

ANNUAL REPORT 2021-22**BOARD OF DIRECTORS**

Mr. Ashok C. Shah	Director & Chairman
Mr. Shalin A. Shah	Managing Director
Mr. Chandrakant N. Chauhan	Independent Director (w.e.f. 30.09.2021)
Mr. Alpesh S. Swadas	Independent Director (w.e.f. 28.02.2022)
Ms. Mansi S. Shah	Independent Director (w.e.f. 28.02.2022)
Mr. Hitesh M. Donga	Non-Executive Director (w.e.f. 28.02.2022)
Ms. Chitra J. Thaker	Independent Director (upto 02.07.2021)
Pravinbhai V. Trivedi	Independent Director (upto 30.11.2021)
Ms. Sheetal G. Pandya	Non-Executive Director (upto 31.12.2021)
Ms. Payal P. Pandya	Independent Director (upto 06.01.2022)

COMPANY SECRETARY

Sheetal G. Pandya (upto 04.12.2021)
Barkha C. Lakhani (w.e.f. 20.12.2021)

CHIEF FINANCIAL OFFICER

Hitesh M. Donga

STATUTORY AUDITORS

M/s. GMCA & Co.
Chartered Accountants
Ahmedabad

SECRETARIAL AUDITOR

Chintan K. Patel
Practicing Company Secretary
Ahmedabad

REGISTERED OFFICE

3rd Floor, A Wing, Gopal Palace, Opp. Ocean Park,
Nr. Nehru Nagar, Satellite Road,
Ahmedabad – 380015
Tel: +91 079 4002 9806
E-mail: info@gnrl.in

REGISTRAR & SHARE TRANSFER AGENTS

Purva Shareregistry (India) Private Limited
No. – 9, Shiv Shakti Industrial Estate,
Ground Floor, J. R. Boricha Marg,
Opp. Kasturba Hospital, Lower Parel,
Mumbai - 400 011

ROUTE MAP TO THE AGM VENUE

The AGM will be held through video conferencing

NOTICE

Notice is hereby given that the **31st Annual General Meeting** of **Gujarat Natural Resources Limited** will be held on **Friday, 30th Day of September, 2022** at **3:30 P.M. IST** through Video Conferencing (VC)/other Audio-Visual Means (OAVM) to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2022 including Audited Balance Sheet as at 31st March, 2022 and Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To re-appoint Mr. Ashok C. Shah (DIN: 02467830), who is liable to retire by rotation and being eligible, offers himself for re-appointment.
3. **RE-APPOINTMENT OF M/S. GMCA & CO., CHARTERED ACCOUNTANTS, AHMEDABAD (FIRM REGISTRATION NO.: 109850W) AS STATUTORY AUDITORS OF THE COMPANY FOR A SECOND TERM:**

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

“RESOLVED THAT pursuant to the provisions of section 139, 142 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. GMCA & Co., Chartered Accountants, Ahmedabad (Firm Registration No.: 109850W), be and are hereby re-appointed as the statutory Auditors of the Company for a second term of 5 (five) years, to hold office from the conclusion of this 31st Annual General Meeting (AGM) till the conclusion of the 36th Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

4. **APPROVAL OF PAYMENT OF REMUNERATION TO MR. SHALIN A. SHAH (DIN: 00297447), MANAGING DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of approval of the members by way of the resolution passed at the Extra-Ordinary General Meeting held on 27th February, 2020 for reappointment and payment of remuneration to Mr. Shalin A. Shah (DIN: 00297447) as the Managing Director of the Company, where he was reappointed for a period of 5 (Five) years with effect from 22nd January, 2020 to 21st January, 2025 and he be paid salary of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month with such increments as may be decided by the Board subject to a ceiling of Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month, approval of the members of the Company be and is hereby accorded for payment of remuneration particularly in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 for the remaining period of his existing tenure from 22nd January, 2023 to 21st January, 2025 on same terms and conditions of appointment as was approved by the members at the time of his appointment and as mentioned in the Explanatory Statement annexed to the Notice convening this meeting and more particularly set out in the

agreement entered by the Company with Mr. Shalin A. Shah, with liberty to the Board of Directors to alter and vary the terms and conditions of the said remuneration, subject to same not exceeding the limits as approved by the members and specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

“RESOLVED FURTHER THAT the board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the aforesaid resolution.”

