

# SUPERSHAKTI METALIKS LIMITED

Registered Office : 'PREMLATA', 39, Shakespeare Sarani, 3rd. Floor, Kolkata-700 017, West Bengal, Telefax : +91 33-2289 2734/35/36

## NOTICE

**NOTICE** is hereby given that 9<sup>th</sup> Annual General Meeting of the Members of **SUPERSHAKTI METALIKS LIMITED** will be held on Wednesday, 29<sup>th</sup> September, 2021 at 11:30 A.M. at its Registered Office at Premlata, 39, Shakespeare Sarani, 3<sup>rd</sup> Floor Kolkata – 700 017 to transact the following business:

### ORDINARY BUSINESS:

1. **Adoption of the Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2021:-**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2021 together with the Reports of the Board of Directors and Auditors thereon.

“**RESOLVED THAT** the Audited Profit & Loss Account and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2021 and the Balance Sheet as on that date together with the Report of the Directors and the Auditors thereon which are laid before the Meeting be and are hereby received, considered, approved and adopted.”

2. **Re-Appointment of Director retiring by rotation:-**

To appoint a Director in place of **Mr. Dilipp Agarwal (DIN: 00343856)** as he retires by rotation and being eligible offers himself for re-appointment.

“**RESOLVED THAT** Mr. Dilipp Agarwal (DIN: 00343856) who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as the Director of the Company.”

3. **To declare Dividend on the Equity Shares of the Company for the Financial Year ended 31<sup>st</sup> March, 2021:-**

“**RESOLVED THAT** pursuant to the recommendations made by the Board of Directors of the Company, a Dividend at the rate of 5% (i.e. Re. 0.50) per Share of face value of ₹ 10/- each to the Equity Shareholders of the Company for the Financial Year ended 31<sup>st</sup> March, 2021 whose names appear in the Register of Members at close of business on 27<sup>th</sup> August, 2021 be and is hereby declared and which shall be paid out of the profits of the Company.”

4. **Re-appointment of M/s. Singhi & Co., Chartered Accountants, Kolkata (FRN: ICAI – 302049E):-**

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

“**RESOLVED THAT** based on the recommendation by the Audit Committee and also proposed by the Board of Directors and pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the rules made thereunder and other applicable provisions, if any, **M/s. Singhi & Co., Chartered Accountants, Kolkata (FRN: ICAI – 302049E)** be and is hereby Re-Appointed as Statutory Auditors of the Company for a period of five years i.e. to hold office from the conclusion of this Annual General Meeting of the Company (i.e. 09<sup>th</sup> AGM) till the conclusion of 14<sup>th</sup> Annual General Meeting of the Company at remuneration to be fixed after discussion with the Board of Directors of the Company;

**FURTHER RESOLVED THAT** any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things

**Works :** Kanjilal Avenue, Opp. DPL Zone "B" Substation, Durgapur-713210, West Bengal, Phone : +91 343 2552598 / 3284

CIN - U28910WB2012PTC189128, E-mail : supershaktimetaliiks@gmail.com

# SUPERSHAKTI METALIKS LIMITED

Registered Office : 'PREMLATA', 39, Shakespeare Sarani, 3rd. Floor, Kolkata-700 017, West Bengal, Telefax : +91 33-2289 2734/35/36

as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E - Forms with Registrar of Companies.”

## SPECIAL BUSINESS:

### 5. Ratification of Remuneration of Cost Auditors :-

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 30,000/- (Rupees Thirty Thousand only) plus taxes as applicable and reimbursement of actual travel and out of pocket expenses, to be paid to M/s. S Chhaparia & Associates (ICWAI Registration No.101591) Cost Auditors of the Company for conducting the audit of cost records of the Company for the Financial Year 2021-22, as recommended by Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified.”

### 6. To Consider and Approve the Appointment of Mr. Sudipto Bhattacharyya (Din: 06584524) as Whole-Time Director of the Company :-

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 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consents and permissions as may be required, **Mr. Sudipto Bhattacharyya (Din: 06584524)**, who was appointed as an Additional Director designated as Whole Time Director with effect from 15<sup>th</sup> December, 2020 pursuant to provisions of Section 117, 161, 196 and other applicable provisions of the Companies Act, 2013 read with the relevant rules thereunder, and Article 70 of the Company’s Articles of Association and who holds office upto the date of the next Annual General Meeting, be and is hereby appointed as a Director of the Company;

**RESOLVED FURTHER THAT** pursuant to the provisions of section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to the approval of the Central Government and such other sanctions and approvals, as may be required and based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of **Mr. Sudipto Bhattacharyya (Din: 06584524)** as Whole-Time Director of the Company, on such terms and conditions as set out in this resolution and the explanatory

Works : Kanjilal Avenue, Opp. DPL Zone”B” Substation, Durgapur-713210, West Bengal, Phone : +91 343 2552598 / 3284

