

BIHAR SPONGE IRON LIMITED

CIN: L27106JH1982PLC001633

Registered Office: Umesh Nagar, Chandil, Dist. Saraikela-Kharsawan, Jharkhand-832401

Ph.: +91-6591-232410/17, E-mail: companysecretary@bsil.org.in,

Web: <http://www.bsil.org.in>

NOTICE

NOTICE is hereby given that the 37th ANNUAL GENERAL MEETING of the members of Bihar Sponge Iron Limited will be held at "Company's Guest House, Umesh Nagar, Chandil, District- Saraikela- Kharsawan, Jharkhand-832401" on Monday, the 9th day of September, 2019 at 2:00 p.m. (IST) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2019, the Report of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mrs. KumKum Modi (DIN- 00522904), who retires from office by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Mr. B.D. Garg (DIN: 00002792) as an Independent Director for a second term of five consecutive years.

To consider and if thought fit, give your assent or dissent to the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. B.D. Garg (DIN:00002792), who was appointed as an Independent Director of the Company for a term of five years up to 28th May 2019, by the members at the 32nd Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from May 29, 2019 up to May 28, 2024, not liable to retire by rotation."

4. Re-appointment of Mr. Shyam Babu Vyas (DIN: 02025415) as an Independent Director for a second term of five consecutive years.

To consider and if thought fit, give your assent or dissent to the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Dr. Shyam Babu Vyas (DIN: 02025415), who was appointed as an Independent Director of the Company for a term of five years up to 28th May 2019, By the members at the 32nd Annual General Meeting be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from May 29, 2019 up to May 28, 2024, not liable to retire by rotation."

5. Re-appointment of Mr. J.C. Chawla (DIN: 05316202) as an Independent Director for a second term of five consecutive years.

To consider and if thought fit, give your assent or dissent to the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. J.C. Chawla (DIN:05316202), who was appointed as an Independent Director of the Company for a term of five years up to 28th May 2019, By the members at the 32nd Annual General Meeting be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from May 29, 2019 up to May 28, 2024, not liable to retire by rotation."

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI (Listing obligations and Disclosure Requirements) Amendment Regulations, 2018, Mr.J.C. Chawla on attaining the age of 75 years, during the above term of re-appointment, the continuation of such appointment as an Independent Director of the Company for five consecutive years on the same terms & Conditions of such re-appointment even after attaining the age of 75 years , will be considered as requisite approval from Shareholder as required in the Amendment Regulations, 2018."

6. Re-appointment of Mr. Madan Lal (DIN: 00272672) as an Independent Director for a second term of five consecutive years.

To consider and if thought fit, give your assent or dissent to the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Madan Lal (DIN: 00272672), who was appointed as an Independent Director of the Company for a term of five years up to 13th November 2019, By the members at the 33rd Annual General Meeting be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from 14th November, 2019 up to November 13, 2024, not liable to retire by rotation."

7. Approval of re-appointment of Mr. Satish Kumar Gupta as Whole-time Director (Director-Works) of the Company.

To consider and if thought fit to give your assent or dissent to the following resolution as Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and subject to such other approvals as may be necessary, the Company hereby approves the appointment of Mr. Satish Kumar Gupta as Whole-time Director, designated as Director-Works of the Company for a period of 5 years with effect from 13th December, 2018 on the terms, conditions and remuneration mentioned herein below:-

- 1) **Basic Salary** : Rs. 79,800 per month
- 2) **Perquisites & Allowances:**
 - a. House Rent : Rs. 900 per month
 - b. Conveyance : Company's car with actual petrol not exceeding 2500 per month and repair & maintenance.
 - c. Driver Allowance : Rs. 9000 per month
 - d. Telephone and Mobile Phone : As per actual
 - e. Medical Reimbursement : Expenses incurred by him and his family, Maximum 5 % of the basic salary
 - f. Leave Travel Allowance : One month basic salary per annum
 - g. Bonus/Ex-gratia : One month basic salary per annum
 - h. Contribution to Provident fund, Superannuation fund or Annuity fund : As per the rules of the Company which shall not be computed for the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.
 - i. Gratuity : Gratuity payable shall not exceed half month's salary for each completed Year of service.
 - j. Minimum Remuneration : In the event of inadequacy or absence of profit in any financial year during his tenure, Mr. S. K. Gupta will be entitled to remuneration along with the perquisites / benefits mentioned above by way of minimum remuneration in terms of Schedule V of the Companies Act, 2013.

