

## NOTICE

Notice is hereby given that the 46th Annual General Meeting of the Members of Panchmahal Steel Limited will be held at the Registered Office of the Company situated at GIDC Industrial Estate, Kalol-389 330, Dist. Panchmahal, (Gujarat) on Saturday, the 28th day of September, 2019 at 10.00 a.m. to transact the following business:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of Board of Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Ashok Malhotra (DIN: 00120198), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. **Appointment of Statutory Auditors**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** by (a) approving the appointment of M/s. CNK & Associates LLP, Chartered Accountants as Statutory Auditors of the Company from August 11, 2019 till the conclusion of this Annual General Meeting arising out of the casual vacancy caused by the resignation of M/s. Atul Parikh & Co., Chartered Accountants; and (b) appointing them as Statutory Auditors of the Company for a term of up to 5 (five) years and fixing their remuneration:

"RESOLVED THAT pursuant to Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended, appointment of M/s. CNK & Associates LLP, Chartered Accountants, Vadodara (Firm Registration No. 101961W) by the Board of Directors of the Company with effect from August 11, 2019 till the conclusion of this Annual General Meeting, for filling the casual vacancy caused by the resignation of M/s. Atul Parikh & Co., Chartered Accountants, Vadodara (Firm Registration No. 1106496W) be and is hereby approved.

RESOLVED FURTHER THAT pursuant to Section 139, 140 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended, M/s. CNK & Associates LLP, Chartered Accountants, Vadodara (Firm Registration No. 101961W), be and are hereby appointed as Statutory Auditors of the Company for a term of up to 5 (five) years and to hold office from the conclusion of this AGM till the conclusion of the 51st AGM, on such remuneration plus applicable taxes and reimbursement of out of pocket expenses incurred during the course of audit, as may be decided by the Board / Audit Committee. "

#### 4. **Appointment of Mr. Samir M. Parikh as Director and an Independent Director**

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

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act, Regulation 16(1)(b) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Samir M. Parikh (DIN : 01646819), who was appointed as an Additional Director (Independent) of the Company with effect from 4th February, 2019, pursuant to Section 161 of the Act and Article 145 of the Articles of Association of the Company and who has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from 4th February, 2019 to 3rd February, 2024.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

**5. Re-appointment of Mr. Amal D. Dhru as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the said Act, Regulation 16(1)(b) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 147 of Articles of Association of the Company, Mr. Amal D. Dhru (DIN : 00165145), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years, commencing from the conclusion of 46th AGM and up to the conclusion of the 51st AGM of the Company in the calendar year 2024.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

**6. Re-appointment of Mr. Milan P. Shah as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the said Act, Regulation 16(1)(b) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 147 of Articles of Association of the Company, Mr. Milan P. Shah (DIN 00012088), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years, commencing from the conclusion of 46th AGM and up to the conclusion of the 51st AGM of the Company in the calendar year 2024.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

**7. Ratification of remuneration to Cost Auditor of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 148 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 re-enactment(s) thereof, for the time being in force), and as per the recommendation of the Audit Committee of the Board of Directors, the remuneration of Rs.1,50,000/- and reimbursement of travelling and other out of pocket expenses plus taxes as applicable, to be paid to M/s. Kiran J. Mehta & Co., Cost

Accountants, Ahmedabad (Firm Registration No. 00025) for conducting the audit of cost records of the Company for the financial year ending March 31, 2020, as approved by the Board of Directors of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committees thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution."

Regd. Office :

GIDC Industrial Estate,  
Kalol - 389 330,  
Dist. Panchmahals (Gujarat)  
CIN : L27104GJ1972PLC002153,  
E-mail: [shares@panchmahalsteel.co.in](mailto:shares@panchmahalsteel.co.in)

Vadodara, 10th August, 2019

By order of the Board of Directors

**Deepak Nagar**  
GM (Legal) & Company Secretary

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of business to be transacted at the Annual General Meeting (AGM), as set out under Item No(s). 3 to 7 above and the information on directors recommended for appointment / re-appointment as required under Regulation 26(4) and 36(3) of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 and paragraph 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in "Details of Directors seeking Appointment/ Reappointment at the Annual General Meeting" is annexed thereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than 48 (forty-eight) hours before the commencement of the AGM. A Proxy form is annexed to the Annual Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital carrying voting rights may appoint single person as a proxy and such person shall not act as proxy for any other member. A Proxy-holder shall prove his identity at the time of attending the Meeting.

Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signature(s) of those representative(s) authorized under the said resolution to attend and vote on their behalf at the AGM.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 21st day of September, 2019 to Saturday, the 28th day of September, 2019 (both days inclusive) for the purpose of Annual General Meeting.

4. SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.

Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

SEBI vide Press Release dated 27th March, 2019 has clarified that the share transfer deed(s) once lodged prior to the deadline of 31st March, 2019 and returned due to deficiency in documents submitted, may be re-lodged for transfer.