CIN - U28910WB2012PTC189128, E-mail : supershaktimetaliiks@gmail.com

# SUPERSHAKTI METALIKS LIMITED

Registered Office : 'PREMLATA', 39, Shakespeare Sarani, 3rd. Floor, Kolkata-700 017, West Bengal, Telefax : +91 33-2289 2734/35/36

statement annexed hereto and be paid a remuneration of ₹ 13,00,000 /- (Rupees Thirteen Lakh Only) per annum for a term of Two years effective from 15<sup>th</sup> December, 2020;

**FURTHER RESOLVED THAT** in the event the Company does not have profits or the profit of the Company is inadequate in any financial year during his tenure as referred above, the amount of Salary and perquisites referred above shall be paid as minimum remuneration in terms of Section II of Part II of Schedule V to the Companies Act, 2013;

**RESOLVED FURTHER THAT** the Board of Directors of the Company will have the power to revise the terms of remuneration subject to the limits specified in schedule V to the Companies Act, 2013 and subject to the compliance of the provisions of the other rules and regulations as will be applicable to the Company from time to time.”

## 7. Approval of Related Party Transaction :-

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution**:-

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made there under, (including any modification and re-enactment thereof for the time being in force) and as per applicable SEBI (LODR) regulations and as approved by the Audit Committee and Board of Directors of the Company, consent and approval of the Members of the Company be and is hereby accorded to one or more contract(s) / arrangement(s) / transaction(s) / agreement(s) entered into or to be entered into from time to time by the Company with the related parties, up to the maximum amounts and other terms and conditions as detailed in the explanatory statement annexed to this Notice;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, including delegation of powers, in the best interest of the Company.”

## 8. Approval for giving loan or guarantee or providing security in connection with loan :-

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

**“RESOLVED THAT** pursuant to the provisions of Section 185, 186 read with section 188 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 the SEBI (LODR) regulations as applicable and subject to such other consents, permissions, approvals, as may be required in that behalf, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company [the “Board”, which expression shall also include any Committee of the Board and / or Authorised Representative(s) authorised by the Board to exercise the powers conferred on the Board under this resolution] for providing any advance(s) loan(s) any loan represented by book debts/and or to give guarantee or to provide any security on the assets of the company in connection with loan taken by the

Works : Kanjilal Avenue, Opp. DPL Zone”B” Substation, Durgapur-713210, West Bengal, Phone : +91 343 2552598 / 3284

CIN - U28910WB2012PTC189128, E-mail : supershaktimetaliiks@gmail.com

# SUPERSHAKTI METALIKS LIMITED

Registered Office : 'PREMLATA', 39, Shakespeare Sarani, 3rd. Floor, Kolkata-700 017, West Bengal, Telefax : +91 33-2289 2734/35/36

companies /body corporate in which directors of the company is directly or indirectly concerned and /or interested from time to time including Giridhan Metal Private Limited and / or any other Sai Group Companies or any other body corporate in which any of the Directors of the Company are interested / deemed to be interested, upto an aggregate amount not exceeding ₹ 1500 crore (Rupees One Thousand Five Hundred Crore) outstanding at any point of time and on such terms and conditions, including interest and tenure, as they may in their absolute discretion deem beneficial which are not prejudicial to 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 be and is hereby authorised to undertake all such acts, deeds, matters & things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to the aforesaid transaction and execute such agreements, documents and writings / instruments and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto in the best interest of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Director or Authorised Representative(s) of the Company in order to give effect to this resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution be and are hereby approved and confirmed.”

**Date: 27/08/2021**

**Place: Kolkata**

For and on behalf of

**SUPERSHAKTI METALIKS LIMITED**

**NAVIN AGARWAL**

**(COMPANY SECRETARY)**

# SUPERSHAKTI METALIKS LIMITED

Registered Office : 'PREMLATA', 39, Shakespeare Sarani, 3rd. Floor, Kolkata-700 017, West Bengal, Telefax : +91 33-2289 2734/35/36

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re- appointment at this Annual General Meeting ("AGM") is also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 Members provided shareholding of those members in aggregate should not be more than 10% of the total Share Capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Shareholder.

3. All the documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (except Saturdays and holidays) between 10.30A.M to 12.30 P.M up to the date of AGM.
4. The Company has fixed Friday, 10<sup>th</sup> September, 2021 as the Record Date for the purpose of determining the Member's eligibility for final Dividend, if declared at the Meeting.
5. Pursuant to the requirement of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company declares that its Equity Shares are listed on the Stock Exchange at BSE –SME Platform.
6. Corporate Members intending to send their authorized representative to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified true copy of Board resolution together with their specimen signature authorizing their representative to attend and vote on their behalf at the Meeting.
7. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts.
9. The Notice of AGM along with Annual Report for 2020-21 is being sent by electronic mode to all the Members whose email IDs are registered with the Company/Depository Participant(s) unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode.