Note: All the perquisites will be inter-changeable i.e. any excess in a particular perquisite may be permissible by a corresponding reduction in one or more of the other perquisites(s).

3) Other Terms:

- i. Leave: As per the rules of the Company.
- ii. Reimbursement of entertainment expenses: Mr. S. K. Gupta will be entitled to reimbursement of entertainment and other expenses incurred in the course of legitimate business purpose of the Company."

8. Approval for entering into Related Party Transactions by the Company.

To consider and if thought fit to give your assent or dissent to the following Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with its respective related parties as defined under the Act, Rules made there under and SEBI (LODR), Regulations with effect from 1st April, 2019 and every year thereafter up to the maximum amounts per annum, as mentioned herein below:

Sr. No.	Nature of Transaction	Name of Related party	Receipt	Amount (Rs. Lacs) Payment
1	Lease/sub-lease/rent for office and others	Modi Hitech India Ltd.	30.00	10.00
		G S Pharmbutor Pvt. Ltd.	1000.00	10.00
2	Purchase of stationaries and other items	Jayesh Tradex Pvt. Ltd.	Nil	2.00
		Modi Mundipharma Beauty products Pvt. Ltd (Formerly Known as Modi Revlon Pvt. Ltd.	Nil	1.00
		Win Medicare Pvt. Ltd.	Nil	2.50
		MG Mobiles India Pvt. Ltd.	Nil	1.00
3	Printing of Annual Reports	Modi Motors Pvt. Ltd	Nil	7.50
4	Support Services	Modi Line Travel Services Pvt. Ltd.	Nil	2.50
		Modi- Mundipharma Pvt. Ltd.	1.00	1.00
		Modi Hitech India Ltd.	1.00	2.50
		Dayawati Modi Public School	75.00	40.00
5	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given, payment of Interest on ICDs, Guarantee/ Security given or any other material related party transactions.	Any other related party/ies not mentioned her in above and as defined under the Act	20.00	20.00

RESOLVED FURTHER THAT consent of the Company is accorded for ratification of the aforesaid related party transactions already entered into by the Company exceeding the threshold limits as specified in Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and which are material in nature in terms of Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company."

BY ORDER OF THE BOARD

Place: New Delhi
Dated: 25.05.2019

R.K. AGARWAL
DIRECTOR
DIN : 00298252

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is given below and forms part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members up to and not exceeding Fifty (50) and holding in aggregate not more than Ten Percent (10%) of the total share capital of the Company. Further, a member holding more than Ten Percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
3. The instrument appointing proxy must be deposited at the registered office of the Company not less than 48 hours before the time of holding the meeting.
4. Corporate Members intending to send their authorized representative to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 3rd September, 2019 to 9th September, 2019 (both days inclusive).
6. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.
7. Members are informed that in case of joint holders attending the AGM, only such joint holder who is first in the order of names will be entitled to vote.
8. Members/Proxies should bring the attendance slips duly filled in and signed for attending the Meeting.
9. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Beetal Financial & Computer Services Ltd. for assistance in this regard.
10. Notice of the 37th AGM along with Annual Report 2018-19 of the Company, inter alia, indicating the process and manner of e-voting along with the Attendance Slip, Proxy Form and route map is being sent by electronic mode to the members whose email addresses are registered with the Company/ Depository Participant(s), unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copy of the Annual Report 2018-19 and the Notice of the AGM are being sent by the permitted mode.
11. To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with Beetal in case the shares are held by them in physical form.
12. Members holding shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members are advised to avail the nomination facility by filing Form SH-13 in their own interest. Blank forms will be supplied by the Company on request.
13. The Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection at the meeting.
14. Members may also note that the Notice of the 37th AGM along with Attendance Slip, Proxy Form, Route Map and the Annual Report for the Financial Year 2018-19 will also be available on the Company's website. www.bsil.org.in.
15. Members desiring any information as regards to accounts are requested to address their questions to the Secretary of the Company at least 7 days before the date of the Meeting so that the required information is made available at the Meeting.
16. The documents referred in the accompanying notice are available for inspection at the Registered Office of the Company during working hours between 9:30 A.M. to 1:00 P.M. except on holidays up to the date of AGM.

17. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (mandatory for all listed companies), the Company is pleased to provide its Members facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL).

The Board of Directors has appointed Ms. Nupur Gupta, Practising Chartered Accountant, Citi Centre, Begum Bridge, Meerut- 250001 as a Scrutinizer to process the e-voting and submit a report to the Chairman.

The results of voting shall be declared within two (2) days of the 37th Annual General Meeting convened for the purpose. The results of voting so declared along with the Scrutinizer's Report shall be placed on the Company's Website (www.bsil.org.in) CDSL Website and shall also be communicated to the Stock Exchanges (BSE).

The Instructions for shareholder's voting electronically are as under:

- (i) The voting period begins on Friday the 6th September 2019 at 9:00 AM and ends on Sunday the 8th September, 2019 at 5:00 PM. 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 Monday, the 2nd 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.
- (iii) Click on Shareholders / Members.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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 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

	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). <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the Depository or Company please enter the Member ID / Folio Number in the Dividend Bank Details field as mentioned in instruction (iv).

- (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 for "Bihar Sponge Iron 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 cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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 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.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

GENERAL INSTRUCTIONS:

- The voting period begins on Friday, the 6th September, 2019 at 9:00 AM and ends on Sunday the 8th September, 2019 at 5:00 PM. 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 Monday the 2nd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- Ms. Himani Mittal, Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this 37th Annual General Meeting including e-voting her mail ID is companysecretary@bsil.org.in and may be contacted on phone no. 011-42504666.
 - The Notice of the 37th Annual General Meeting are being sent to all the Members, whose names appear in the Register of Members as on cut-off date (record date) i.e. through Registered Post / Courier and also by E-Mail, wherever registered. The Members may also download a copy of the Notice from the Website of the Company (www.bsil.org.in).
 - The voting rights of shareholders shall be in proportion to their shareholding of paid-up equity share capital of the Company as on the cut-off date, i.e., 2nd September, 2019 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 facility of remote e-voting, voting through ballot form, as well as voting at the meeting through ballot.
 - Kindly note that the shareholders can opt only one mode of voting i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote physically. However, in case shareholder cast their vote through e-voting as well as physically, then voting done through e-voting will prevail.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. : 3

Mr. B.D. Garg was appointed as an Independent Director on the Board of the Company in line with the requirements of the Listing Agreement on May 29th, 2014. In terms of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, members of the Company at the 32nd Annual General Meeting held on September 29, 2014 approved the appointment of Mr. B.D. Garg as an Independent Director of the Company for a period of 5 consecutive years for a term up to May 28, 2019.

Mr. B. D. Garg, aged 70 years, is B.Tech (Chemical) from BHU and having more than 40 years of experience in the area of the operations, finance, administration and management of business of the Company.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing a special resolution by shareholders.

Mr. B.D. Garg, has given consent and intimation in writing to act as a Director in Form DIR-2 and intimation in form DIR-8, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, and a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 & Regulation 16(1)(b) of the Listing Regulations as amended from time to time.

Based on the recommendation of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. B.D. Garg, the Board of Directors approved the continuance of office of Mr. B.D. Garg as mentioned in the resolution.

In the opinion of the Board, Mr. B.D. Garg satisfies the conditions specified under the Companies Act, 2013 and rules made there under for his appointment as an independent director of the Company. His continuation on the board as independent director will be beneficial to the Company and the Board recommends the resolution set out under Item No. 3 of this notice for approval of the members as special resolution.

Except Mr. B.D. Garg, being an appointee, none of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise in the proposed resolution.

Disclosure under regulation 36(3) of the Listing Regulations are set out in the annexure to the Explanatory Statement.