5. Transfer of Unclaimed/Unpaid Dividend and Shares to IEPF Authority:

A. Pursuant to applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules"), (including any statutory modification(s) and or re-enactment(s) thereof for the time being in force), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF Authority established by the Central Government, after completion of 7 (seven) years. Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

B. During the financial year 2018-19, the Company has transferred to the IEPF Authority, the following unclaimed dividend and corresponding equity shares thereto:

Particulars	Amount of Dividend (Rs.)	No. of Shares
Dividend for the financial year 2010-11	2,42,526/-	6,000

C. The dividend amount and shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are also available on the Company's website at [www.panchmahalsteel.co.in](http://www.panchmahalsteel.co.in) and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the Link ([www.iepf.gov.in](http://www.iepf.gov.in)).

6. SEBI has vide its circular No SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 directed all listed entities that in cases where bank account details of the securities holders are not available with the RTA/ Company or there are changes in the bank account details, the RTA is required to obtain information from the shareholder on such changes.

In view of this, shareholders holding equity shares in physical form are requested to update their record with our Registrar & Share Transfer Agent to enable them to update our record for payment of any future dividend. Those shareholders who are holding shares in demat form are requested to submit the details only to their respective Depository Participants (DP), where they are maintaining their Demat account, at the earliest.

Your Company has initiated steps for registering the PAN details (including joint holders if any) and the BANK ACCOUNT details of all the registered shareholders.

The Members are also requested to intimate all changes pertaining to their mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to RTA/ Depository Participants, which will help the Company and the Company's Registrars and Transfer Agent to provide efficient and better services.

7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

8. Members desirous of making a nomination in respect of their shareholding, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the prescribed Form SH-13 (Nomination Form) & SH-14 (Cancellation or Variation of Nomination) accordingly to the Company or to the office of the Registrar & Share Transfer Agent.

9. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

10. Green Initiative:

A. Electronic copy of the Notice convening the 46th AGM of the Company, Annual Report along with the Attendance Slip and Proxy Form are being sent to the members who have registered their email ids with

the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode. Members may also note that the Notice of the AGM & the Annual Report will also be available on the Company's website [www.panchmahalsteel.co.in](http://www.panchmahalsteel.co.in).

- B. Members, who have not registered their email ids so far, are requested to register their email ids for receiving all communications including Annual Report, Notices, etc., from the Company electronically.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
  12. As a measure of austerity, copies of the Annual Report will not be distributed at the AGM. Members are, therefore, requested to bring their copies of the Annual Report to the AGM.
  13. A route map showing directions to reach the venue of the 46th AGM is given along with this Annual Report as per the requirement of the Secretarial Standards - 2 on General Meetings.
  14. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8th February 2019. A person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and within the permitted time frame.
  15. **INSTRUCTIONS FOR E-VOTING**

In compliance with the provisions of Section 108 and other applicable provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited (CDSL) platform.

The facility for voting through ballot paper will also be made available at the 46th Annual General Meeting and members attending the meeting, who have not already cast their vote by remote e-voting shall be able to exercise their voting rights at the meeting through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the meeting but shall not be entitled to cast their vote again. The instructions for e-voting are as under:

#### Procedure for E-Voting

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Wednesday, the 25th September, 2019 (9.00 a.m. IST)** and ends on **Friday, the 27th September, 2019 (5.00 p.m. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **21st September, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  * Members who have not updated their PAN with the Company/Depository Participant are requested to use the serial number which is printed on address slip pasted on Annual Report.
Date of Birth OR Dividend Bank Details	Enter the Date of Birth as registered with DP/RTA in dd/mm/yyyy format  Enter the Dividend Bank details as recorded with your DP/RTA.  Please note - If both the details are not recorded with DP/RTA, then enter the Member ID/Folio Number in the Dividend Bank details field as mentioned in instruction (iv) above.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN i.e. **190813018** of the Company "PANCHMAHAL STEEL LIMITED" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - "CDSL m-Voting" for e-voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e-voting credentials to vote for the company resolution(s).
- (xix) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Other Instructions:

- i. E-voting is optional. The E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 21st September, 2019.
- ii. Mr. Niraj Trivedi, Practicing Company Secretary (Membership No. 3844 and CP No. 3123) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iii. The copy of the Notice convening the 46th Annual General Meeting has been placed on the website of the Company viz. [www.panchmahalsteel.co.in](http://www.panchmahalsteel.co.in) and also on the website of CDSL.
- iv. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of " Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- v. The Scrutinizer shall after the conclusion of voting the general meeting, will first count the vote cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in employment of the Company and shall make within forty eight hours of conclusion of the AGM, 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.
- vi. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.panchmahalsteel.co.in](http://www.panchmahalsteel.co.in) and on the website of CDSL immediately after declaration of results by the Chairman or a person authorized by him in writing. The results shall also be uploaded on the BSE Listing Portal.

