



38TH ANNUAL REPORT 2021-22
INERTIA STEEL LIMITED



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2021-22

COMPANY INFORMATION

Company's Name : INERTIA STEEL LIMITED

CIN : L51900MH1984PLC033082

Registered Office : 422, Tulsiani Chamber, Nariman Point
Mumbai – 400 021, Maharashtra (India)

E-mail ID : contact@inertiasteel.com

Board of Directors & Key Managerial Personnel : 1) Smt. Sarita Harigopal Joshi - *Whole Time Director*
2) Shri Suresh Ajmera - *Director*
3) Shri Dhanesh Ajmera - *Director*
4) Shri Vinod Balan - *Director*
5) Shri Pramod Shende - *Chief Financial Officer*
6) Smt. Shubhra Bhakat - *Company Secretary & Compliance officer*

Auditors : M/s Agrawal Chhallani & Co., Nagpur



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NOTICE

NOTICE is hereby given that the **38th (Thirty Eighth)** Annual General Meeting of the Members of **INERTIA STEEL LIMITED** will be held on Friday, the 30th day of September, 2022 at 12:30 P.M. at the Registered Office of the Company at 422, Tulsiani Chambers, Nariman Point, Mumbai 400021, Maharashtra, India to transact the following business:

ORDINARY BUSINESS:

- 1) To consider and adopt the Audited Financial Statements consisting of Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss for the year ended on that date and the Cash Flow Statement for the year ended on that date alongwith schedules, notes and annexure and the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Smt. Sarita Harigopal Joshi (DIN: 06781907), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.
- 3) To consider and appoint M/s. NGST & Associates, Chartered Accountants, as the Statutory Auditor of the Company.

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and pursuant to the recommendation of the Audit Committee, M/s. NGST & Associates, Chartered Accountants, Mumbai (Reg. No. 135159W) be and is hereby appointed as a Statutory Auditor of the Company from the conclusion of this Annual General Meeting till the conclusion of the 43rd Annual General Meeting to be held for the year 2026-27 at such remuneration as shall be fixed by any one Director of the Company.”

SPECIAL BUSINESS:

- 4) To confirm the appointment of Smt. Sarita Harigopal Joshi (DIN: 06781907) as the Whole Time Director of the Company for a term of one year from 13th October, 2021 to 12th October, 2022.

To consider and, if thought fit, pass the following resolution as a special resolution:



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“RESOLVED THAT in accordance with the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, and applicable SEBI Regulations (including any statutory modifications or re-enactments, thereto for time being in force), and such other statutory approvals and subject to such terms and conditions as may be stipulated by them while granting approval, the appointment of Smt. Sarita Harigopal Joshi (DIN: 06781907) be and is hereby confirmed as the Whole Time Director of the Company for a term of one year from 13th October, 2021 to 12th October, 2022.”

“RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to take such steps, actions and do things, deeds, matters as may be required or necessary so as to give effect to this Resolution.”

- 5) To re-appoint Smt. Sarita Harigopal Joshi (DIN: 06781907) as the Whole Time Director of the Company for a further term of one year from 13th October, 2022 to 12th October, 2023.

To consider and, if thought fit, pass the following resolution as a special resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, and applicable SEBI Regulations (including any statutory modifications or re-enactments, thereto for time being in force), and such other statutory approvals and subject to such terms and conditions as may be stipulated by them while granting approval, the consent of the Members of the Company be and is hereby accorded to re-appoint Smt. Sarita Harigopal Joshi (DIN: 06781907) as Whole Time Director of the Company within the meaning of Section 2(94) of the Companies Act, 2013 for a further term of one year from 13th October, 2022 to 12th October, 2023, with substantial powers of management in the day to day operations of the Company on the following main terms and conditions:

1.	Designation	Whole Time Director
2.	Period of Appointment	one year with effect from 13th October, 2022 to 12th October, 2023.
3.	Remuneration inclusive of allowances and perquisites	Rs. 3,00,000/- (Three Lacs only) per annum (Rs. 25,000/- per month)
4.	Notice Period	1 Month from either side.



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“RESOLVED FURTHER THAT Shri Suresh Ajmera (DIN: 01341331), Shri Dhanesh Ajmera (DIN: 02446635), Directors of the Company, and Ms. Shubhra Bhakat, Company Secretary of the Company, be and are hereby **SEVERALLY** authorised to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

- 6) To appoint Shri Vinod Kavassery Balan (DIN: 07823253) as a Director of the Company.

To consider and if thought fit, pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 152(2) of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Vinod Kavassery Balan (DIN: 07823253), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds the office up to the date of this Annual General Meeting be and is hereby appointed as Director of the Company liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to take such steps, actions and do things, deeds, matters as may be required or necessary so as to give effect to this Resolution.”