ITEM NO. : 4

Dr. Shyam Babu Vyas was appointed as an Independent Director on the Board of the Company in line with the requirements of the Listing Agreement on May 29th, 2014. In terms of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, members of the Company at the 32nd Annual General Meeting held on September 29, 2014 approved the appointment of Dr. Shyam Babu Vyas as an Independent Director of the Company for a period of 5 consecutive years for a term up to May 28, 2019.

Dr. Shyam Babu Vyas, aged 66 years, has experience in the area of management and administration of over 37 years.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing a special resolution by shareholders.

Dr. Shyam Babu Vyas, has given consent and intimation in writing to act as a Director in Form DIR-2 and intimation in form DIR-8, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, and a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 & Regulation 16(1)(b) of the SEBI (LODR) Regulations as amended from time to time.

Based on the recommendation of the Nomination & Remuneration Committee and keeping in view the expertise of Dr. Shyam Babu Vyas, the Board of Directors approved the continuance of office of Dr. Shyam Babu Vyas as mentioned in the resolution.

In the opinion of the Board, Dr. Shyam Babu Vyas satisfies the conditions specified under the Companies Act, 2013 and rules made there under for his appointment as an independent director of the Company. His continuation on the board as independent director will be beneficial to the Company and the Board recommends the resolution set out under Item No. 4 of this notice for approval of the members as special resolution.

Except Dr. Shyam Babu Vyas, being an appointee, none of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise in the proposed resolution.

Disclosure under regulation 36(3) of the Listing Regulations are set out in the annexure to the Explanatory Statement.

ITEM NO. : 5

Mr. J.C. Chawla was appointed as an Independent Director on the Board of the Company in line with the requirements of the Listing Agreement on May 29th, 2014. In terms of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, members of the Company at the 32nd Annual General Meeting held on September 29, 2014 approved the appointment of Mr. J.C. Chawla as an Independent Director of the Company for a period of 5 consecutive years for a term up to May 28, 2019.

Mr. J.C. Chawla, aged 73 years, having more than 42 years of experience in the area of the operations, administration and management of business of the Company.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing a special resolution by shareholders.

Mr J.C. Chawla, has given consent and intimation in writing to act as a Director in Form DIR-2 and intimation in form DIR-8, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, and a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 & Regulation 16(1)(b) of the SEBI (LODR) Regulations as amended from time to time.

As per regulation 17 (1A) inserted by SEBI (LODR) (Amendment) Regulations, 2018 on 9th May, 2018 no listed company shall appoint a person or continue the directorship of any non-executive director who has attained the age of 75 years unless a special resolution is passed to the effect. Mr. J. C. Chawla will attain the age of 75 years on 23rd February, 2021 and during the above term of re-appointment, the continuation of such appointment for 2 years even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in Amendment Regulations, 2018.

Based on the recommendation of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. J. C. Chawla, the Board of Directors approved the continuance of office of Mr. J. C. Chawla as mentioned in the resolution.

In the opinion of the Board, Mr. J. C. Chawla satisfies the conditions specified under the Companies Act, 2013 and rules made there under for his appointment as an independent director of the Company. His continuation on the board as independent director will be beneficial to the Company and the Board recommends the resolution set out under Item No. 5 of this notice for approval of the members as special resolution.

Except Mr. J. C. Chawla, being an appointee, none of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise in the proposed resolution.

Disclosures under regulation 36(3) of the Listing Regulations are set out in the annexure to the Explanatory Statement.

ITEM NO. : 6

Mr. Madan Lal was appointed as an Independent Director on the Board of the Company in line with the requirements of the Listing Agreement on November 14th, 2014. In terms of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, members of the Company at the 33rd Annual General Meeting held on August 19th 2015 approved the appointment of Mr. Madan Lal as an Independent Director of the Company for a period of 5 consecutive years for a term up to November 13th, 2019.

Mr. Madan Lal, aged 77 years, is Master of Commerce and earlier associated with IDBI and many other organization's. He is having more than 51 years of experience in the area of the Finance & Accounts, Taxation, administration and management of business of the Company.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing a special resolution by shareholders.

