall be conducted shall provide the voting facility.
2. As the no of members is less than 1000 this year so no e voting facility is given to any member.
3. In terms of the MCA Circulars, physical attendance of members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 52nd AGM. However, in pursuance of Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through Board Resolution/ Power of Attorney/ Authority Letter, etc., for participation in the 52nd AGM through VC/ OAVM facility and e-Voting during the 52nd AGM and since the 52nd AGM is being held through VC/ OAVM facility, the Route Map is not annexed in this Notice.
4. Corporate members intending to authorise their authorized representative(s) to attend the Meeting are requested to send to the company a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the meeting together with the specimen signature of the representative authorized under the said Board Resolution.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 987 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. Pursuant to section 91 of the Companies Act, 2013 read with Companies (Management & Administration) Rules 2014 The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday 07th September 2024 to Friday 13th September 2024 (both days inclusive)**.
9. Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service ("NECS") mandates, etc. under the signature of the registered holder(s) at any of at e-mail address admin@skylinerta.com.
10. Notice of the AGM and the Annual Report for the Financial Year 2023-24 are being sent electronically to the Members whose E-mail IDs are registered with the Depository Participant(s) and / or RTA. Any member, who has not registered their Email id, may register his /her Email ID with RTA for getting registered and may also request for a copy of Annual Report electronically.
11. All the documents referred to in the accompanying Notice will be available for inspection at the Registered Office of the Company during business hours (10:00 A.M. to 6:00 P.M.) on all working days up to the date of declaration of the result of 52nd Annual General Meeting of the Company. It will be available electronically for inspection by the members during the AGM.
12. Members holding shares in physical form are requested to register /update their e-mail address with our Registrar and Transfer Agent (RTA), M/s Skyline Financial Services Private Limited.
13. The Company has appointed Skyline Financial Services Private Limited, Registrars and Transfer Agents of the Company to provide Video Conferencing facility for the 52nd AGM and the attendant enablers for conducting of the AGM.
14. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**
 - (i) Members of the Company will be able to attend the AGM through VC / OAVM through link sent through email.
 - (ii) Members are encouraged to join the Meeting through Laptops for better experience.
 - (iii) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at info@mohansteels.com
- (vi) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Email id: info@mohansteels.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Email id: info@mohansteels.com. These queries will be replied to by the company suitably by email.
- (vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

15. In order to ascertain the list of shareholders, who are eligible to receive notice of the Annual General Meeting, company had determined **14th day of August 2024** as cut-off date, 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 notice. A person, who is not a member as on the cut-off date, should treat this Notice for information purpose only.

16. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date, **i.e. 13th day of September 2024**.

17. AGM will be held through VC in accordance with the Circulars, the route map and attendance slip is not attached to this Notice.

18. Brief resume of Directors/persons proposed to be appointed/re-appointed is provided under secretarial standard issued by The Company Secretaries of India at the end of this notice.

**BY ORDER OF THE BOARD OF DIRECTORS
MOHAN STEELS LIMITED**

**DATE: 03.08.2024
PLACE: UNNAO**

**S/D
CHETNA DWIVEDI
COMPANY SECRETARY & COMPLIANCE OFFICER
(Membership no. 6648)**

INFORMATION ABOUT THE DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT

Particulars	Director 1
Name of the Director	Pradeep Gautam
Qualification	B.A.
Experience	45years
Date of first Appointment	09.08.2004
(a)Terms & Conditions of Re-Appointment along with Remuneration sought to be paid (b)Remuneration Last drawn (c) Relationship with other Directors, manager and other key managerial personnel of the Company	Being re-appointed as a Whole time Director liable to retire by rotation. None of the other Directors and Key Managerial Personnel are related to Pradeep Gautam
Brief Resume and expertise in specific functional area	Sri Pradeep Gautam has been associated with the Company since 1991 as Director. He heads our manufacturing and operations. He has vast experience spanning around 45 years in the steel industry.
Number of meetings of the Board attended during the year	7
Names of other companies in which directorship(s) is held	NIL
Names of other companies in which holds the membership of Committees of the Board	NIL
No. of Equity Shares of Rs.10/- each held in the Company as on 31st March, 2024	NIL

Particulars	Director 2
Name of the Director	Prem Shankar Mishra
Qualification	BA
Experience	43years
Date of first Appointment	01.06.2019
(a)Terms & Conditions of Re-Appointment along with Remuneration sought to be paid (b)Remuneration Last drawn (c) Relationship with other Directors, manager and other key managerial personnel of the Company	Being appointed as an Independent Director, not liable to retire by rotation. None of the other Directors and Key Managerial Personnel are related to P S Mishra
Brief Resume and expertise in specific functional area	He has vast experience spanning around 43 years in the steel industry.
Number of meetings of the Board attended during the year	7

Names of other companies in which directorship(s) is held	NIL
Names of other companies in which holds the membership of Committees of the Board	NIL
No. of Equity Shares of Rs.10/- each held in the Company as on 31st March, 2024	NIL

**BY ORDER OF THE BOARD OF DIRECTORS
MOHAN STEELS LIMITED**

DATE: 03.08.2024

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CHETNA DWIVEDI

COMPANY SECRETARY & COMPLIANCE OFFICER

(Membership no. 6648)