

# **MIDEAST INTEGRATED STEELS LIMITED**

## **ANNUAL REPORT 2019-2020**

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## CORPORATE INFORMATION

### **Board of Directors**

#### ***Chairperson cum Managing Director:***

Mrs. Rita Singh (DIN 00082263)

#### ***Jt. Managing Director :***

Mrs. Natasha Sinha (DIN 00812380)

#### ***Additional Director***

Mr. Vishwambhar Nath Tiwari\*<sup>1</sup>

(DIN: 08719133)

\*1: Appointed w.e.f 06.03.2020

#### ***Independent Directors:***

Mr. Sanjiv Batra (DIN:00602669)

Mr. Gurjeet Singh Jawandha (DIN: 00213573)

Mr. Hawa Singh Chahar (DIN: 01691383)

#### **Chief Financial Officer**

Mr. Manas Pahi

[manaspahi@mescosteel.com](mailto:manaspahi@mescosteel.com)

#### **Company Secretary cum Compliance Officer**

Ms. Priyanka Chugh

[priyankachug@mescosteel.com](mailto:priyankachug@mescosteel.com)

#### **Registrar and Transfer Agent**

M/s Skyline Financial Services Pvt. Ltd

Address: D-153A, Okhla Industrial Area,

Phase-I, New Delhi Tel: +91 40450193-95

Email: [admin@skylinerta.com](mailto:admin@skylinerta.com)

#### **Plant Location**

Kalinga Nagar Industrial Complex, Khurunti, P. O.

Danagadi - 755026 Dist. Jajpur, Odisha

#### **Mines Location**

Panchvati, P.O: Barbil Road, Barbil,

Keonjhar- 758035, Odisha

#### **Other Offices**

- Mesco Towers, 3915, Lewis Road, Kedar Gauri Square, Bhubaneswar-751014
- 16, Strand Road, Diamond Heritage, 14th Floor, Room-1412, Kolkata- 700001

#### **Secretarial Auditor**

For Tripti Shakya & Company

Company Secretaries

G 2 316, Sector 4, Vaishali,

Ghaziabad, Uttar Pradesh 201 010

#### **Company Information**

CIN: L74899DL1992PLC050216

H-1, Zamrudpur Community Centre, Kailash

Colony, New Delhi-110048

Tel: +91 (11) 40587085

Website: [www.mescosteel.com](http://www.mescosteel.com)

#### **Statutory Auditors**

M/s Arun Tadarwal & Associates LLP,

Chartered Accountants

104, Maker Bhavan No. 3, 1<sup>st</sup> Floor

21, New Marine Lines Mumbai-400020

Tel.: 022-43023305/22083115

#### **Internal Auditor**

Mr. Ranjit Kumar Barik

**MIDEAST INTEGRATED STEELS LIMITED****CIN:** L74899DL1992PLC050216**Registered Office:** H-1, Zamrudpur Community Centre,  
Kailash Colony, New Delhi-110048**Website:** www.mescosteel.com, **Tel No.:** 011-40587085**NOTICE**

**Notice** is hereby given that the Twenty Seventh Annual General Meeting of the Members of the Company will be held on **Wednesday, 30<sup>th</sup> December, 2020 at 11:00 AM through Video Conferencing/ other Audio Visual Means to transact the following business :-**

**ORDINARY BUSINESS**

1. To receive, consider and adopt audited Financial Statements for the year ended March 31, 2020, together with reports of the Directors and the Auditors thereon and the Consolidated Financial Statements for the year ended March 31, 2020 along with the Auditors' Report thereon.
2. To appoint a Director in place of Mrs. Natasha Sinha (DIN00812380), Jt. Managing Director of the Company, who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.

**SPECIAL BUSINESS**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 152,161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Vishwambhar Nath Tiwari (DIN 08719133), who was appointed as an Additional Director of the Company with effect from March 06, 2020 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is here by appointed as an Executive Director of the Company liable to retire by rotation."

4. To re-appoint Mr. Gurjeet Singh Jawandha (DIN: 00213573) as an Independent Director and if thought fit, pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr.

Gurjeet Singh Jawandha (DIN: 00213573), who was appointed as an Independent Director at the 22<sup>nd</sup> Annual General Meeting of the Company and who holds office up to conclusions of 27<sup>th</sup> Annual General Meeting and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing from the date of 27<sup>th</sup> Annual General Meeting for a term up to conclusion of 32<sup>nd</sup> Annual General Meeting of the Company in the calendar year 2025.

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the payment of remuneration of Rs. 1,00,000 (Rupees One Lakh only) plus applicable Goods and Service Tax and reimbursement of out of pocket expenses subject to maximum of Rs. 15,000 (Rupees Fifteen Thousand Only) be and is hereby approved to M/s S.S. Sonthalia & Co, Cost Accountants, (Firm Registration No 00167) who were re-appointed by the Board of Directors of the Company as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

6. 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 (“the Act”) and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 SEBI (LODR) Regulations 2015) (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:

Sr. No	Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party	(Rs. in Crore)	
				Receipts	Payments
1	sale, purchase or supply of Blooms, Billets, Sponge Iron, Pig Iron, Scrap, Coal or any other goods and all other types of services to be received incidental to such sale, purchase or supply	Maithan Ispat Limited is subsidiary of the Company	Maithan Ispat Limited		500
2	purchase of iron ore or any other goods and all other types of services to be received incidental to such sale, purchase or supply	Mrs. Rita Singh, Director of the company and Mrs. Natasha Sinha, Jt. Managing Director of the company are common director and promoters carry shareholding interest	Mesco Steels Limited		200
3.	purchase of coke or any other goods and all other types of services to be received incidental to such sale, purchase or supply	Mrs. Rita Singh, Director of the Company, is a promoter carrying shareholding interest	Mesco Kalinga Steels Limited		250

