



## Earthstahl & Alloys Limited

CIN: L27310CT2009PLC021487

(Formerly known as Earthstahl & Alloys Private Limited)

Regd. Off.: Merlin Jayshree Vihar, Mohani 5 B, Pandri Tarai, Mandi Gate, Raipur (C.G.) 492001  
e-mail: secretarial@earthstahl.com; Ph: 8120009625, 8120009626; website: www.earthstahl.com

### NOTICE

Notice is hereby given that the 15<sup>th</sup> Annual General Meeting ("AGM") of the members of Earthstahl & Alloys Limited will be held on 30<sup>th</sup> September 2024 at 11:30 a.m. IST through video conference ("VC")/ other Audio Visual Means ("OAVM") to transact the following business:

#### ORDINARY BUSINESS

##### Item no. 1: Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2024 along with the reports of the Board of Directors and Auditors thereon.

##### Item no. 2: Appointment of Director, liable to retire by rotation.

To appoint a director in place of Mr. Ravi Thakurdasji Laddha (DIN: 00008358), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for reappointment.

##### Item no. 3: Appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time and upon the recommendations of the Audit Committee and the Board of Directors, M/s. O P Bagla & Co. LLP, Chartered Accountants, (Firm Registration No. 000018N/N500091; PR No. 014112), be and are hereby appointed as the Auditors of the Company, to hold office for a term of five (5) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of 20th Annual General Meeting of the Company, at such remuneration plus Goods and Service Tax, and the reimbursement of out of pocket expenses as may be approved by the Board of Directors of the Company."

#### SPECIAL BUSINESS

##### Item no. 4: Shifting of Registered Office within the State

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

"RESOLVED THAT pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for shifting the Registered Office of the Company from '5-B Mohani Merlin Jayshree Vihar, Pandri Tarai, Mandi Gate, Raipur, Chhattisgarh-492001' to 'Duldula Village, Simga Tehsil, Baloda Bazar, Chhattisgarh-493101' with effect from 1st October 2024.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized severally to do all the acts, deeds and things as may be deemed necessary or incidental for the purpose of giving effect to the aforesaid resolution."

##### Item no. 5: Approval of Remuneration limit for Directors in case of loss / inadequate profit.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof and the Articles of Association of the Company, approval of the Members be and is hereby accorded for payment of remuneration to Directors of the Company as per limits specified in Schedule V in case of loss or inadequate profit, calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT such Remuneration shall be paid to the Directors not exceeding the limit specified in Schedule V for the time being in force, upon recommendation of the Nomination and Remuneration Committee of the Company, followed by the approval of the Board.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, and things, as may be necessary to give effect to this resolution."

By order of the Board of Directors  
**For Earthstahl & Alloys Limited**

Place: Raipur  
Date: 28/08/2024  
Registered Office: Merlin Jayshree  
Vihar, Mohani 5-B, Pandri Tarai, Mandi  
Gate, Raipur - 492001.

**Akshat Sharma**  
Company Secretary

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**Notes:**

1. Pursuant to General Circular nos. 14/2020, 17/2020, 20/2020, 02/2021 issued by the Ministry of Corporate Affairs ("MCA") and Circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as "the Circulars"), as amended from time to time, companies are allowed to hold "AGM" through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Circulars, the 15th AGM of the Company is being convened through VC / OAVM.
2. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company.
3. The Company has appointed Bigshare Services Pvt. Ltd. ("BSPL"), to provide the facility of VC/OAVM for the AGM and the attendant enablers for conducting the AGM.
4. An Explanatory Statement pursuant to the provisions of the Companies Act, 2013 ("the Act"), and pursuant to the provisions of Secretarial Standard on General Meetings (SS-2), setting out the material facts in respect of the Special Business to be transacted at the Annual General Meeting ("AGM / Meeting") is annexed hereto.
5. This notice of AGM along with the Annual Report for 2023-24 is being sent by electronic mode to all members of the Company in their respective e-mail ID's registered with the Company / Depository Participant. Shareholders may also note that the Notice of 15th Annual General Meeting along with the Annual Report for the year 2023-24 will also be available on the website of Company [www.earthstahl.com](http://www.earthstahl.com).
6. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars read with applicable SEBI Circulars, physical attendance of members have been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM, and therefore the Proxy form, Attendance slip, and the Route map are not annexed to this Notice.
7. Pursuant to the provisions of the MCA Circulars and SEBI Circular for conducting AGM through VC/OAVM:
  - a. Members can attend the Meeting using the remote e-voting login credentials provided to them to connect to Video conference.
  - b. Pursuant to the provisions of the Companies Act, 2013 ("the Act"), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/ OAVM, physical attendance of Members has been dispensed

with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice.