Works : Kanjilal Avenue, Opp. DPL Zone "B" Substation, Durgapur-713210, West Bengal, Phone : +91 343 2552598 / 3284

CIN - U28910WB2012PTC189128, E-mail : supershaktimetaliiks@gmail.com



# SUPERSHAKTI METALIKS LIMITED

Registered Office : 'PREMLATA', 39, Shakespeare Sarani, 3rd. Floor, Kolkata-700 017, West Bengal, Telefax : +91 33-2289 2734/35/36

10. Non-resident Indian Members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately the change in the residential status on return to India for permanent settlement.
11. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case may be.
12. This Notice along with Annual Report for 2020-21 is being sent to all Members of the Company whose name appears in the Register of Members/list of beneficiaries received from the depositories at the end of 27<sup>th</sup> August, 2021.
13. The entry to the Meeting venue will be regulated by means of attendance slips. For attending the Meeting, Members, proxies and authorized representatives of the Members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID, and signed. Duplicate attendance slips will not be issued.
14. All Members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their E-mail addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, being [www.supershaktimetaliiks.com](http://www.supershaktimetaliiks.com). Kindly bring your copy of Annual Report to the Meeting.
15. Rule 3 of the Companies (Management and Administration) Rules 2014 mandates that the register of Members of all Companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/ mother's/ spouse's name, occupation, status, nationality; in case Member is a minor, name of guardian and the date of birth of the Member, and name and address of nominee. All Members are requested to update their details as aforesaid with their respective depository.
16. 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.
17. No gifts shall be provided to Members before, during or after the AGM.
18. Members may pursuant to Section 72 of the Companies Act 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules 2014 file nomination in prescribed form SH-13 with the respective depository participant.
19. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
20. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
21. A route map showing direction to reach the venue of the 9<sup>th</sup> AGM is given at the end of this Notice as per the requirement of Secretarial Standards-2 on General Meeting.
22. Voting system:

Works : Kanjilal Avenue, Opp. DPL Zone "B" Substation, Durgapur-713210, West Bengal, Phone : +91 343 2552598 / 3284

CIN - U28910WB2012PTC189128, E-mail : [supershaktimetaliiks@gmail.com](mailto:supershaktimetaliiks@gmail.com)

# SUPERSHAKTI METALIKS LIMITED

Registered Office : 'PREMLATA', 39, Shakespeare Sarani, 3rd. Floor, Kolkata-700 017, West Bengal, Telefax : +91 33-2289 2734/35/36

Pursuant to the provisions of Section 108 of the Companies Act, 2013, rules 20 and 21 of the Companies (Management & Administration) Rules 2014 and sub Regulation (1) & (2) of Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to provide mandatorily to its Members the electronic facility to exercise their right to vote at the AGM. Therefore, in terms the provisions of Section 108 of the Companies Act, 2013 at any General Meeting, a resolution put to the vote of the Meeting shall, unless a poll is demanded under Section 109 or the voting is carried out electronically, be decided on a show of hands. A declaration by the Chairman of the Meeting of the passing of a resolution or otherwise by show of hands under Sub-Section (1) and an entry to that effect in the books containing the Minutes of the Meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.

- Every Member entitled to vote on a resolution and present in person shall, on a show of hands, have only one vote irrespective of the number of shares held by him.
- A Proxy cannot vote on a show of hands.
- A Member who is a Related Party is not entitled to vote on a resolution relating to approval of any contract or arrangement in which such Member is a Related Party.
- The Members of the Company holding shares on the “cut-off date” of 10<sup>th</sup> September, 2021 are entitled to vote on the resolutions proposed. Cut-off date means the date on which the right of voting of the Members shall be reckoned and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- Company has appointed PCS Vivek Mishra as Scrutinizer for the purpose of scrutinizing poll process in a fair and transparent manner.
- All the shares of the Company are in Demat form hence Company is not declaring any book closure.
- The results of the voting will be placed by the Company on its website [www.supershaktimetaliks.com](http://www.supershaktimetaliks.com) within 48 hours from the conclusion of the AGM and also communicated to the Stock Exchanges, where the Shares of the Company are listed.
- The resolutions proposed will be deemed to have been passed on the date of the AGM subject to the receipt of the requisite number of votes in favour of the resolutions.

For and on behalf of

**Date: 27/08/2021**

**SUPERSHAKTI METALIKS LIMITED**

**Place: Kolkata**

**NAVIN AGARWAL  
(COMPANY SECRETARY)**

# SUPERSHAKTI METALIKS LIMITED

Registered Office : 'PREMLATA', 39, Shakespeare Sarani, 3rd. Floor, Kolkata-700 017, West Bengal, Telefax : +91 33-2289 2734/35/36

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

### ITEM NO. 5

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its Meeting held on 29<sup>th</sup> June, 2021 has considered and approved the appointment of M/s. S Chhparia & Associates (ICWAI Registration No.101591) as the Cost Auditor of the Company for the Financial Year 2021-22 at a remuneration of ₹ 30,000/- (Rupees Thirty Thousand only) per annum plus taxes as applicable and reimbursement of actual travel and out of pocket expenses.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the remuneration, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee, is required to be subsequently ratified by the Members of the Company.

The Resolution as at Item No. 5 of the Notice is therefore set out as an Ordinary Resolution for approval and ratification by the Members.

