

TRANSCRIPT OF THE 49th ANNUAL GENERAL MEETING

DAY : **Friday**
DATE : **September 23, 2022**
TIME : **11:00 a.m.**
VENUE : **Through Video Conferencing**

Mr. Deepak Nagar, Company Secretary:

Good Morning Ladies and Gentlemen. Welcome to this 49th Annual General Meeting of Panchmahal Steel Limited.

I am Deepak Nagar, Company Secretary of the Company joining this meeting from Corporate Office at Vadodara. This meeting is being held through video conferencing in accordance with the circulars issued by the Ministry of Corporate Affairs, applicable provisions of the Companies Act, and SEBI Listing Regulations.

The Company has made necessary arrangements to enable the members to participate in the meeting through video conferencing and to vote electronically. The proceedings of this meeting are being webcast live for all our shareholders and meeting shall be deemed to have been conducted at the Registered Office of the Company.

In accordance with the provisions of the Companies Act and SEBI Listing Regulations, members have been provided with the facility to exercise their right to vote by electronic means both through remote e-voting facility and e-voting at the Annual General Meeting.

Remote e-voting facility was made available to all the Members holding shares as on the cut-off date, i.e. 15th of September, 2022 during the period commencing from 9 AM on 20th of September, 2022 till 5 PM on 22nd of September, 2022.

Members joining the meeting through video conferencing facility and who have not yet cast their vote by means of remote e-voting, may vote through the E-voting facility provided at this Annual General Meeting. The e-voting platform will be closed after 15 minutes from the time of the closure of this meeting.

Those Members who have cast their vote by remote e-voting prior to this meeting are requested not to cast their vote once again.

The Board of Directors have appointed Mr. Niraj Trivedi, Practicing Company Secretary, as the Scrutinizer for this meeting. Based on the report of the Scrutinizer, the combined results of remote e-voting and the e-voting on the website done at the meeting today will be announced and displayed at the website of the Company, and will also be submitted to the stock exchanges as per the requirements under the SEBI Regulations.

I now request Mr. Ashok Malhotra, our Chairman to continue the proceedings of the meeting. Chairman Sir.

Mr. Ashok Malhotra, Chairman of the Meeting:

Thank you, Deepak. Good Morning, ladies and gentlemen. I am Ashok Malhotra, Chairman of your Company and I will be chairing this meeting today. On behalf of the Board of Directors of the Company, it is my privilege to welcome you all to the 49th Annual General Meeting of Panchmahal Steel, being conducted through video conferencing facility. I hope you are keeping safe and are out of the pandemic. It would have been a pleasure to meeting you all in person but in the given circumstances I believe this is a safe way to transacting our business. I look forward to your co-operation in the smooth conduct of today's meeting.

The Company Secretary has informed me that the number of participants required for the quorum are present. I therefore declared the meeting valid and open.

Before I commence, my formal address, I would like to ask all my colleagues on the Board to introduce themselves.

Milan Shah Please. Milan can you hear me?

Mr. Milan Shah

Good Morning to you all. I am Milan Shah, Independent Director on the Board of Panchmahal Steel Limited. I am the Chairman of Stakeholders Relationship Committee and a Member of the Audit Committee as well as Nomination and Remuneration Committee. I am attending this meeting from my residence in Mumbai and I assure that there is no one in this room who have access to the proceedings of this AGM. Thank you and over to you.

Mr. Ashok Malhotra

Ms. Suchita Shah Please.

Ms. Suchita Shah

Good Morning. I am Suchita Shah, Non-Executive & Non-Independent Director of the Company. I am also a Member of Nomination & Remuneration Committee and Stakeholders Relationship of the Company. I am joining this meeting from the Corporate Office at Vadodara. Thank you!

Mr. Ashok Malhotra

Mr. Kalpesh Parmar Please.

Mr. Kalpesh Parmar

Good Morning. I am Kalpesh Parmar, Non-Executive & Non- Independent Director of the Company. I am also a Member of the Audit Committee of the Company.

I am joining this meeting from the corporate office of the Company at Vadodara. Thank you!

Mr. Ashok Malhotra

Thank you everybody.

I would also like to recognize the attendance of Mr. Amal Dhru, Chairman Audit Committee and Nomination and Remuneration Committee and Mr. Samir Parikh, both Independent Directors, Mr. Deepak Nagar, Company Secretary & Compliance Officer and Mr. Nilesh Shah, Chief Financial Officer of the Company.

We also have with us Mr. Alok Shah and Mr. Pareen Shah, Partners, CNK & Associates, LLP, Statutory Auditors and Mr. Niraj Trivedi, Secretarial Auditor and Scrutinizer for e-voting, and both are joining us from their respective offices from Vadodara.

As the notice of the 49th Annual General Meeting is already circulated to all the members with your permission, I take the notice of the meeting as read.

The reports of the statutory auditors and the secretarial auditors for the financial year 2021-22 were unqualified and without any adverse observation or comments. Therefore, with your permission, I also take these reports as read.

The statutory registers required to be kept open at this meeting are available electronically for inspection by the members during the meeting. Members seeking to inspect such documents can send their requests to shares@panchmahalsteel.co.in

Mr. Deepak Nagar, Company Secretary:

Thank you sir, I now request you to kindly address us.