- c. Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM, participate thereat and cast their votes through remote e-voting or e-voting during the Meeting.
  - d. In case of joint holders attending the AGM through video conferencing, only such joint holder who is higher in the order of names will be entitled to do the e-voting.
8. The attendance of the Members (members logins) attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  9. In line with the MCA Circulars and SEBI Circular, the Notice calling the AGM and Annual Report has been uploaded on the website of the Company at [www.earthstahl.com](http://www.earthstahl.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and is also available on the website of e-voting agency BSPL at the website address <https://ivote.bigshareonline.com>.
  10. The details required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Secretarial Standard on General Meetings (SS-2), in respect of the Directors seeking appointment/ re-appointment at the AGM, is annexed and forms part of this Notice.
  11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
  12. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act will be available for inspection during the AGM, if the Members so desire. All documents referred to in the Notice will also be available electronically for inspection, without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [secretarial@earthstahl.com](mailto:secretarial@earthstahl.com).
  13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 15th AGM. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by Bigshare Services Pvt. Limited. (BSPL).
  14. Members who have voted through remote e-Voting will be eligible to attend the AGM but will not be eligible to vote thereat.
  15. The remote e-voting period commences on Friday, 27<sup>th</sup> September 2024 (9.00 a.m. IST) and ends on Sunday, 29<sup>th</sup> September 2024 (5.00 p.m. IST). The Members of the Company, holding shares, as on the cut-off date i.e. Friday, 20<sup>th</sup> September 2024, may cast their vote by remote e-voting during the aforesaid period. The remote e-voting module shall be disabled by BSPL for voting thereafter.
  16. Those Members, who will be present at the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting, shall be eligible to vote through e-voting system during the AGM. Once the vote is cast on a resolution by the Member, such Member will not be allowed to change it subsequently.
  17. 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, viz., Friday, 20<sup>th</sup> September, 2024 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through electronic voting system. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
  18. Mr. Kamlesh Ojha (FCS: 10807, CP: 14660) or failing him, Mr. S.G. Kankani, (FCS: 3127, CP: 14730) from M/s. S.G. Kankani & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner after the conclusion of e-voting at the Meeting.

19. The Scrutinizer will scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same.
20. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company at [www.earthstahl.com](http://www.earthstahl.com). The result will simultaneously be communicated to the Stock exchange(s) where the equity shares of the Company are listed. The results will also be placed on the website of BSPL i.e., <https://ivote.bigshareonline.com>.
21. Subject to receipt of requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM i.e. 30<sup>th</sup> September, 2024.
22. The detailed steps on the process and manner to access the VC/OAVM facility at the AGM and for remote e-voting/ e-voting at the AGM are as follows:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on Friday, 27<sup>th</sup> September 2024 (9.00 a.m. IST) and ends on Sunday, 29<sup>th</sup> September 2024 (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 of Friday, 20<sup>th</sup> September 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

**1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cslindia.com">helpdesk.evoting@cslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

- Click on **“LOGIN”** button under the **‘INVESTOR LOGIN’** section to Login on E-Voting Platform.
- Please enter your **‘USER ID’** (User id description is given below) and **‘PASSWORD’** which is shared separately on your registered email id.

Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID as user id.**

Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.**

Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

(Note: If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section.)

- Click on I AM NOT A ROBOT (CAPTCHA) option and login.

(Note: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.)

- If you have forgotten the password: Click on ‘LOGIN’ under ‘INVESTOR LOGIN’ tab and then Click on ‘Forgot your password’.
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘Reset’.  
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

### Voting method for shareholders on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.
- Click on **"VIEW EVENT DETAILS (CURRENT)"** under **'EVENTS'** option on investor portal.
- Select event for which you are desirous to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **"IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN"** and click on **"SUBMIT VOTE"**. A confirmation box will be displayed. Click **"OK"** to confirm, else **"CANCEL"** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on investor portal.

### 3. Custodian registration process for i-Vote E-Voting Website:

You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

- Click on **"REGISTER"** under **"CUSTODIAN LOGIN"**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".