Subject to receipt of requisite number of votes, the Resolutions shall deemed to be passed on the date of Annual General Meeting of the Company scheduled to be held on Saturday, the 28th September, 2019.

## EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 to 7 of the accompanying Notice:

### Item No. 3:

The Members of the Company at its 44th Annual General Meeting (AGM) held on Thursday, 21st September, 2017 had appointed M/s. Atul Parikh & Co., Chartered Accountants, (Firm Registration No: 106496W) as Statutory Auditors of the Company to hold office from the conclusion of 44th AGM till the conclusion of 49th AGM of the Company subject to ratification of the appointment by the Members at every AGM held after the 44th AGM of the Company.

M/s. Atul Parikh & Co., Chartered Accountants, (Firm Registration No: 106496W) vide their letter dated 29th July, 2019 have resigned from the position of Statutory Auditors of the Company, effective from the conclusion of the Board Meeting held on 10th August, 2019 resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

As per the provisions of Companies Act, 2013 read with rules made thereunder, a casual vacancy caused due to resignation of Statutory Auditor needs to be approved by the members in a general meeting within three months. Accordingly, the Board of Directors at its Meeting held on 10th August, 2019, at the recommendation of the Audit Committee, and pursuant to the provision of Section 139(8) of the Companies Act, 2013, has appointed M/s. CNK & Associates LLP, Chartered Accountants, Vadodara (Firm Registration No. 101961W), to hold office as Statutory Auditors of the Company w.e.f. 11th August, 2019 to fill casual vacancy caused by resignation of M/s. Atul Parikh & Co. Chartered Accountants, and shall hold office upto the conclusion of 46th Annual General Meeting of the Company.

Since, M/s. CNK & Associates LLP, Chartered Accountants, Vadodara (Firm Registration No. 101961W) shall hold office only upto the conclusion of 46th AGM, the Board of Directors at its Meeting held on 10th August, 2019, on the recommendation of the Audit Committee and pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, appointed and recommended the appointment of M/s. CNK & Associates LLP, Chartered Accountants, Vadodara (Firm Registration No. 101961W) as Statutory Auditors of the Company to hold office for a period of 5 (five) years, from the conclusion of the 46th AGM, till the conclusion of the 51st AGM of the Company on such remuneration as may be decided by the Board/Audit Committee of the Company.

M/s CNK & Associates LLP, Chartered Accountants, Vadodara, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

Your Directors recommend the resolution for approval of members.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

### Item No. 4:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Samir M. Parikh (DIN : 01646819) as an Additional Director (Independent) of the Company, with effect from 4th February, 2019 under Sections 149, 150 and 152 of the Companies Act, 2013 and Article 145 of the Articles of Association of the Company. Mr. Samir M. Parikh shall hold office upto the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director.

The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Samir M. Parikh signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Samir M. Parikh. In the opinion of the Board, Mr. Samir M. Parikh fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Listing Regulations, of

being eligible for appointment as Independent Director. Mr. Samir M. Parikh is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. A copy of the draft Letter of Appointment for Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.

As required under Regulations 26(4) and 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Clause 1.2.5 of Secretarial Standards-2, Mr. Samir M. Parikh's brief resume and other requisite information is annexed to Notice.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Samir M. Parikh as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Parikh as an Independent Director for period upto 5 (five) consecutive years with effect from 4th February, 2019 for the approval by the members of the Company.

Except Mr. Samir M. Parikh, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of members.

**Item No. 5 & 6:**

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto 5 (five) consecutive years on the Board of a Company.

The Members of the Company had at the 41st Annual General Meeting held on 30th September, 2014 approved the appointment of Mr. Amal D. Dhru and Mr. Milan P. Shah as an Independent Directors for a term of 5 years and their term ends at the conclusion of 46th AGM (to be held on 28th September, 2019) of the Company in the calendar year 2019.

As the above named Independent Directors shall be completing their first term of appointment at the 46th AGM of the Company, they are eligible for re-appointment for another term of five consecutive years subject to approval of the Members by Special Resolution. Both the above named Independent Directors have consented to their re-appointment and confirmed that they are not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act. The Company has also received the declarations from the said Directors stating that they meet all the criteria of Independence, as prescribed under Section 149(6) of the Act and under Regulation 16 (b) of SEBI (LODR) Regulations, 2015 and they are not been debarred from holding the office of director or continuing as a director of company by SEBI/MCA or any other authority in India or abroad.

