

Chase Bright Steel Limited

60th Annual Report 2019-2020

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Board of Directors:

Shri Avinash Jajodia (Chairman and Managing Director) Smt. Manjudevi Jajodia (Whole Time Director) Shri N. G. Khaitan (Independent Director) Shri Hemant Murarka (Independent Director) Smt. Kanika Vijayvergiya (Independent Director)

Key Managerial Personnel:	Ms. Sampada Sakpal (Chief Financial Officer)
	Ms. Anuradha Tendulkar (Company Secretary & Compliance Officer)
Bankers:	Bank of Baroda HDFC Bank Ltd.
Statutory Auditors:	M/s. Mahendra Kumbhat and Associates
Internal Auditors:	M/s. P.M. Bavishi & Co.
Secretarial Auditors:	M/s. Leena Agrawal & Co., Mumbai
Registrar and Share Transfer Agent:	M/s. Sharex Dynamic (India) Pvt. Ltd., C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400083. Tel: 2851 5606/ 5644/ 6338. Fax: 2851 2885, Email : support@sharexindia.com
Registered Office & Works:	R-237, TTC Industrial Area, MIDC, Rabale, Navi Mumbai - 400701
Tel:	022-27606679
Fax:	022-27690627
Corporate Identification No. (CIN): L999999MH1959PLC011479	
Website: Email:	www.chasebright.com chasebrightsteel@gmail.com

NOTICE

Notice is hereby given that the **60th Annual General Meeting** of the Members of **Chase Bright Steel Limited**, will be held on Wednesday, 30th September, 2020 at 11:00 a.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business.

ORDINARY BUSINESS

- 1. To receive, consider, and adopt the Audited Financial Statements of the Company for the year ended March 31, 2020, along with the Reports of the Directors and Auditors thereon;
- 2 To appoint a Director in place of Smt. Manju Devi Jajodia (holding DIN: 00075394), who retires by rotation in terms of Section 152(6) of the Companies Act,2013 and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

1. To re-appoint Mr. Avinash Jajodia as the Managing Director and Chairman and, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and any other applicable provisions read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and further on recommendations of Nomination & Remuneration Committee of the Board, consent of the Members be and is hereby accorded to the re-appointment of Shri Avinash Jajodia (DIN: 00074886) as the Chairman and Managing Director of the Company, for a period of 3 (three) years with effect from June 12th June 2020 to 11th June 2023, on a remuneration as set out in the statement annexed to the notice convening this Meeting with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Shri Avinash Jajodia, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;"

"RESOLVED FURTHER THAT in event of no profits or inadequacy of profits, in any financial year, during the of term of Mr. Avinash Jajodia, the Company shall pay Mr. Avinash Jajodia, the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives exceeding the limit laid down in Schedule V to the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed."

By Order of the Board of Directors

Sd/-Anuradha Tendulkar Company Secretary & Compliance Officer

Date: 28th August, 2020 Place: Mumbai

NOTES:

- 1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- 2. 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- 3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- 6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.chasebright.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com.

- The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020
- 8. The Statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the business under item No. 3 of the Notice to be transacted at the AGM is annexed hereto.
- 9. Members are requested to note that in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 amended from time to time with effect from 1st April 2019 shares of the company can be transferred only in dematerialized form. Shareholders holding shares in physical mode are advised and requested to
 - Opt for Dematerialization of their shareholding through any of the SEBI registered Depository Participant.
 Avail nomination facility in respect of their shareholding in the Company by submitting

Nomination Form SH-13 prescribed pursuant to the provisions of Section 72 of the Companies Act, 2013, available for download on the website of the company.

- b. Contribute to the cause of Green Initiative by registering their e-mail addresses, there by facilitating the Company to send them by way of an email, copies of Notice/s, Annual Report etc. Proforma of E-Communication Registration Form is available for download on the website of the Company.
- c. Submit a notarized copy of their PAN Card to the RTA, with a view to comply with KYC norms of The Securities and Exchange Board of India (SEBI).
- 10. The Register of Members and Share transfer Books of the Company will remain closed from Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive).
- 11. Additional information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and Secretarial Standards on General Meeting s in respect of the Directors seeking appointment/ reappointment at the AGM is furnished and forms part of this notice. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.
- 12. The company has appointed M/s. Leena Agrawal, Practising Company Secretary (FCS No. 6607 and CP No. 7030 as scrutinizer to the e-voting process in a fair and transparent manner. The result of e-voting will be declared within forty-eight hours of the conclusion of the meeting and the same along with the Scrutiniser's Report, will be placed on the website of the Company.
- 13. Subject to the receipt of sufficient votes, the resolutions shall be deemed to be passed at the 60th Annual General Meeting of Company scheduled to be held on Wednesday, 30th September, 2020. The results declared alongwith the Scrutiniser's Report shall be placed on the Company's website <u>www.chasebright.com</u>, within two days of the passing of the resolutions at the 60th Annual General Meeting of the Company and shall also be communicated to the Stock Exchange.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on <27/09/2020 at 9:00 a.m.> and ends on <29/09/2020 at 5:00 p.m.>.
 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 <23/09/2020> may cast their vote electronically. The e-voting module shall be disabled by CDSL 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) The shareholders should log on to the e-voting website <u>www.evotingindia.com</u>.
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <u>https://www.cdslindia.com</u> from <u>Login - Myeasi</u> using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to <u>www.evotingindia.com</u> and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