NOTE: If Custodian have registered on to e-voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET.
- In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address.

### Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "DOCUMENTS" option on custodian portal.
  - Click on **"DOCUMENT TYPE"** dropdown option and select document type power of attorney (POA).
  - Click on upload document **"CHOOSE FILE"** and upload power of attorney (POA) or board resolution for respective investor and click on **"UPLOAD"**.

**Note:** The power of attorney (POA) or board resolution has to be named as the **"InvestorID.pdf"** (Mention Demat account number as Investor ID.)

Your investor is now mapped and you can check the file status on display.

### Investor vote File Upload:

- To cast your vote select **"VOTE FILE UPLOAD"** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.



- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on custodian portal.

**Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

**4. Procedure for joining the AGM through VC/ OAVM:**

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).

- After successful login, Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desirous to attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option.
- 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.

**The instructions for Members for e-voting on the day of the AGM are as under:-**

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.



### EXPLANATORY STATEMENT – Annexure to Notice

(Pursuant to Section 102 of the Companies Act 2013)

The following Statement sets out all the material facts relating to Item No. 3 to 5 mentioned in the accompanying Notice:

#### Item No. 3

Pursuant to the provisions of Section 139(2) of the Companies Act 2013 (the “Act”), read with applicable Rules framed thereunder, the term of the present Statutory Auditors expires at the conclusion of this AGM. The Board of Directors place on record their appreciation for the services rendered by M/s. APAS & Co LLP, Chartered Accountants.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors of the Company has, at its meeting held on 28<sup>th</sup> August 2024, proposed the appointment of M/s. O P Bagla & Co. LLP, Chartered Accountants (Firm Registration No. 000018N/N500091; PR No. 014112) as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this AGM till the conclusion of 20<sup>th</sup> AGM.

M/s O P Bagla & Co. LLP have consented to the aforesaid appointment and confirmed that their appointment, if made, will be in accordance with the provisions of the Sections 139, 141 and other relevant provisions the Act and the Companies (Audit and Auditors) Rules, 2014.

#### Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

<b>Proposed Fees</b>	The fee proposed to be paid to M/s. O P Bagla & Co. LLP towards statutory audit for financial year 2024-25 shall be as decided by the Board of Directors not exceeding Rs. 5,00,000/- (Rupees Five lakhs), plus out of pocket expenses, with the authority to the Board to make revisions as it may deem fit for the balance term, based on the recommendation of the Audit Committee.  The fee for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the statutory audit fee as above and will be decided by the management in consultation with the Statutory Auditors.
<b>Term of appointment</b>	Appointment for 1 <sup>st</sup> term of five years upto conclusion of the 20 <sup>th</sup> AGM.
<b>Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change;</b>	No material change
<b>Basis of recommendation</b>	The Audit Committee and the Board of Directors, while recommending the appointment of M/s. O P Bagla & Co. LLP as the Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm and partners, proven track record of the firm and eligibility criteria prescribed under the Act.
<b>Credentials of the Auditor</b>	M/s. O P Bagla & Co. LLP (“the Firm”) is a Limited Liability Partnership Firm incorporated in India and is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (“ICAI”) with Registration No. 000018N/N500091, and Peer Review No. 014112. The Firm was established in 1967 and has a large and diverse client base spread all over the country and overseas engaged in various business activities i.e. from retail business house to large industrial undertakings which are well known in the

	<p>country. The firm has vast experiences of more than 55 years in different type of Audit/Statutory Audits/Internal Audits/System Audits/ Management Audits/Due Diligence Audit/Con Current Audit/Financial Reporting/Financial Accounting.</p> <p>The firm has expertise in direct and indirect taxation work including representation before Assessing Officer, CIT (Appeals) and I.T.A.T. etc.</p>
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None of the Directors, Key Managerial Personnel or any of their relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends the resolution for approval of the Members of the Company, as set out at Item No. 3 of the Notice.

**Item No. 4**

The Board in its Meeting held on 28<sup>th</sup> August 2024, has approved the shifting of the Registered Office of the Company to the new address being the factory premises of the Company at 'Duldula Village, Simga Tehsil, Baloda Bazar, Chhattisgarh-493101 for administrative convenience. However the same shall be subject to approval of the members at the Annual General Meeting.