**For and on behalf of the Board of Directors
INERTIA STEEL LIMITED**

Date : 31st August 2022

Place : Mumbai

**SHUBHRA BHAKAT
Company Secretary & Compliance Officer
(Membership No.: A52804)**

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Note(s):

- 1) A Member entitled to attend and vote at the meeting 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.
- 2) Instruments appointing proxy or proxies duly filled in, stamped and signed should be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent 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 a proxy for any other person or shareholder.



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- 4) Corporate members intending to send their authorized representative are requested to send duly certified copy of the Authorization form authorizing their representative to attend and vote at the General Meeting.
- 5) The Register of Members and Share Transfer books of the Company will remain closed from 22nd September, 2022 to 30th September, 2022 (both days inclusive).
- 6) Members are requested to make all correspondence relating to share transfer (both in Physical & Demat form) to our Registrar and Share Transfer Agent, M/s. Adroit Corporate Services Pvt. Ltd., 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Mumbai – 400 059 (R&TA)
- 7) 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 R&TA in case the shares are held by them in physical form.
- 8) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to R&TA in case the shares are held in physical form.
- 9) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulation, 2015, Members have been provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services Limited, on all resolutions set forth in this notice. Instructions and other information relating to remote e-voting are given in the Notice under Note No. 15.
- 10) Shri Sunil Purushottam Zore, Practicing Company Secretary (ICSI Membership Number: A22144 and C. P. Number 11837), Nagpur, has been appointed as the Scrutinizer to scrutinize the e-voting / ballot process.
- 11) Voting rights will be in proportion to the shares registered in the name of the Members as on 21st September, 2022 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or voting at the AGM.
- 12) Members who cast their votes by remote e-voting prior to the AGM, may attend the meeting but will not be entitled to cast their votes again.
- 13) The facility for voting through Ballot shall be made available at the Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through Ballot.
- 14) Members / Proxies are requested to bring their attendance slip duly filled in along with their copy of Annual Report.
- 15) **INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**
 - (i) The voting period begins on 26th September, 2022 and ends on 29th September, 2022. 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 22nd September, 2022 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
 - (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



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Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

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



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

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

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

(v) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> 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 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.

(vi) After entering these details appropriately, click on "SUBMIT" tab.



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- (vii) 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 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for INERTIA STEEL LIMITED on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m₁ Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com 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 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.
 - 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; contact@inertiasteel.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xviii) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
- (xix) The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer through "Ballot" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (xx) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same and declare the result of the voting forthwith.
- (xxi) The Scrutinizer's Report countersigned by the Chairman shall be placed on the website of the Company www.inertiasteel.com and shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed.





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EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 4: To confirm the appointment of Smt. Sarita Harigopal Joshi (DIN: 06781907) as the Whole Time Director of the Company for a term of one year from 13th October, 2021 to 12th October, 2022.:

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee and considering her background and experience appointed Smt. Sarita Harigopal Joshi w.e.f. 13th October 2021 as the Whole Time Director of the Company subject to obtaining all the relevant approvals under the various laws and regulations and subject to the approval of the Members of the Company at the ensuing Annual General Meeting.

It is further informed that Smt. Sarita Harigopal Joshi is not disqualified from being a Whole Time Director of the Company by any law, regulation, or rules.

Therefore, the Members of the Company are now requested to confirm the appointment of Smt. Sarita Harigopal Joshi as the Whole Time Director of the Company for a term of one year from 13th October, 2021 to 12th October, 2022 by passing the resolution mentioned at Item No. 4 of this Notice.

Except Smt. Sarita Harigopal Joshi, none of the Directors / Key Managerial Personnel / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 5: To re-appoint Smt. Sarita Harigopal Joshi (DIN: 06781907) as the Whole Time Director of the Company for a term of one year from 13th October, 2022 to 12th October, 2023.

Smt. Sarita Harigopal Joshi who was appointed by the Board of Directors of the Company on 13th October 2021 as the Whole Time Director of the Company for a term of one year from the date of her appointment, is completing her term on 12th October 2022.

In view of the vast experience and knowledge possessed by Smt. Sarita Harigopal Joshi, it is recommended to the Members that she be reappointed in the capacity of the Whole Time Director of the Company for a further period of one year while taking into account the best interests of the Company.

Details of the Director seeking reappointment are as below:

1.	Terms & Conditions of Appointment	As per the provisions of the Companies Act, 2013 and as per other regulatory requirements
2.	Period of Appointment	One year with effect from 13th October, 2022 till 12th October, 2023
3.	Remuneration sought to be paid	Rs. 3,00,000/- (Three Lacs only) per annum (Rs. 25,000/- per month)
4.	The number of Board Meetings attended during the year (FY 2021-22)	2