Your Directors recommend the resolution as at Item No. 5 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution set out at Item No. 5 of the Notice.

### ITEM NO. 6

Based on the recommendations of the Nomination and Remuneration Committee, on 15<sup>th</sup> December, 2020 the members of the Board have appointed Mr. Sudipto Bhattacharyya (Din: 06584524) as an Additional Director (Executive) of the Company w.e.f 15<sup>th</sup> December, 2020 who holds his office as such upto the date of ensuing Annual General Meeting. The Board of Directors at the very meeting further stated that he shall be treated as Whole-Time Director in terms of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 by virtue of him being an employee of the Company for a period of 2 years w.e.f 15<sup>th</sup> December, 2020 at such terms and conditions mentioned below in the notice convening the 09<sup>th</sup> Annual General Meeting of the Company.

#### **I. Tenure of Appointment:**

Two (2) years with effect from 15.12.2020

- (1) Basic Salary:** ₹ 50,000/- (Rupees Fifty Thousand only) per month with such annual increments which will be effective from the date, as may be approved by the Board of Directors of the Company based on the recommendation/approval of the Nomination and Remuneration Committee.
- (2) Allowances and Perquisites:** In addition to the Basic Salary, as outlined above, the Whole-Time Director shall be entitled to allowances, perquisites and benefits as under:
  - (i) House Rent Allowance (HRA):** HRA at the rate of 40% of the Basic Salary.
  - (ii) Special Allowance:** A Special Allowance at ₹ 30,000/- per month will be part of salary or as amended from time to time as per the decision of the Board of Directors.
  - (iii) Annual Festival Allowance:** One month's gross monthly salary will be paid annually during his tenure on proportionate basis wherever applicable.
  - (iv) Medical Benefits:** Payment / reimbursement of medical expenses incurred in India for self and family, including premium paid on mediclaim/health insurance policies; all in accordance with the prevailing Rules of the Company, if any.

Works : Kanjilal Avenue, Opp. DPL Zone "B" Substation, Durgapur-713210, West Bengal, Phone : +91 343 2552598 / 3284

CIN - U28910WB2012PTC189128, E-mail : supershaktimetaliiks@gmail.com



# SUPERSHAKTI METALIKS LIMITED

Registered Office : 'PREMLATA', 39, Shakespeare Sarani, 3rd. Floor, Kolkata-700 017, West Bengal, Telefax : +91 33-2289 2734/35/36

- (v) **Personal Accident Insurance Premium:** As per prevailing Rules of the Company.
- (vi) **Contribution to Provident Fund and Superannuation Fund:** As per the Rules if any framed or to be framed under the Company's relevant schemes and applicable statutory provisions, if any, from time to time or as amended.
- (vii) **Contribution to National Pension Scheme (NPS):** As per the Rules if any framed or to be framed under the Company's relevant schemes and applicable statutory provisions, if any, from time to time or as amended.
- (viii) **Gratuity:** As per the Rules if any framed or to be framed under the Company's relevant schemes and applicable statutory provisions, if any, from time to time or as amended.
- (ix) **Leave Encashment:** As per the Rules if any framed or to be framed under the Company's relevant schemes and applicable statutory provisions, if any, from time to time or as amended.
- (x) **Other Perquisites, Benefits & Allowance(s):** As per the prevailing Rules of the Company if any available to you and/or as may be decided by the Board of Directors based on approval, if any, accorded by the Nomination and Remuneration Committee.
- (xi) Entitled to participate in Stock Option / Sweat Equity or equivalent plans / schemes of the company or of its related parties.
- (xii) **Car / Communication Facilities:** The following shall not be included in the computation of perquisites:
  - (a) Provision of Company's car with or without driver for official use.
  - (b) Provision of telephone(s) and/or other communication facilities or reimbursement of related expenses if any.

Mr. Sudipto Bhattacharyya (Din: 06584524) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Pursuant to the provisions of Section 152 196 read with section 197 of the Companies Act, 2013, any such proposal requires the approval of members as Ordinary Resolution at the General Meeting. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Sudipto Bhattacharyya (Din: 06584524) be appointed as Whole Time Director of the Company at a remuneration as mentioned in the resolution. Mr. Sudipto Bhattacharyya (Din: 06584524) possesses over 15 years of experience in the field of Commercial and Admin Department. He is Bachelor in Commerce and Diploma in Personal Management & Industrial Relations. Keeping in view of his experience and strategic planning in the field of Commercial and Administration, it would be in the interest of the Company to employ Mr. Sudipto Bhattacharyya (Din: 06584524) as a Whole-Time Director of the Company.

Your Directors recommend the resolution as at Item No. 6 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution set out at Item No. 6 of the Notice.

# SUPERSHAKTI METALIKS LIMITED

Registered Office : 'PREMLATA', 39, Shakespeare Sarani, 3rd. Floor, Kolkata-700 017, West Bengal, Telefax : +91 33-2289 2734/35/36

## ITEM NO. 7

Pursuant to the provisions of Section 188 of the Companies Act, 2013 (the Act) read with Rules made there under, all Related Party Transactions; beyond the prescribed threshold limit require Shareholders approval.

