

NOTICE

NOTICE is hereby given that the **50th(Fiftieth)** Annual General Meeting of **MOHAN STEELS LIMITED** will be held on Saturday, the **3rd September, 2022 at 4.00 P.M** through Video Conferencing/Other Audio Visual Means (OAVM). No physical meeting of members will be held, however, the meeting will be deemed to have been held at the Registered Office of the Company at Plot-1, Site-1, Gazauli Industrial Area, Unnao, UP 209801 to transact the following business;

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2022 including audited Balance Sheet as at 31st March, 2022 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 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.
3. “RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. B C JAIN & Co, Chartered Accountants Kanpur (Firm Registration No. 01099C), be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting (“AGM”) until the conclusion of the 55th Annual General Meeting, on such remuneration as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee from time to time.

RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorised to take all such steps and do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

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

DATE: 25.06.2022

PLACE: UNNAO

**CHETNA DWIVEDI
COMPANY SECRETARY& COMPLIANCE OFFICER**

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 dated January 13, 2021, April 13, 2020, April 8, 2020, May 5, 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.
2. As the no of members is less than 1000 this year so no e voting facility is given to any member.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM.
4. Corporate members intending to send 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 will 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 27th August 2022** to **Saturday 3rd September 2022** (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 2021-22 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 his 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. **M/s. B C JAIN & Co, Chartered Accountants Kanpur (Firm Registration No. 01099C)**, are eligible for appointment for a term of 5 (five) years and have given their consent for their re-appointment as Statutory Auditors of the Company and have issued a certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of section 139 read with section 141 of the Companies Act, 2013 ('the Act') and the rules made thereunder.
In addition to the statutory audit, the Company may also obtain certifications from Statutory Auditors under various statutory regulations and other permissible non-audit services as required from time to time, for which their remuneration shall be approved by the Audit Committee, in accordance with the provisions of Sections 142 and 144 of the Act.
None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the resolution at Item No.3 of the accompanying Notice.
The Board accordingly recommends the Ordinary Resolution as set out at Item No. 3 of this Notice for your approval.
12. 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 50th Annual General Meeting of the Company.

13. 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.
14. 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.
- 15. 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.
16. In order to ascertain the list of shareholders, who are eligible to receive notice of the Annual General Meeting, company had determined **5th day of August 2022** 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.

17. 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. **30th day of August 2022.**

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

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

DATE: 25.06.2022

PLACE: UNNAO

**CHETNA DWIVEDI
COMPANY SECRETARY& COMPLIANCE OFFICER**

INFORMATION ABOUT THE DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT

Particulars	Director
Name of the Director	Pradeep Gautam
Qualification	B.A.
Experience	41
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	4
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, 2022	NIL

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