Mr. Madan Lal, has given consent and intimation in writing to act as a Director in Form DIR-2 and intimation in form DIR-8, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, and a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 & Regulation 16(1)(b) of the SEBI (LODR) Regulations as amended from time to time.

Based on the recommendation of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Madan Lal, the Board of Directors approved the continuance of office of Mr. Madan Lal as mentioned in the resolution.

His continuation on the board as independent director will be beneficial to the Company and the Board recommends the resolution set out under Item No. 6 of

this notice for approval of the members as special resolution.

Except Mr. Madan Lal, being an appointee, none of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise in the proposed resolution.

Disclosures under regulation 36(3) of the Listing Regulations are set out in the annexure to the Explanatory Statement.

ITEM NO. 7

Mr. Satish Kumar Gupta, 73 years, is an engineering graduate and has experience of more than 45 years and has worked at various levels. His experience is in area of sales, marketing, administration and operations of the Company's business.

The Board has subject to your approval and other approvals as may be required appointed him as the whole-time Director, designated as Director (Works) of the Company w.e.f. 13th December, 2018 for a period of five years on the remuneration and perquisites as contained in resolution No.7 of this notice.

Further considering the above facts, other relevant factors and the comparative remuneration in the industry, the Nomination and Remuneration Committee, pursuant to Schedule V of the Companies Act, 2013 approved and recommended to the Board for payment of such remuneration as mentioned under Item No.7 of this notice, to Mr. Satish Kumar Gupta for a period of five year w.e.f. 13th December, 2018. The Board in their meeting held on 14th November, 2018 had approved payment of remuneration to him subject to your approval.

The information as required under Schedule V of the Companies Act, 2013 is given herein under:

I. GENERAL INFORMATION:

Nature of Industry is Sponge Iron. The Company commenced commercial production on 1st July, 1989.

Financial performance based on given indicators:

(Rs. in Thousands)

Financial Parameters	2018-19	2017-18
Total Income	864.97	704.33
Profit / (Loss) before Interest, Depreciation & Exceptional Items	557.21	402.04
Interest & Finance Charges	8.61	39.27
Depreciation	428.95	431.11
Profit/ (Loss) for the year before Exceptional Items	119.65	(68.34)
Exceptional Items- income / (expenditure)	(130.52)	56.07
Provision for Tax	-	-
Net Profit / (Loss)	(10.87)	(12.27)

I. INFORMATION ABOUT THE APPOINTEE:

Background details: Mr. Satish Kumar Gupta is an engineering Graduate with over 45 years of experience in the industry and has worked at various level. His vast and rich experience has enabled the company to survive in tough times.

Past remuneration: Mr. Satish Kumar Gupta was appointed as Executive Director (Works) w.e.f. 13th December, 2017 on Rs. 79,800/- plus perquisites and allowances, in the best interest of the Company he has waived off his salary since his last appointment.

Job profile and his suitability: Mr. Satish Kumar Gupta has vast experience in the area of sales, marketing, administration and operations of Company's business. He has been associated with the Company since last 39 years.

Remuneration proposed: Details of proposed remuneration is given in Item No. 7 of the Notice convening the 37th Annual General Meeting.

Comparative remuneration profile with respect to industry size of the company, profile of the position and person: In the similar sized sponge iron units, remuneration is ranging between Rs. 20 lacs to Rs. 35 lacs per annum.

Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: He does not have pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel except drawing salary from the Company.

III. OTHER INFORMATION: Due to non-availability of Coal from Central Coalfields Limited the plant has been shut and operation is suspended from 9th August, 2013.

Steps taken or proposed to be taken for improvement:

With the revival of the steel industry, considering the substantial accumulated losses, full erosion of working capital and the liabilities including long term borrowings having matured fully along with interest having fallen due. The company has initiated requisite steps for making the plant ready for operations and has in this direction, with a view to generate revenue and make the plant operational, the company has, on 01-04-2017 entered in to a Facility User Agreement with a company specializing in contract manufacturing. Under the said agreement, part of the plant and machinery shall be operated by the said company.