Sr. No	Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party	(Rs. in Crore)	
				Receipts	Payments
4	Leasing/sublease/rent for office sharing of property	Mrs. Rita Singh, Director of the Company, is a promoter carrying shareholding interest	Mesco Kalinga Steels Limited	-	0.10
5	Leasing/sublease/rent for office sharing of property	Mrs. Natasha Sinha, Jt. Managing Director of the company, is a common director and promoter carrying shareholding interest	Mesco Hotels Limited	-	0.10
6	Hiring of Vehicle	Mrs. Rita Singh, Director of the company, is a common director and promoter carrying shareholding interest	Mesco Logistics Limited	-	0.10

7	Hiring of Vehicle	Mrs. Rita Singh, Director of the company and Mrs. Natasha Sinha, Jt. Managing Director of the company are common director and promoters carrying shareholding interest	Mesco Steels Limited	-	0.10
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**RESOLVED FURTHER THAT** the Board and audit committee be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed purchase, sale or supply of goods or materials, Leasing/ sublease/ rent for office sharing of property, hiring of vehicle (the “transactions”), either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transactions and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.

**RESOLVED FURTHER THAT** any director of the Company be and is hereby authorized to negotiate, finalize and execute and sign the abovementioned agreements and schedules, attachments, documents, appendixes and other writings in respect thereof, including any amendment there to for and on behalf of the Company.”

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

**“Resolved that** in pursuance of Section 181 of the Companies Act read with applicable rules of the Companies Act and any other applicable provisions or modifications or reenactment thereof for the time being in force and subject to Articles of Association of the Company, the consent of the members be and is hereby given to the Board of Directors to make contribution or donation for an amount not exceeding 5,00,00,000 (Rs. Five Crores only) in one or more tranches in the year 2020-2021 to any bona fide Charitable Fund/Trust/Society or any other Non-Profit Organization without obtaining any further consent from the Members. ”

**RESOLVED FURTHER THAT** any of the director of the Company be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, appropriate or desirable and to sign and execute all the necessary documents, applications, forms including e-forms and returns with the Registrar of Companies and/or any other authorities, as may be required, for the purpose of giving effect to this resolution.”

8. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to an amount of Rs. 500 Crore (Rs. Five Hundred Crores) at any point of the time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

**By order of the Board  
For and on behalf of  
Mideast Integrated Steels Limited**

**Rita Singh  
Chairperson cum Managing Director  
DIN: 00082263**

Place: New Delhi  
Date: 05.12.2020



**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held 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 Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
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 for 1000 members on first come first serve 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 serve basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of the business under Item Nos. 3 to 8 set out above and the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of the persons seeking appointment/ re-appointment as Director at the AGM, is annexed hereto.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.mescosteel.com](http://www.mescosteel.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
7. Shareholders who have not registered their e-mail address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also temporarily provide their email address and mobile number to the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, by sending a mail at [admin@skylinerta.com](mailto:admin@skylinerta.com)/ [info@skylinerta.com](mailto:info@skylinerta.com) for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may send an e-mail request at the email id [admin@skylinerta.com](mailto:admin@skylinerta.com)/ [info@skylinerta.com](mailto:info@skylinerta.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

**8. The Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> December, 2020 to 30<sup>th</sup> December, 2020 (both days inclusive).**

9. Members are requested to note that, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. Accordingly, all unclaimed/ unpaid dividends in respect of financial years 2011-12 have been transferred to IEPF. This is to be further informed that the dividend amount declared for 2012-13 is also liable to be transferred to IEPF Account and the company had already intimated the shareholders to claim the Dividend Amount for 2012-13 latest by 30<sup>th</sup> October, 2020, failing which that the amount will be transferred to IEPF Account.

The MCA had notified the IEPF Rules, 2016 effective from 7th September, 2016. Further, the MCA had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 on 28th February, 2017 ("IEPF Rules, 2017"). The Rules, contain provisions for transfer of all those shares in respect of which dividend has not been encashed or claimed by shareholders for seven consecutive years or more in the account of the IEPF Authority.

In terms of the said Rules, the Company has already transferred to the IEPF Authority those shares in respect of which dividend has not been encashed or claimed by shareholders for seven consecutive years or more in Financial Year 2019-20.

Accordingly, the Company would be transferring every year to the IEPF Authority those shares in respect of which dividend has not been encashed or claimed by shareholders for seven consecutive years. Members who have so far not encashed the Dividend for seven consecutive years are advised to submit their claim to the Company's RTA at the aforesaid address immediately quoting their folio number/ DP ID & Client ID, to avoid of transfer of their shares to IEPF Authority. The details regarding the amount transferred or liable to be transferred and the shares which were transferred to IEPF authority is given on the website of the Company ie. [www.mescosteel.com](http://www.mescosteel.com).

10. In terms of the amended Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, except in case of transmission or transposition, requests for effecting transfer of securities of listed companies shall not be processed unless the securities are held in dematerialised form with a Depository. In view of the above, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their depository participants ("DPs") in case the shares are held by them in electronic form and to Skyline Financial Services Private Limited in case the shares are held by them in physical form.
12. **To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Skyline Financial Services Pvt Ltd. in case the shares are held by them in physical form. 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 by them in electronic form and the Registrar and Share Transfer Agent of**