5. APPROVAL OF LIMIT OF BORROWINGS OF THE COMPANY UNDER SECTION 180(1)(c) OF COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 and the Rules made there under, as amended from time to time, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time any sum or sums of money in excess of the aggregate of the paid up share capital, free reserves and securities premium of the Company, provided that the total amount borrowed and outstanding at any point of time together with the amount to be borrowed, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of Rs. 150 Crores (Rupees One Hundred Fifty Crores only) over and above the aggregate of the paid up share capital, free reserves and securities premium of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to sign, execute and deliver all such documents, instruments and writings as may be required to give effect to this Resolution.”

6. APPROVAL OF LIMITS OF LOANS AND/OR INVESTMENTS AND/OR GUARANTEES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 200 Crores (Rupees Two Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company.

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and to make, sign and execute, on behalf of the Company, such deed, documents, agreements, undertakings and all other necessary papers as may be required; to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same;

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to fill necessary forms with the Registrar of Companies, to make necessary entries in the Statutory registers of the Company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution.”

7. APPROVAL OF RELATED PARTY TRANSACTIONS:

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

“**RESOLVED THAT**, pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto, and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such amendments as may be made therein, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into transactions as detailed hereunder with following Related Parties as defined under the Act for purchase/sale of goods, services and/or any other business activities during the below mentioned financial years.

Name of related party	Maximum Amount of transaction/s	Financial Year	Type of transaction
Ashoka Metcast Limited	100 crores	2023-24	Purchase/sale of goods, services and/or any other business activities
Ashnisha Industries Limited	100 crores	2023-24	Purchase/sale of goods, services and/or any other business activities
Lesha Industries Limited	100 crores	2023-24	Purchase/sale of goods, services and/or any other business activities
Rhetan TMT Limited	100 crores	2023-24	Purchase/sale of goods, services and/or any other business activities
	100 crores	2023-24	

“**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorised, on behalf of the Company, to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this resolution.”

Date: 30th August, 2022

Reg. Off.: 3rd Floor, A Wing, Gopal Palace, Opp. Ocean Park,
Nr. Nehru Nagar, Satellite Road,
Ahmedabad – 380015

Tel: +91 079 4002 9806

E-mail: info@gnrl.in

For and on behalf of the Board

Sd/-
Shalin A. Shah
Managing Director
DIN: 00297447

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3 OF THE NOTICE****RE-APPOINTMENT OF M/S. GMCA & CO., CHARTERED ACCOUNTANTS, AHMEDABAD (FIRM REGISTRATION NO.: 109850W) AS STATUTORY AUDITORS OF THE COMPANY FOR A SECOND TERM:**

M/s. GMCA & Co., Chartered Accountants, Ahmedabad (FRN: 109850W), was appointed as Statutory Auditors of the Company at the 26th Annual General Meeting of the Company held on Friday, 29th September, 2017 for a term of five years. Their term of appointment shall come to an end in the 31st Annual General Meeting. Hence, the Board of Directors at its meeting held on 30th August, 2022, upon recommendation of the Audit Committee, have recommended for approval of the members, reappointment of M/s. GMCA & Co., Chartered Accountants, Ahmedabad as Statutory Auditors of the Company for a second term of 5 (five) consecutive years, to hold office from the conclusion of the 31st AGM till the 36th AGM to be held in the year 2027 and payment of audit fee of Rs. 75,000/- (excluding applicable taxes and reimbursement of out-of-pocket expenses) for audit of financial statements for each financial year.