With the restart of the plant by them, the management believes that the company shall gradually start earning surplus and losses incurred in past will get wiped out in due course and there after the company will be able to operate in normal course of its business. The financial statements, as such have been prepared on going concern basis on the strength of management's plan of revival including restructuring of liabilities, providing the adequate finance for the operations and reorganization of business of the company.

The above measures being taken by the Company will definitely improve the performance of the Company in terms of profitability.

Pursuant to section 197 and Section 203 of the Companies Act, 2013 and rules made there under the present proposal is to seek the member's approval for appointment of Mr. Satish Kumar Gupta as the Whole-time Director, designated as the Director (works), who has attained the age of 70 year and payment of remuneration to the Whole-time Director requires approval of the shareholders by way of a special resolution. Therefore, the Board recommends this resolution to be passed as a special resolution.

There is no financial interest of any of the director, interest is only to the extent of their shareholding in the Company as some of the directors are also the shareholders in the Company. No Key Managerial persons (KMP) or their relatives are concerned or interested in the resolution except to the extent of

being KMP. No relatives of the directors are concerned or interested in the resolution except to the extent of their shareholding in the Company. The related registers, records and documents are available for inspection during business hours on any working day at the Registered Office of the Company.

Brief profile of Mr. Satish Kumar Gupta is provided at the end of this Notice.

The term of appointment given in the said resolution may be treated as an abstract of the terms and conditions of appointment of the said Whole-time Director u/s 190 of the Companies Act, 2013.

None of the Directors except Mr. Satish Kumar Gupta is interested or concerned in the resolution.

ITEM NO.: 8

Pursuant to Section 188 of the Companies Act, 2013, the Company can enter into transactions which are in the ordinary course of business and/or are on arm's length basis. Transactions that do not satisfy these criteria can be carried out only with the approval of the shareholders accorded by way of a ordinary resolution. Though all the transactions with the related parties mentioned under the resolution in Item No.8 are in the ordinary course of business and are at arm's length basis, As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has made it mandatory that all material Related Party Transactions (i.e., the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company) shall require approval of the shareholders by way of a ordinary resolution. However, since these transactions, though may be on arm's length basis and also may be in the ordinary course of business, yet as an abundant caution, it is proposed to seek approval of members by passing a Ordinary Resolution, pursuant to Section 188 read with rules made thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Nature of Interest of Related of Related parties in the Company is given below:-