In terms of the above, approval of the Members is required on the transaction(s), which are expected to exceed the prescribed threshold limit and therefore, the Board has proposed the same to be placed before the shareholders for their approval as an Ordinary Resolution.

All the proposed transactions put up for approval are in ordinary course of business and will be at prevailing market prices .Though the transactions mentioned are in ordinary course of business and at prevailing market prices, as a matter of abundant caution the board of directors thought it prudent to seek shareholder's approval further.

As a part of its regular business, the Company regularly transacts at Arm's Length with Super Smelters Ltd./Sai Electro casting Pvt. Ltd./Sai Sponge (India) Pvt. Ltd and now it is considered to have transactions with investee Company namely Giridhan Metal Private Limited at prevailing market price in the Ordinary Course of business. Information required to be provided under Rule 15(3) of the Companies (Meeting of the Board and its Power), 2014 is as under:

Name of the related party/nature of Relationship	Name of the director or key managerial personnel who is related	Particulars, Nature and duration of the transaction/contract	Maximum amount per year	Other terms and conditions if any (As per Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014)
Super Smelters Limited (Promoter Group Co)	Dilipp Agarwal/Deepak Agarwal	Purchase and sale of Raw materials and Finished Goods including sponge, wire rods billets and allied matters /Availing and rendering of Services if any including sale of licenses, payment for use of Trademarks etc, Regular & ongoing transactions at prevailing market rates	Maximum amount of transaction ₹600 Crores per year	In the ordinary course of Business at prevailing market rates
Sai Electrocasting Private Limited	Dilipp Agarwal/Deepak Agarwal	Purchase and sale of Raw materials and Finished Goods including silico manganese's /Availing and rendering of	Maximum amount of	In the ordinary course of Business at

Works : Kanjilal Avenue, Opp. DPL Zone"B" Substation, Durgapur-713210, West Bengal, Phone : +91 343 2552598 / 3284

CIN - U28910WB2012PTC189128, E-mail : supershaktimetaliiks@gmail.com

# SUPERSHAKTI METALIKS LIMITED

Registered Office : 'PREMLATA', 39, Shakespeare Sarani, 3rd. Floor, Kolkata-700 017, West Bengal, Telefax : +91 33-2289 2734/35/36

(Promoter Group Co)		Services if any at prevailing market rates	transaction ₹ 200 Crores per year	prevailing market rates
		Regular and ongoing		
Sai Sponge (India) Private Limited (Promoter Group Company)	Dilipp Agarwal/Deepak Agarwal	Purchase and sale of Raw materials and Finished Goods including trading sale of imported coal /Availing and rendering of Services if any at prevailing market rates	Maximum amount of transaction ₹ 200 Crores per year	In the ordinary course of Business at prevailing market rates
		Regular and ongoing		
Giridhan Metal Private Limited (Promoter Group Company)	Dilipp Agarwal/Deepak Agarwal	Purchase and sale of Raw materials and Finished Goods /Availing and rendering of Services if any at prevailing market rates	Maximum amount of transaction ₹ 500 Crores per year	In the ordinary course of Business at prevailing market rates
		Investment in Shares	₹ 400 Crores	As per Valuation Report
		Loan/Corporate Guarantee	₹ 1,500 Crores	As per sanction terms of investee Company
		Regular and ongoing		

All proposed transactions are proposed to be carried out based on business requirements of the Company and are in ordinary course of business and are at prevailing market prices.

The above contracts/arrangements/transactions were approved by the Audit Committee at its meeting held on 29<sup>th</sup> June, 2021 and recommended by the Board of Directors in its meeting held on 29<sup>th</sup> June, 2021 to the shareholders of the Company for their approval.

Works : Kanjilal Avenue, Opp. DPL Zone "B" Substation, Durgapur-713210, West Bengal, Phone : +91 343 2552598 / 3284

CIN - U28910WB2012PTC189128, E-mail : supershaktimetaliiks@gmail.com

# SUPERSHAKTI METALIKS LIMITED

**Registered Office :** 'PREMLATA', 39, Shakespeare Sarani, 3rd. Floor, Kolkata-700 017, West Bengal, Telefax : +91 33-2289 2734/35/36

As the aggregate value of transactions in a financial year as mentioned above are likely to exceed 10% of the consolidated turnover of the Company as per the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2021, the same would be considered as material related party transactions under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015.

The individual transaction values would be commercially agreed based on mutual discussions/negotiations with related parties. In Compliance with provisions of Companies Act, 2013 and SEBI regulations and other acts as may be applicable the Audit Committee and Board has reviewed and approved the said ongoing and forthcoming transactions. The said fresh approval would be effective for the period of 5 (Five) Years. Looking at the nature of business of the Company and the transactions, such approval of members for the period of 5 (Five) years would be essentially required at this point of time.

