

NOTICE

NOTICE is hereby given that the **51st(Fifty First)** Annual General Meeting of the members of **MOHAN STEELS LIMITED (“the Company”)** will be held on **Saturday, the 26th August, 2023 at 4.00 P.M IST** 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

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

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2023 including audited Balance Sheet as at 31st March, 2023 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.

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

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.

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

DATE: 10.07.2023

PLACE: UNNAO

**S/d
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& 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
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 51st 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 51st AGM through VC/ OAVM facility and e-Voting during the 51st AGM and since the 51st 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 19th August 2023 to Friday 25th August 2023 (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 2022-23 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 51st 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 51st 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 **23rd day of July 2023** 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. **25th day of August 2023**.

17. AGM will be held through VC in accordance with the Circulars, the route map and attendance slip are 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: 10.07.2023

PLACE: UNNAO

s/d

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, 2023	NIL

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