Based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and the Board of Directors of the Company at their Meeting held on 10th August, 2019 have recommended the re-appointment of the aforesaid persons as an Independent Director for a second term of five consecutive years effective from conclusion of 46th AGM to be held during September 2019 up to the conclusion of 51st AGM during the year 2024. During their tenure of appointment, they shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

In the opinion of the Board, they fulfill the conditions for re-appointment as Independent Directors and they are independent of the Management.

As required under Regulations 26(4) and 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Clause 1.2.5 of Secretarial Standards-2, the brief resume and other requisite information of Mr. Amal D. Dhru and Mr. Samir M. Parikh are annexed to Notice.

A copy of the draft letter for re-appointment of the Independent Directors setting out the terms and conditions of their re appointment is available for inspection by the Members at the Registered Office of the Company between 11 A.M. to 1 P.M. on all days except Saturdays, Sundays and Public Holidays, till the conclusion of the ensuing General Meeting.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than the concerned Independent Directors are in anyway deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item Nos. 5 and 6 of the Notice.

The Board recommends the Special Resolutions as set out in Item Nos. 5 & 6 of the Notice for approval of the Members.

**Item No. 7:**

The Board at its meeting held on 25th May, 2019, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Kiran J. Mehta & Co., Cost Accountants, Ahmedabad (Firm Registration No. 00025) to conduct the audit of the Cost Records of the Company for the financial year 2019-20.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2019-20 as set out in the resolution for aforesaid services to be rendered by him.

The Board of Directors recommends passing of ordinary resolution as set out at Item No. 7 of this Notice.

None of the other Director(s)/ Key Managerial Personnel of the Company and /or their relative(s) is concerned or interested, financially or otherwise, in this resolution.

**Regd. Office :**

GIDC Industrial Estate,  
Kalol - 389 330,  
Dist. Panchmahals (Gujarat)  
CIN : L27104GJ1972PLC002153,  
E-mail: [shares@panchmahalsteel.co.in](mailto:shares@panchmahalsteel.co.in)

By order of the Board of Directors

**Deepak Nagar**  
GM (Legal) & Company Secretary

Vadodara, 10th August, 2019

**ANNEXURE - I****DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM**

[In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and paragraph 1.2.5 of Secretarial Standard-2 on General Meetings]

Name of the Director	Mr. Ashok Malhotra	Mr. Samir M. Parikh	Mr. Amal D. Dhru	Mr. Milan P. Shah
Designation	CMD	Independent Director	Independent Director	Independent Director
DIN	00120198	01646819	00165145	00012088
Date of Birth & Age	27.08.1952 (67 years)	03.12.1966 (52 years)	17.09.1951 (67 years)	14.02.1960 (59 years)
Date of first appointment on the Board	01.12.1976	04.02.2019	31.01.2004	01.09.2006
Educational Qualification	B.Com.	B.Sc., MSW	FCA, PGDM - IIM, Ahmedabad	B.Com, FCA, ACS
Experience & Expertise	Mr. Ashok Malhotra is Promoter-Director of the Company. He has more than 45 years of experience in the steel industry and has expertise in business process, marketing and contemporary management techniques.	Mr. Samir Parikh is a versatile international leadership trainer, successful mentor & prominent speaker with 25+ years' experience including 15 years in corporate sector as an HR professional. His areas of expertise include Business HR, Mentoring & Coaching, Leadership Development, Strengths based development platforms, Talent Management and Management Strategies.	Mr. Amal Dhru is a proprietor of M/s Amal Datt & Associates, Chartered Accountants, Ahmedabad. He is a seasoned professional having expertise in finance, accounts, taxation & management consultancy.	Mr. Milan Shah is a Finance Professional with corporate experience of over 30 years in diverse areas of finance, business strategies & conceiving, setting up & managing the start-ups. At present, he is working as Chief Financial Officer of M/s Mafatlal Industries Limited.
Number of Meetings of the Board attended during the year.	4 out of 4	-	4 out of 4	4 out of 4
List of Directorship/ Membership / Chairmanship of Committees of other Companies.	<u>Directorship</u> - Honeyvick Enterprises (P) Ltd.	<u>Directorship</u> - Naman Integrated Management Services (P) Ltd.	<u>Directorship</u> - Comprehensive Financial Services (P) Ltd. - Escorts Securities Limited - KK Legal Services (P) Limited - Sintex BAPL Ltd. - Sintex Plastics Technology Ltd. <u>Chairman - Audit Committee</u> - Sintex Plastics Technology Ltd. <u>Member - Nomination &amp; Remuneration Committee</u> - Sintex Plastics Technology Ltd.	<u>Directorship</u> - Arvind Brands Ltd. - Asman Investments Ltd. - Fountainhead Mentoring (P) Ltd.
Shareholding in the Company as at 31.03.2019.	24,59,940 Equity Shares	Nil	Nil	200 Equity Shares
Relationship with other directors, manager and other Key Managerial Personnel of the Company.	None	None	None	None