Your Directors recommend the Resolutions as set out in Item no. 7 of the Notice for the approval of the members of the Company.

Except, Mr. Dilipp Agarwal and Mr. Deepak Agarwal and their relatives, none of the Directors and/or Key Managerial Personnel of the Company or their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution.

## **ITEM NO. 8**

The Company is expected to render support for the business requirements of other Companies in the Sai Group, from time to time. However, owing to certain restrictive provisions contained in the section 185 of the Companies Act, 2013 the company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the group or to any person in whom any of the director of the company is interested. However, vide Companies (Amendment) Act, 2017 Section 185 of the Act has been amended and the same was notified by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018.

In terms of the amended Section 185 of the Act, a Company may 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 person in whom any of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution and requisite disclosures are made in the Explanatory Statement.

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ('Act'), the shareholders of the Company on 10<sup>th</sup> May, 2018 accorded approval to give loans or to give guarantee(ies) or to provide security(ies) or to make investment(s) up to an aggregate amount not exceeding ₹ 500 Crore (Rupees Five Hundred Crore Only). Shareholders' approval were also accorded pursuant to provisions of Section 185 of Companies Act, 2013 on 20<sup>th</sup> September, 2019 to advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loans / debentures / bonds etc. raised by subsidiary company(ies) / body corporate(s) in whom any of the Director of the Company is interested upto an aggregate amount not exceeding ₹ 500 Crore (Rupees Five Hundred Crores Only) at any point of time. Your Company has made strategic investment in promoter backed Company Giridhan Metal Private Limited which is setting up a mini Integrated Steel Plant as Green field project and requested your company to extend Corporate Guarantee for the financial facilities of the investee Company.

In view of the above the Board at its meeting held on 27<sup>th</sup> August 2021 decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act read with section 186 and 188 of the Companies Act 2013 to advance any loan including any loan represented by book debt, or give guarantee or provide any security in connection with any loans / debentures / bonds etc. raised by Giridhan Metal Private limited (investee Company) or any subsidiary company(ies) / body corporate in whom any of the Director of your Company is interested up to an aggregate amount not exceeding ₹ 1,500 Crore (Rupees One Thousand Five Hundred Crores Only). The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal

**Works :** Kanjilal Avenue, Opp. DPL Zone"B" Substation, Durgapur-713210, West Bengal, Phone : +91 343 2552598 / 3284

CIN - U28910WB2012PTC189128, E-mail : supershaktimetaliiks@gmail.com

# **SUPERSHAKTI METALIKS LIMITED**

**Registered Office :** 'PREMLATA', 39, Shakespeare Sarani, 3rd. Floor, Kolkata-700 017, West Bengal, Telefax : +91 33-2289 2734/35/36

resources/accruals/ and or any other appropriate sources, from time to time ,only for principal business activities of the borrowing entities. Hence in order to enable the Company to advance loan to Subsidiaries/joint ventures/associates /other companies /firms in which directors are interested directly or indirectly under section 185 of the Companies Act 2013 read with Section 186 and 188 requires approval of members by a Special Resolution.

The Members may note that the proposed resolution is an enabling resolution empowering the Board of Directors of the Company to evaluate proposals and provide such loan / Inter-Corporate Deposits to SAI Group Companies through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for their principal business activities, on such terms and conditions including interest and tenure, as they may in their absolute discretion deem necessary in the best interest of the Company. The rate of interest on Inter-Corporate Deposits shall be calculated based on the Government Security Rates for the respective tenure and the applicable spread i.e. premium for business / financial risk. In any event, the rate of interest on the Inter-Corporate Deposits will not be lower than the prevailing yield of Government Security closest to the tenor of the Inter-Corporate Deposits and would be on arm's length basis. The Corporate Guarantee to be issued shall be in accordance with sanction letter of the borrowing Company.

Your Directors recommend the Resolutions as set out in Item no. 8 of the Notice for the approval of the members of the Company.

Except, Mr. Dilipp Agarwal and Mr. Deepak Agarwal and their relatives, none of the Directors and/or Key Managerial Personnel of the Company or their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution.

For and on behalf of

**Date: 27/08/2021**

**SUPERSHAKTI METALIKS LIMITED**

**Place: Kolkata**

**NAVIN AGARWAL  
(COMPANY SECRETARY)**



# SUPERSHAKTI METALIKS LIMITED

Registered Office : 'PREMLATA', 39, Shakespeare Sarani, 3rd. Floor, Kolkata-700 017, West Bengal, Telefax : +91 33-2289 2734/35/36

## Details of the Director seeking Re-Appointment at the Forth Coming Annual General Meeting Pursuant to Regulation 36(3) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015