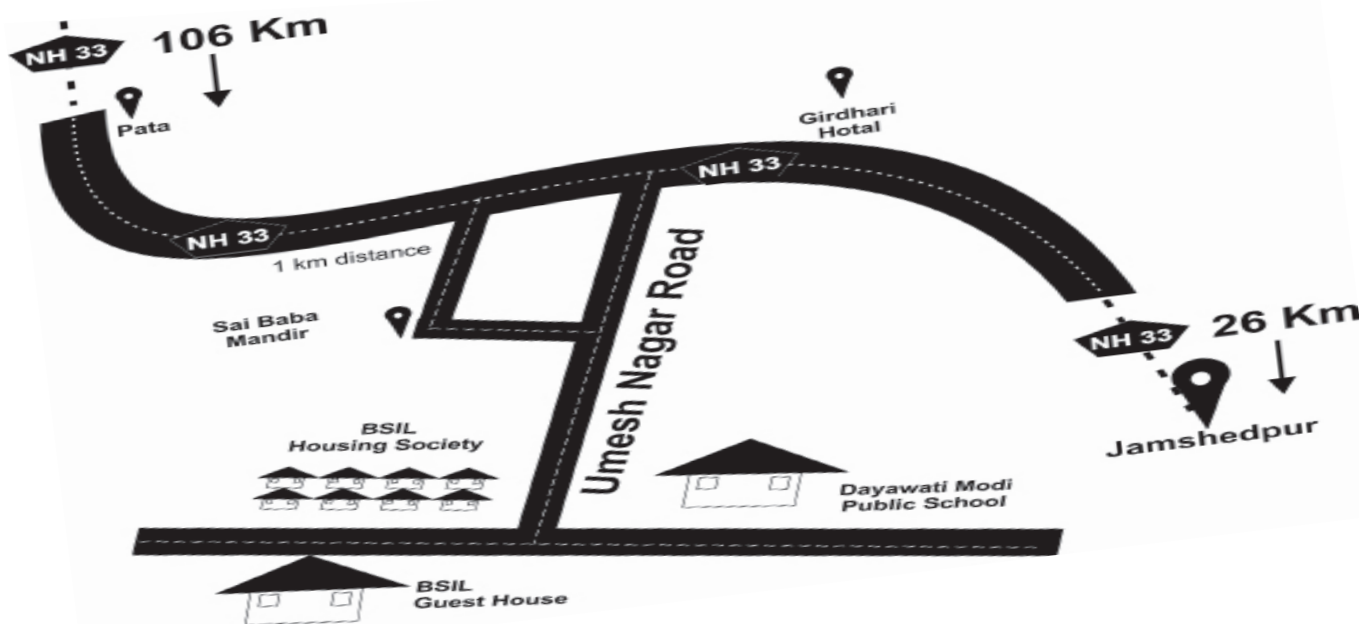
Sr. No.	Nature of Transaction	Directors/KMP who is related and nature of relation	Related party
1	Lease/sub-lease/rent for office and others	Mr. U. K. Modi, Mrs. Kumkum Modi, Mr. Abhishek Modi, Mr. Jayesh Modi and Mr. B. D. Garg are common directors.	Modi Hitech India Ltd.
		G S Pharmbutors Pvt. Ltd. holds more than 20 % of shares in Moderate Leasing and Financial Services Limited which is a promoter group company and holds 49 .10 % shares of the Company.	G S Pharmbutor Pvt. Ltd.
2	Purchase of stationaries and other items	Mr. Jayesh Modi and Mrs. Kumkum Modi as common directors and Mr. U. K. Modi, Mr. Abhishek Modi, as relative of directors.	Jayesh Tradex Pvt. Ltd.
		Mr. U. K. Modi and Mrs. Kumkum Modi as common director and Abhishek Modi, Mr. Jayesh Modi as relative of directors.	Modi Mundipharma Beauty products Pvt. Ltd. (Formerly Known as Modi Revlon Pvt. Ltd.
		Mr. U. K. Modi, Mrs. Kumkum Modi, Mr. Abhishek Modi and Mr. Jayesh Modi are common directors.	Win Medicare Pvt. Ltd.
		Mr. U. K. Modi, Mrs. Kumkum Modi, Mr. Abhishek Modi, Mr. Jayesh Modi as relative of a director.	MG Mobiles India Pvt. Ltd.
3	Printing of Annual Reports	Mrs. Kumkum Modi as common director and Mr. U. K. Modi, Mr. Abhishek Modi and Mr. Jayesh Modi as relative of directors.	Modi Motors Pvt. Ltd
4	Support Services	Mrs. Kumkum Modi, Mr. Abhishek Modi as common director and Mr. U. K. Modi, Mr. Jayesh Modi as relative of directors.	Modi Line Travel Services Pvt. Ltd.
		Mr. U. K. Modi, Mrs. Kumkum Modi and Mr. Abhishek Modi are common directors.	Modi- Mundipharma Pvt. Ltd.
		Mr. U. K. Modi, Mrs. Kumkum Modi, Mr. Abhishek Modi, Mr. Jayesh Modi and Mr. B. D. Garg are common directors.	Modi Hitech India Ltd.
		Mr. U.K. Modi, Director, also a Trustee in Daya Charitable Trust.	Dayawati Modi Public School (Runs under the aegis of Daya Charitable Trust)
5.	Availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/ given, payment of Interest on ICDs, Guarantee/ Security given or any other material related party transactions.		Any other related party/ies not mentioned hereinabove and as defined under the Act