M/s. GMCA & Co., Chartered Accountants, Ahmedabad have given consent to act as Statutory Auditors and confirmed that their reappointment, if made, shall be within the limits specified under Section 143 of the Companies Act, 2013 and that they are not disqualified to be appointed as Statutory Auditors.

Brief profile, terms & conditions of reappointment and the proposed fee of the proposed statutory auditor, are as follows:

- a. Brief profile:** M/s. GMCA & Co. (FRN: 109850W), Chartered Accountants, Ahmedabad is a reputed Chartered Accountancy firm practicing into Business Management Consultancy, Audit and Assurance, Legal Consultancy and Advisory Services. The firm occupies a large heterogeneous client base from different sector of economy. GMCA has a strong execution team of experienced, young and dynamic professionals including Qualified CAs, full time employees and article assistance.
- b. Term of Reappointment:** Second term of 5 (five) consecutive years, from conclusion of 31st AGM till conclusion of 36th AGM.
- c. Proposed Fee:** Rs. 75,000/- (excluding applicable taxes and reimbursement of out-of-pocket expenses) for audit of financial statements for each financial year. The Audit Committee and/or the Board of Directors be authorized to decide and finalize the fee for the balance period of the tenure of the Statutory Auditor.
- d. Material changes, if any, in proposed fees:** N.A.

ITEM NO. 4 OF THE NOTICE**APPROVAL OF PAYMENT OF REMUNERATION TO MR. SHALIN A. SHAH (DIN: 00297447), MANAGING DIRECTOR OF THE COMPANY:**

The members of the Company had approved, vide their resolution passed at the Extra-Ordinary General Meeting of the Company held on 27th February, 2020, re-appointment of Mr. Shalin A. Shah, as Managing Director of the Company for a period of 5 (five) years with effect from 22nd January, 2020 to 21st January, 2025 and he be paid salary of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month with such increments as may be decided by the Board subject to a ceiling of Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month for a period of 3 (three) years w.e.f. 22nd January, 2020 upto 21st January, 2023 in accordance with Section 197 read with Schedule V of the Companies Act, 2013. Accordingly, the board of directors at their meeting held on 30th August, 2022 approved payment of remuneration to Mr. Shalin A. Shah on same terms and conditions of appointment and remuneration as

applicable to the period from 22nd January, 2020 upto 21st January, 2023, for the remaining period of his existing term as Managing Director of the Company, with effect from 22nd January, 2023 to 21st January, 2025 as specified in the agreement executed between him and the Company. The payment of remuneration has been recommended/ approved by the Nomination and Remuneration Committee in its meeting held on 30th August, 2022.

Mr. Shalin A. Shah is a promoter director and has been associated with the Company since year 1996 and he is looking after day to day affairs of the Company. He has vast managerial experience of more than 25 years. Considering the above, your Directors are of the opinion that it is in the interest of the Company to continue the payment of remuneration to him as a Managing Director of the Company. The terms and conditions of payment of remuneration shall be as set out in the agreement entered between him and the Company. The remuneration of Mr. Shalin A. Shah, as the Managing director of the Company, as set out in the aforesaid agreement, subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013, copy of which is placed before the Meeting is as follows:

Brief particulars of the remuneration payable to Mr. Shalin A. Shah are as under:

(a) Term/period of Re-appointment:

Mr. Shalin A. Shah is re-appointed as the Managing Director of the Company for a period of 5 (five) years w.e.f. 22nd January, 2020 to 21st January, 2025.

(b) Salary, Perquisites and Allowances:

Period of Remuneration: 22nd January, 2023 to 21st January, 2025.

Remuneration: Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month with such increments as may be decided by the Board subject to a ceiling of Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month.