Name of Director	Mr. Dilipp Agarwal	Mr. Sudipto Bhattacharyya
DIN	00343856	06584524
Date of Birth	18-01-1972	13-09-1972
Date of First Appointment	05/03/2013	15-12-2020
Qualification	B.Com	B.Com
Experience/ Expertise in specific functional areas	Mr. Dilipp Agarwal, is the Managing Director of the Company and is having 2 Decades of experience in the steel industry, including 13 years of experience in steel manufacturing. Under his guidance, the group has been able to establish itself as a distinguished firm, dealing in a vast range of products.	He is having more than One and Half decades of experience in the Steel Industry. He is looking after Administration and Commercial Department.
Terms & conditions of appointment / re-appointment	Tenure as a Director is subject to retirement of Directors by rotation in terms of Section 152 of the Companies Act, 2013.	As per the resolution at Item no. 5 of the Notice convening Annual General Meeting read with Explanatory Statement thereto
Details of remuneration sought to be paid and remuneration last drawn	Nil as a Director	₹ 1,00,000 Per Month to be paid and Remuneration Last drawn was ₹ 1,00,000
Disclosure of Relationship between Directors' Inter-Se	Brother of Mr. Deepak Agarwal (And he is not a Relative to Mr. Sudipto Bhattacharyya)	No Relation
Number of meetings of the Board of Directors attended during the F. Y. 2020-21	4/5	1/5
Other Directorships held as on 31 <sup>st</sup> March, 2021	Super Smelters Limited Veerbhadra Sales Private Limited Skoda Trexim Private Limited Rocky Datamatics Private Limited Linkview Realty Private Limited SS Natural Resources Private Limited	Nil
Directorship/Membership of Committees in other Indian Listed Companies as on 31 <sup>st</sup> March, 2021 (C = Chairman; M = Member)	Nil	Nil
Shareholding in the Company as on 31 <sup>st</sup> March, 2021	1,51,186 Equity Shares	Nil

Works : Kanjilal Avenue, Opp. DPL Zone "B" Substation, Durgapur-713210, West Bengal, Phone : +91 343 2552598 / 3284

CIN - U28910WB2012PTC189128, E-mail : supershaktimetaliiks@gmail.com

# SUPERSHAKTI METALIKS LIMITED

Registered Office : 'PREMLATA', 39, Shakespeare Sarani, 3rd. Floor, Kolkata-700 017, West Bengal, Telefax : +91 33-2289 2734/35/36

## ATTENDANCE SLIP

(To be handed over at the Registration Counter)

**RECORD OF ATTENDENCE 9<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON WEDNESDAY, THE 29<sup>TH</sup> DAY OF SEPTEMBER, 2021 AT 11.30 A.M. AT ITS REGISTERED OFFICE AT PREMLATA, 39, SHAKESPEARE SARANI, 3<sup>RD</sup> FLOOR, KOLKATA-700017:**

<b>Folio No./DP ID – Client ID No.:</b>	
<b>No. of Shares</b>	

I, certify that I am a registered Shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 09<sup>th</sup> Annual General Meeting of the Company on Wednesday, the 29<sup>th</sup> day of September, 2021 at 11.30 A.M. at its Registered Office at Premlata, 39, Shakespeare Sarani, 3<sup>rd</sup> Floor, Kolkata-700017.

\_\_\_\_\_  
Member's/Proxy's name in Block Letters

\_\_\_\_\_  
Member's/Proxy's Signature

### Note:

1. Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting hall.
2. Shareholder/Proxyholder desiring to attend the Meeting should bring his copy of the Annual Report for reference at the Meeting.

# SUPERSHAKTI METALIKS LIMITED

Registered Office : 'PREMLATA', 39, Shakespeare Sarani, 3rd. Floor, Kolkata-700 017, West Bengal, Telefax : +91 33-2289 2734/35/36

## Form No. MGT-11

### Proxy Form

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN	L28910WB2012PLC189128
Name of the Company	Supershakti Metaliks Limited
Registered Office	Premlata, 39, Shakespeare Sarani, 3rd Floor Kolkata -700 017
Name of the member (s)	
Registered address	
E-mail Id	
Folio No/ Client Id	
DP ID	

I/We, being the member (s) of ..... Shares of the above named Company, hereby appoint:

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or falling him/her
2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or falling him/her
3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9<sup>th</sup> Annual General Meeting of the company, to be held on Wednesday, the 29<sup>th</sup> day of September, 2021 at 11.30 A.M. at its Registered Office at Premlata, 39, Shakespeare Sarani, 3<sup>rd</sup> Floor, Kolkata-700017 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Works :** Kanjilal Avenue, Opp. DPL Zone "B" Substation, Durgapur-713210, West Bengal, Phone : +91 343 2552598 / 3284

CIN - U28910WB2012PTC189128, E-mail : supershaktimetaliiks@gmail.com

# SUPERSHAKTI METALIKS LIMITED

Registered Office : 'PREMLATA', 39, Shakespeare Sarani, 3rd. Floor, Kolkata-700 017, West Bengal, Telefax : +91 33-2289 2734/35/36

SR. NO.	RESOLUTIONS
	<b>Ordinary Business:-</b>
1.	Adoption of the Audited Financial Statements for the Financial Year ended 31 <sup>st</sup> March, 2021.
2.	Re-Appointment of Director retiring by rotation.
3.	To declare Dividend on the Equity Shares of the Company for the Financial Year ended 31 <sup>st</sup> March, 2021.
4.	Re-appointment of M/s. Singhi & Co., Chartered Accountants, Kolkata (FRN: ICAI – 302049E).
	<b>Special Business:-</b>
5.	Ratification of Remuneration of Cost Auditors.
6.	To Consider and Approve the Appointment of Mr. Sudipto Bhattacharyya (Din: 06584524) as Whole-Time Director of the Company.
7.	Approval of Related Party Transaction.
8.	Approval for giving loan or guarantee or providing security in connection with loan.