BY ORDER OF THE BOARD

Place: New Delhi
Dated: 25.05.2019

R.K. AGARWAL
DIRECTOR
DIN : 00298252

ROUTE MAP TO THE VENUE OF 37TH ANNUAL GENERAL MEETING



DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER THE PROVISIONS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Sr. No.	Name of the Directors	Mrs. KumKum Modi	Mr.B.D. Garg
1	Director Identification Number (DIN)	00522904	00002792
2	Date of Birth	19.01.1951	11.05.1949
3	Age	68 Years	70 Years
4	Date of appointment	04.06.2011	04.06.2011
5	Expertise in specific field	In the area of Administration, Business Management and Corporate Social activities.	He has a vast experience in the area of Management and Administration of over 37 years.
6	No. of equity shares held in the Company. (as on 31 st March, 2019)	5500	NIL
7	Qualifications	Post Graduate from University of Delhi	B.Tech (Chemical) From BHU
8	List of other directorships	<ol style="list-style-type: none"> 1. SBEC Sugar Ltd. 2. SBEC Bioenergy Ltd. 3. Modi Hitech India Ltd. 4. Win-Medicare Pvt. Ltd. 5. Longwell Investment Pvt. Ltd. 6. Jayesh Tradex Pvt. Ltd. 7. A to Z Holdings Pvt. Ltd. 8. Modi-Mundipharma Pvt. Ltd. 	<ol style="list-style-type: none"> 1. Modi Hitech India Ltd. 2. Meghna Autoworks Private Limited
9	Membership/ Chairman of Committees of the other Companies*	Nil	Nil
10	Relationship, if any between Directors inter se	Wife of Mr. Umesh K. Modi & Mother of Mr. Abhishek Modi & Mr. Jayesh Modi.	None

Sr. No.	Name of the Directors	Dr. Shyam Babu Vyas	Mr. J.C. Chawla
1	Director Identification Number (DIN)	02025415	05316202
2	Date of Birth	21/10/1953	23/02/1946
3	Age	66 years	73 years
4	Date of appointment	05-05-2012	22-08-2012
5	Expertise in specific field	He has a vast experience in the area of Management and Administration of over 33 years.	He has a vast experience in the area of Management and Administration of over 37 years.
6	No. of equity shares held in the Company. (as on 31 st March, 2019)	Nil	Nil
7	Qualifications	P.H.D.	M.SC(Chemistry) , PHD, B.E.D.
8	List of other directorships	1. SBEC Sugar Limited 2. SBEC Systems(India) Limited 3. Shyam Vyas Marc Pvt. Ltd	1. SBEC Sugar Limited 2. SBEC Bioenergy Limited 3. SBEC Systems(India) Limited
9	Membership/ Chairman of Committees of the other Companies*	Membership of the Committee SBEC Sugar Limited-Audit Committee	Chairman of Committee SBEC Bio-energy Limited- Audit Committee Membership of the Committee SBEC Systems (India) Limited- Audit Committee SBEC Sugar Limited- Audit Committee
10	Relationship, if any between Directors inter se	None	None

Sr. No.	Name of the Directors	Mr. Madan Lal	Mr. Satish Kumar Gupta
1.	Director Identification Number (DIN)	00272672	03537417
2	Date of Birth	10/06/1942	26/05/1946
3	Age	77 Years	73 Years
4	Date of appointment	14/11/2014	13/12/2013
5	Expertise in specific field	Has experience of more than 51 years in the area of administration and finance.	Has worked at various levels in the industry and has more than 45 years of experience in the area of sales, marketing, administration and operations of the Company.
6	No. of equity shares held in the Company. (as on 31 st March, 2019)	NIL	390
7	Qualifications	FCA, M.Com	Engineering Graduate
8	List of other directorships	1. Shreyans Industries Ltd. 2. Shreyans Financial and Capital Services Ltd. 3. Technicast Engineers Ltd.	1. T C Healthcare Pvt. Ltd.
9	Membership/ Chairman of Committees of the other Companies*	Chairman of the Committee Shreyans Industries Ltd- Audit Committee Member of the Committee Shreyans Financial and Capital Services Ltd.- Audit Committee	NIL
10	Relationship, if any between Directors inter se	None	None

*Details in this regard, includes the Chairmanship/Membership of the Audit Committee and the Stakeholder Relationship Committee only of public companies whether listed or not.