Perquisites: In addition to the salary and commission the Managing Director shall be entitled to the following perquisites:

The perquisites are classified into three categories as under:

CATEGORY 'A'

i) **Housing I** : The expenditure incurred by the Company on hiring furnished accommodation for the Managing Director will be subject to the following ceiling :

Forty Five per cent of the Salary, over and above ten per cent payable by the Managing Director.

Housing II: In the case the accommodation is owned by the Company, ten per cent of the salary of the Managing Director shall be deducted by the Company.

Housing III: In case no accommodation is provided by the Company, the Managing Director shall be entitled to House Rent Allowance subject to the ceiling laid down in Housing I.

Explanation : The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income-Tax Act and Rules as may be applicable. This shall, however, be subject to a ceiling of ten per cent of the salary of the Managing Director.

ii) **Medical, Hospitalization and Health-care expenses Reimbursement:** Reimbursement of actual expenses incurred for the Managing Director and his family.

- iii) Leave Travel Concession: For the Managing Director and his family, once in a year incurred in accordance with any rules specified by the Company.
- iv) Personal accident insurance: Premium as per the rules of the Company.

CATEGORY 'B'

- i) Provident Fund: Company's contribution to Provident Fund shall be as per the scheme applicable to the employees of the Company.

Contribution to provident fund will not be included in the computation of perquisites to the extent this is not taxable under the Income-tax Act.
- ii) Gratuity: As per the rules of the Company, which shall not exceed half a month's salary for each completed year of service.
- iii) Encashment of Leave: Encashment of Leave at the end of the tenure of the appointment will not be included in the computation of perquisites.

CATEGORY 'C'

- i) Car: Provision of car with driver for use on Company's business is not to be considered as perquisites. Use of car for private purpose shall be billed by the Company to the Managing Director.
 - ii) Telephone: Telephone(s) at the residence of the Managing Director and a Mobile Phone for his use not to be considered as perquisites. Personal long distance calls on telephone(s) shall be billed by the Company to the Managing Director.
2. The Managing Director shall be entitled to annual privilege leave on full salary for a period of thirty days and such leave shall be allowed to be accumulated for not more than Ninety days.

(c) General:

All other terms and conditions as stated in the agreement executed by the Company with the Managing Director.

The following are the information required under Section II of Part II of Schedule V of the Companies Act, 2013:

Sr. No.	Particulars	Information		
I GENERAL INFORMATION				
1.	Nature of Industry	The Company is the engaged in the business of oil and gas exploration.		
2.	Date of commencement of commercial production	Existing Company		
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	N.A.		
4.	Financial Performance based on given indicators (Standalone Figures) (in Rs.)	Indicators	2021-22	2020-21
		Total Income	32,88,866	2,39,74,630
		Total Expenses	1,12,50,373	3,22,96,975

		Profit/ (Loss) after Tax	(79,60,653)	(83,21,690)
5.	Foreign investments or collaborations, if any	N.A.		
II INFORMATION ABOUT THE APPOINTEE				
1.	Background details	Mr. Shalin A. Shah aged 49 years is an Engineering Graduate. He has around 25 years’ managerial experience.		
2.	Part remuneration	Rs. 18 Lakhs per annum		
3.	Recognition or awards	-		
4.	Job profile and his suitability	Mr. Shalin A. Shah is an engineering graduate. The position of Managing Director demands technical, managerial and leadership qualities. Mr. Shalin A. Shah’s dynamic personality combined with his vast experience in the field makes him suitable to lead the company with his knowledge and expertise.		
5.	Remuneration proposed	Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month with such increments as may be decided by the Board subject to a ceiling of Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month.		
6.	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 w.r.t. the country of his origin)	Remuneration proposed reflects the standards as respect to industry, size of the Company and profile.		
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Apart from the proposed salary as Managing Director of the Company, Mr. Shalin A. Shah has no other pecuniary relationship or transactions with the company or any other managerial personnel.		
III	OTHER INFORMATION			
1.	Reasons of loss or inadequate profits	Due to frequent fluctuation in the prices of oil worldwide and technological advances, profitability of the company diminished.		
2.	Steps taken or proposed to be taken for improvement	The Company is working on technology up gradation to increase the production of oil and gas. The sharp fall in global crude prices had an adverse impact on the profitability of the Company.		
3.	Expected increase in productivity and profits in measurable terms	The Company believes that due to its efforts in improving technology and induction of qualified and competent workforce the productivity & profits of the Company will increase.		
4.	Disclosure	i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors: None of the other Directors apart from Shalin A. Shah are paid any remuneration/benefits. Details of remuneration of Mr. Shalin A. Shah are as elaborated above. (ii) details of fixed component and performance linked incentives along with the performance criteria: None of the other Directors apart from Shalin A. Shah are paid any		