As per the provisions of Section 12(5) of the Companies Act, 2013, the approval of Shareholders by means of a Special Resolution is required for changing the Registered Office of the Company outside the local limits of the city, town or village where the Registered Office is situated. Since, the proposed change of Registered Office is outside the local limits of Raipur city, the same requires the prior approval of the Shareholders.

Accordingly, the approval of Shareholders is being sought, by way of Special Resolution to change the Registered Office of the Company from '5-B Mohani Merlin Jayshree Vihar, Pandri Tarai, Mandi Gate, Raipur, Chhattisgarh-492001' to 'Duldula Village, Simga Tehsil, Baloda Bazar, Chhattisgarh-493101' w.e.f. 01<sup>st</sup> October 2024.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends the resolution for approval of the Members of the Company, as set out at Item No. 4 of the Notice.

**Item No. 5**

Pursuant to the provisions of Schedule V to the Companies Act, in case of no profit or inadequate profit during the tenure of appointment of a managerial personnel (i.e. Managing Director, Whole-time Director or Manager) or other Director, remuneration may be paid as per the limits prescribed in the applicable slab in the aforesaid Schedule based on the 'Effective Capital' of the Company, subject to approval of shareholders by way of Ordinary Resolution.

Provided, remuneration in excess of the permissible slab may be paid, if shareholders pass a special resolution in this regard.

Therefore, approval of the members is sought for payment of Remuneration to the Directors of the Company as per respective limits prescribed in the Schedule V of the Companies Act 2013. A statement pursuant to Schedule V of the Companies Act 2013 has been provided along with the Notice of the ensuing AGM.

The Directors along with their relatives are deemed to be concerned or interested, financially or otherwise in the Resolution at Item No. 5 of the Notice to the extent of remuneration (commission) that may be received by them. No other Key Managerial Personnel of the Company and their relatives are interested in this resolution.

The Board of Directors recommends the resolution for approval of the Members of the Company, as set out at Item No. 5 of the Notice.

**BRIEF PROFILE OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT / VARIATION IN TERMS OF REMUNERATION AT THE ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015]

<b>Name</b>	Mr. Ravi Thakurdasji Laddha
<b>Director Identification Number (DIN)</b>	00008358
<b>Date of Birth</b>	October 10, 1972
<b>Age</b>	51 years
<b>Nationality</b>	Indian
<b>Date of first appointment in the Board</b>	November 15, 2010
<b>Terms and Conditions of Appointment / Re-appointment</b>	Liable to retire by rotation
<b>Educational Qualifications</b>	Bachelor's degree in Engineering
<b>Profile &amp; Experience</b>	He has around 26 years of experience in the steel industry. He holds a bachelor's degree in engineering from Amravati University passed in the year 1995 and has been associated with the company since the year 2010.
<b>Nature of Expertise in specific functional areas</b>	Project planning and execution, plant operation
<b>Relationship with Directors / KMP of the Company</b>	-
<b>Directorship in other listed entities</b>	NIL
<b>Listed entities from which Director has resigned in the past 3 years.</b>	NIL
<b>Chairmanship / Membership of the Committees of other listed entities.</b>	N.A.
<b>Shareholding in Earthstahl &amp; Alloys Limited(as on 31.03.2024)</b>	11,04,000 shares

**STATEMENT PURSUANT TO SCHEDULE V OF THE COMPANIES ACT 2013.**

(In respect to Resolution proposed in Item no.5 of the Notice)

<b>I. General Information</b>	
Nature of industry	Production of Cast Iron Lumps and Casting articles
Date or expected date of commencement of commercial production	Existing Company in operation
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	During the F.Y. 2023-24, the Net Revenue of the Company was Rs. 87.94 crore while the Net Profit after tax remained at Rs. 1.89 crore.
Foreign investments or collaborations, if any.	Not Applicable

<b>II. Information about the appointee</b>	
Background details	Not Applicable
Past remuneration	Not Applicable
Recognition or awards	Not Applicable
Job profile and his suitability	Not Applicable
Remuneration proposed	Not Applicable
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Not Applicable
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Not Applicable

<b>III. Other Information</b>	
Reasons of loss or inadequate profits	Adverse market condition
Steps taken or proposed to be taken for improvement	Installation of briquetting plant to reduce raw material cost and laying of 132 kv power supply line to reduce power cost.
Expected increase in productivity and profits in measurable terms	It should increase profits by atleast 100% from present level.