Mr. Ashok Malhotra, Chairman of the Meeting:

Dear Members,

Welcome to the 49th Annual General Meeting of your Company. It is always a pleasure to connect with you all, and although virtual, it is a privilege to host you today. I thank you for your continued trust, encouragement and support to the Company and its Management and for taking out the time from your busy schedule to join us.

I would now highlight the key performance of your Company during the financial year 2021-22. The Company recorded total income of Rs.577.61 crores as compared to Rs.343.32 crores in the previous year. The Company achieved a Profit after Tax of Rs.58.58 crores during the year as against Rs.9.81 crores in the previous year.

In view of good financial performance, your Board has recommended a dividend of Rs. 4/- per equity share for the year ended 31st March, 2022.

The improvement in operational and financial performance, and the resultant financial strength, is also reflected in the upgrading of the long-term credit rating of your Company issued by the Credit Rating Agency.

The outlook of the Company looks good. The demand for stainless steel continues to grow. Over a period of time, diversified usage of stainless steel in India has increased along with growth in conventional usage. The trend continues with more new age applications of stainless steel, significant trust by the Government on infrastructure development and increase in awareness have also been boosting stainless steel consumption. The scope of further growth is huge.

However, there are challenges in business environment on account of global energy crises, inflation and geo-political tensions between nations. These situations create uncertainties which need to be managed as per the prevailing conditions.

Your Directors are confident that the Company is capable of facing such challenges and of continuous growth.

Finally, I take this opportunity to thank the distinguished Board Members for their continued leadership and unwavering support to the Company and its employees.

I also extend my sincere appreciation to the Banks, Customers, Suppliers and all stakeholders for their co-operation and support.

I have special appreciation for Company's employees for their dedication and contributions.

My Best Wishes to all of you!

Thank you !!

Mr. Ashok Malhotra, Chairman of the Meeting:

Now, I would now like to brief you about the resolutions which are required to be passed today. There are "Four Resolutions" in the notice to be approved by the members at this Annual General Meeting.

The first resolution is an Ordinary Resolution and is related to consideration and approval of the audited financial statements for the financial year ended March 31, 2022 together with Directors' and Auditors' Report thereon.

The second resolution is an Ordinary Resolution to declare a Dividend on Equity Shares @ 40% i.e. Rs.4/- per equity share for the financial year ended March 31, 2022.

The third resolution is an Ordinary Resolution for appointment of Shri Kalpesh Parmar, who is retiring by rotation and being eligible, has offered himself for re- appointment.

The fourth resolution also an Ordinary Resolution is with regard to ratification of remuneration of Cost Auditors for the financial year 2022-23 and accordingly the same is put forth before you.

Since all the Resolutions have been already put to vote through remote e-voting, there will be no proposing and seconding of the Resolutions and that there would be no voting by show of hands. At the end, 15 minutes further will be provided for voting.

For special business items, the text of the resolutions along with explanatory statement are provided in the notice.

We now move on to our discussions with shareholders who have registered themselves as speakers with the company for raising their queries or to share their views on any item of the AGM notice, or on the financial statements for the financial year 2021-22. The Company Secretary will facilitate the question-and-answer session and now hand over this to Company Secretary.

Mr. Deepak Nagar, Company Secretary:

Chairman Sir, keeping in mind the constraint of time and connectivity issues, we had requested all of our Shareholders to register themselves as a speaker or to send their queries between 12th September, 2022 to 16th September, 2022 but Sir, we have not received any request to register as a speaker at AGM or any query from the shareholders during the said period. Fe members had approached us in advance with their queries and we have replied them suitably.

Mr. Ashok Malhotra, Chairman of the Meeting:

Those members, who have submitted queries after the stipulated time and those who are attending the meeting and have any queries are welcome to get in touch with the CFO or Company Secretary and we will be glad to provide the information to you.

This in a way brings me to the end of the meeting. But before I announce the closure of the meeting, there are a few important points to mention with regard to e-voting:

- Those who have already e-voted will not be entitled to vote.
- Those who have logged in to attend the meeting are only entitled to e-vote.
- E-voting is now open would be allowed only up to 15 minutes from the closure of this meeting.

On receipt of the final report from the scrutinizer, the results of the voting along with remote e-voting will be announced within 48 hours from conclusion of the meeting. The results of voting will also be displayed at the registered office and will be placed on the website of the company once they are declared. I further hereby authorize, the Company Secretary to announce the voting results within forty-eight hours of the conclusion of Annual General Meeting and intimate to the Stock Exchanges.

I would like to record my thanks to my colleagues on the Board as well as invitees. As I conclude, I would like to once again thank you on behalf of all members of the board for your continued trust, good will and support in all our endeavours. I wish you and your families all the very best for a safer and healthier tomorrow. With this, with your permission I would like to close this meeting. Remember 15 minutes more left for voting. So please do vote if you have not already done so.

Thank you very much for your support and God bless. Thank you.

Mr. Deepak Nagar, Company Secretary:

Thank you, Sir. I now formally propose a vote of thanks to the Chairman. Have a good day.

Thank you. Thank you everyone, Thank You.