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	For Shareholders 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)	
	• Shareholders who have not updated their PAN with the	
	Company/Depository Participant are requested to use the sequence	
	number sent by Company/RTA or contact Company/RTA.	
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as	
Bank	recorded in your demat account or in the company records in order to login.	
Details	• If both the details are not recorded with the depository or company please	
OR Date	te enter the member id / folio number in the Dividend Bank details field as	
of Birth	mentioned in instruction (v).	
(DOB)		

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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
 - Regd. Off. & Works: R-237, TTC Industrial Area (MIDC), Rabale, Navi Mumbai 400701. Maharashtra, India.
 Tel.: 91-22-27606679, 27690626/28 Fax: 91-22-27690627 E-mail: chasebrightsteel@gmail.com

Website: chasebright.com CIN: L99999MH1959PLC011479

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.

- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Chase Bright Steel Limited> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, please provide Demat account detials (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- 1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- 2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

- 3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (chasebrightsteel@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number, email id, mobile number at (chasebrightsteel@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number, email id, mobile number at (chasebrightsteel@gmail.com). These queries will be replied to by the company suitably by email.
- 6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. Only those shareholders, who are 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 available during the AGM.

3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders 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.

(xx) Note for Non – Individual Shareholders and Custodians

• Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <u>www.evotingindia.com</u> and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <u>helpdesk.evoting@cdslindia.com</u>.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; chasebrightsteel@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <u>www.evotingindia.com</u>, under help section or write an email to <u>helpdesk.evoting@cdslindia.com</u> or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By Order of the Board of Directors

Sd/-

Date: 28th August, 2020 Place: Mumbai Anuradha Tendulkar Company Secretary & Compliance Officer

THE STATEMENT PURSUANT TO SECTION .102 (1) OF THE COMPANIES ACT, 2013

ITEM NO: 3

Considering the recommendations of the Remuneration Committee / Nomination & Remuneration Committee, the Board of Directors, in their meetings held on 10th June ,2020 have approved the reappointment of Mr. Avinash Jajodia, Chairman & Managing Director on their current terms with revised remuneration, as per the details given below;

The terms and conditions of appointment of Mr. Avinash Jajodia as Chairman and Managing Director are as follows:

Period of Appointment - From 12th June, 2020 to 11th June, 2023. Salary of Rs. 2,50,000/- per month.

Perquisites shall be restricted to an amount equal to the annual salary or Rs. 30,00,000/- per annum whichever is less as detailed in categories 'A' 'B' and 'C.'

PERQUISITES

CATEGORY 'A'

i) Housing

The Company shall provide accommodation to the Chairman & Managing Director. Or he will be entitled to House Rent Allowance at the rate of 50% of the salary.

The Chairman & Managing Director shall also be entitled to all amenities such as gas, electricity, water etc. and furnishing which will be used for personal / private purposes and also for the purpose of his official duties and shall be valued as per Income Tax Rules 1962. This shall however be subject to a ceiling of ten percent of the salary of Managing Director.

ii) Medical Reimbursement

Medical and Hospital benefits for self and family, the total cost for which shall not exceed one month's salary in a year or three month's salary over a period of three years.

iii) Leave Travel Concession.

Leave Travel Concession for self and family once in a year in accordance with the prevailing practice in the company.

iv) Club Membership Fees

The fees of Club Membership subject to a maximum of two clubs but not including admission or life membership fees.

v) Personal Accident Insurance.

Personal Accident Insurance of an amount, the annual premium of which does not exceed Rs. 5,000/-.

CATEGORY 'B'

i) Provident Fund

The Company's contribution towards the provident Fund as per the Rules of the Company as applicable to the other executives of the Company but not exceeding 12% of the salary as laid down under Income Tax Rules, 1962.

Regd. Off. & Works: R-237, TTC Industrial Area (MIDC), Rabale, Navi Mumbai 400701. Maharashtra, India.

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Website: chasebright.com CIN: L999999MH1959PLC011479