Signed this.....day of.....20....

Affix

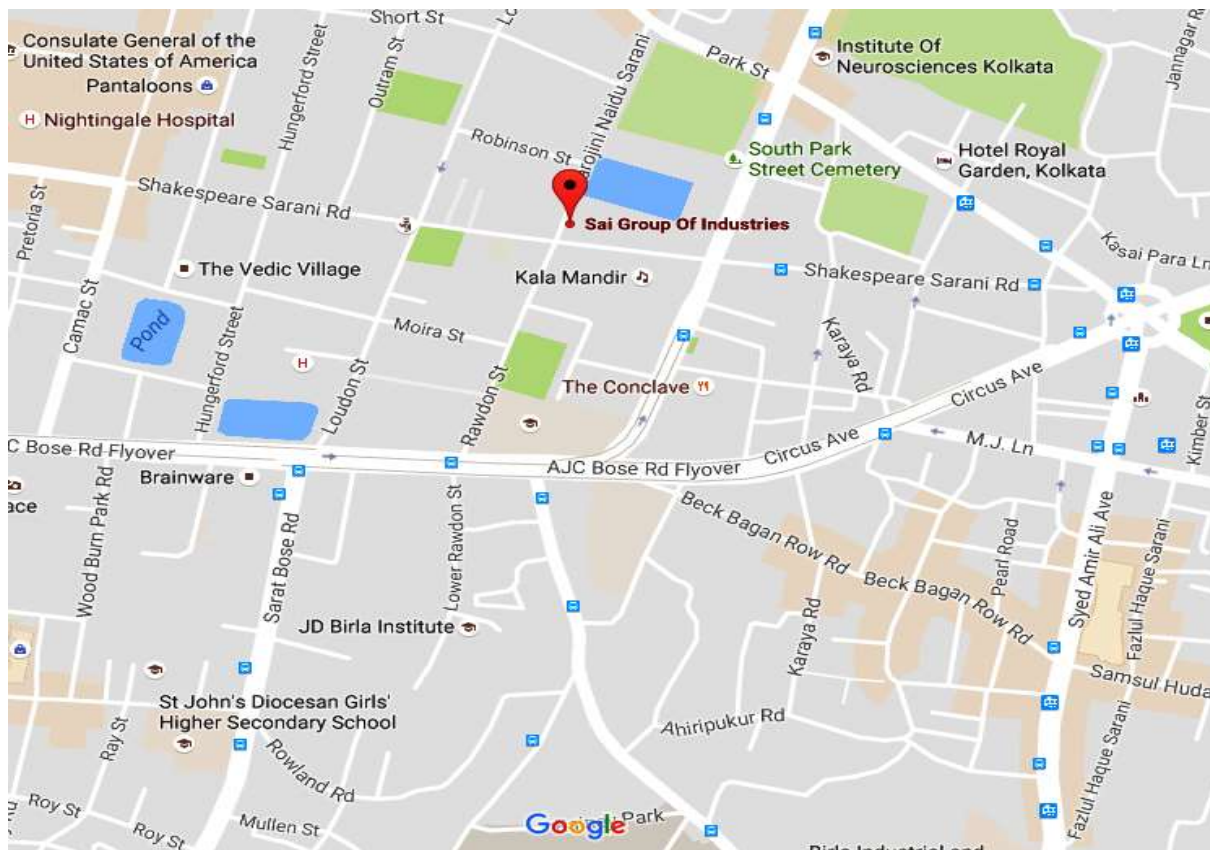
₹ 1.00

Revenue Stamp

# SUPERSHAKTI METALIKS LIMITED

Registered Office : 'PREMLATA', 39, Shakespeare Sarani, 3rd. Floor, Kolkata-700 017, West Bengal, Telefax : +91 33-2289 2734/35/36

## ROUTE MAP



Route Map to the Venue of the 09<sup>th</sup> Annual General Meeting of Supershakti Metaliks Limited to be held on Wednesday, the 29<sup>th</sup> September, 2021 at 11:30 A.M.

### **Venue Address:**

**Premlata, 39 Shakespeare Sarani, 3<sup>rd</sup> Floor, Kolkata-700 017**

**Works :** Kanjilal Avenue, Opp. DPL Zone "B" Substation, Durgapur-713210, West Bengal, Phone : +91 343 2552598 / 3284

CIN - U28910WB2012PTC189128, E-mail : [supershaktimetaliiks@gmail.com](mailto:supershaktimetaliiks@gmail.com)