		remuneration/benefits. Details of remuneration of Mr. Shalin A. Shah are as elaborated above. (iii) service contracts, notice period, severance fees: N.A. (iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: No outstanding stock option as on date.
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This may also be treated as a written memorandum setting out the terms of reappointment of Mr. Shalin A. Shah, pursuant to section 190 of the Companies Act, 2013.

Except Mr. Shalin A. Shah and Mr. Ashok C. Shah no other Director or Key Managerial Personnel of the Company are concerned or interested in the proposed resolution.

The Directors recommend this resolution to be passed as **Special Resolution**.

The details of Mr. Shalin A. Shah as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in **Annexure** to this Notice.

ITEM NO. 5 OF THE NOTICE

APPROVAL OF LIMIT OF BORROWINGS OF THE COMPANY UNDER SECTION 180(1)(c) OF COMPANIES ACT, 2013:

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, the Board of Directors at its meeting held on 30th August, 2022 proposed and approved the borrowing limit for Rs. 150 Crores (Rupees One Hundred Fifty Crores only) pursuant to Section 180 (1)(c) of the Companies Act, 2013.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company’s bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution.

Accordingly, the approval of the members of the Company is sought to approve borrowing limits up to Rs. 150 Crores.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 5 of the accompanying notice.

The Directors recommend this resolution to be passed as **Special Resolution**.

ITEM NO. 6 OF THE NOTICE

APPROVAL OF LIMITS OF LOANS AND/OR INVESTMENTS AND/OR GUARANTEES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 200 Crores (Rupees Two Hundred Crores only), as proposed in the Notice.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 6 of the accompanying notice.

The Directors recommend this resolution to be passed as **Special Resolution**.

ITEM NO. 7 OF THE NOTICE

APPROVAL OF RELATED PARTY TRANSACTIONS:

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on 30th August, 2022 has approved a proposal for entering into following related party transactions:

Name of Related Party	<ol style="list-style-type: none"> 1. Ashoka Metcast Limited 2. Ashnisha Industries Limited 3. Lesha Industries Limited 4. Rhetan TMT Limited
Name of Related Director or KMP	Mr. Ashok C. Shah, Mr. Shalin A. Shah and Chandrakant Chauhan
Nature of relationship	<p>Mr. Shalin A. Shah, Managing Director of the Company is also Managing Director of Rhetan TMT Limited. He is Director is Ashoka Metcast Limited, Ashnisha Industries Limited and Lesha Industries Limited</p> <p>Mr. Ashok C. Shah, Director of the Company is Managing Director Lesha Industries Limited and Ashoka Metcast Limited. He is Director of Ashnisha Industries Limited and Rhetan TMT Limited.</p> <p>Mr. Chandrakant Chauhan, Independent Director of the Company is also the Independent Director of Lesha Industries Limited and Ashnisha Industries Limited.</p>
Material terms, monetary value and particulars of the contract or arrangement;	The transaction between the parties will be in the nature of purchase/sale of goods, services and/or any other business activities. The amount of the transactions shall be as stated in the resolution and the same has to be paid as per the terms agreed by both the parties.
The Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The pricing will be commensurate with the market value of the goods and shall be at arm's length.