

SUPERSHAKTI METALIKS LIMITED

(Formerly known as SUPERSHAKTI METALIKS PRIVATE LIMITED)

CIN: L28910WB2012PLC189128 ■

NOTICE

NOTICE is hereby given that 7th Annual General Meeting of the Members of **SUPERSHAKTI METALIKS LIMITED** will be held on Friday the 20 September, 2019 at 03:00 P.M. at 39, Shakespeare Sarani, 2nd Floor Kolkata – 700 017 to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of the Audited Financial Statements for the Financial Year ended 31 March, 2019:-**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March, 2019 together with the Reports of the Board of Directors and Auditors thereon.

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

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

3. **To declare dividend on the Equity Shares of the Company for the financial year ended 31 March, 2019.**

SPECIAL BUSINESS:

4. **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 2019-20, as recommended by Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified.”

5. **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 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.”

6. **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 and any other applicable provisions, if any, of the Companies Act, 2013(the Act) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), and subject to such approvals, consents, sanctions and permissions, as may be necessary, provisions of other applicable laws, the Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution),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



NOTICE

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;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

7. **To Increase the Authorized Share Capital of the Company and amend the Capital clause in the Memorandum of Association of the Company:-**

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 13, 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹ 6,00,00,000/- (Rupees Six Crore Only) divided into 60,00,000 (Sixty Lakh) Equity Shares of ₹ 10/- (Rupees Ten) each to ₹ 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of ₹ 10/- (Rupees Ten) each by creation of additional 90,00,000 (Ninety lakh) Equity Shares of ₹ 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

V. The Authorized Share Capital of the Company is ₹ 15,00,00,000/- (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of ₹ 10/- (Rupees Ten) each with power to increase and reduce the capital of the Company and to divide or sub-divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate of any such rights privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to file necessary Forms with the Registrar of Companies, West Bengal and to do all such acts, deeds and/or things as may be required.”

8. **To approve Issue of Bonus Shares:-**

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

“RESOLVED THAT pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable regulations and guidelines issued by SEBI and Reserve Bank of India (RBI), as amended from time to time, Articles of Association of the Company, subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities approval of Members of the Company be and is hereby accorded for issuance of bonus shares by capitalization of sum not exceeding ₹ 5,76,26,390 or such amount as may be determined to be required by the Board, from and out of the amount standing to the credit of Securities Premium/Surplus in the statement of profit & Loss Account as at 31 March, 2019, be capitalised and transferred to Share Capital Account and that such sum shall be applied for issue of New Equity Shares of the Company of ₹ 10/- (Rupees Ten) each as fully paid-up Bonus Shares to the persons who, on the Record Date, shall be holders of the existing Equity Shares of ₹ 10/- (Rupees Ten) each of the Company, in the proportion of 1 (One) New Equity Shares for every 1 (One) existing Equity Share held by such persons, for all purposes, be treated as an increase in the paid up Share Capital of the Company held by each such Member, and not as income;

SUPERSHAKTI METALIKS LIMITED

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CIN: L28910WB2012PLC189128 ■

NOTICE

RESOLVED FURTHER THAT the New Equity Shares of ₹ 10/- (Rupees Ten) each to be so allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing Equity Shares and shall be entitled to participate in full in any dividends and any other corporate action declared after the allotment of New Equity Shares;

RESOLVED FURTHER THAT the New Equity Shares will be credited in electronic form to the demat accounts of the shareholders, within the prescribed period;

RESOLVED FURTHER THAT the allotment of the New Equity Shares as Bonus Shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO) and other foreign investors of the Company shall be subject to the approval of the RBI, under the Foreign Exchange Management Act, 1999, or any other regulatory authority, as Necessary;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the New Equity Shares on the Stock Exchanges where the securities of the Company are presently listed, as per the provisions of the SEBI Listing Regulations and other applicable guidelines, rules and regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment, distribution and listing of the New Equity Shares and its decision shall be final and binding;

RESOLVED FURTHER THAT pursuant to the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 and the rules and regulations as may be applicable, the bonus shares should be issued and allotted only to such eligible equity shareholders whose entire holding in the Company are in demat form;

RESOLVED FURTHER THAT the Company will not record transfer of any securities by person who are holding shares in physical form;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any one of the Director of the Company/and or Company Secretary be and is hereby authorized to make public announcement and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) which he think fit and proper."

9. To Re-appoint Mr. Ajay Kumar Bajaj as the Whole-Time Director

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

RESOLVED THAT pursuant to provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V thereof, the articles of association of the Company and upon the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Mr. Ajay Kumar Bajaj (DIN: 07604198) as the Whole-Time Director of the Company for the period of 1 (One) year with effect from 6 September, 2019 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice convening this meeting and as enumerated in the Agreement dated 20 August, 2019 copy whereof has been submitted to this meeting, which agreement is also hereby specifically approved.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized severally to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard.

Date: 23/08/2019

Place: Kolkata

For and on behalf of
SUPERSHAKTI METALIKS LIMITED

NAVIN AGARWAL
(COMPANY SECRETARY)



NOTICE

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) 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 Annual General Meeting.
4. The Company has fixed Friday, 9 August, 2019 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 SEBI (Listing Obligations and Disclosure Requirements), 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 2018-19 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.
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 2018-19 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 August 16, 2019.
13. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting,

SUPERSHAKTI METALIKS LIMITED

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CIN: L28910WB2012PLC189128 ■

NOTICE

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.

All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email 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.supershaktimetaliks.com. Kindly bring your copy of Annual Report to the meeting.

14. 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.
15. 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.
16. No gifts shall be provided to members before, during or after the AGM.
17. 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.
18. 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.
19. 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.
20. A route map showing direction to reach the venue of the 7th AGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.
21. **Voting system:**

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 Reg. (1) & (2) of Reg. 44 of SEBI (Listing Obligations and Disclosure Requirements), 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 September 13, 2019 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.
- All the shares of the Company are in demat form hence company is not declaring any book closure.



NOTICE

The results of the voting will be placed by the Company on its website 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.

Date: 23/08/2019
Place: Kolkata

For and on behalf of
SUPERSHAKTI METALIKS LIMITED

NAVIN AGARWAL
(COMPANY SECRETARY)

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

ITEM NO. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 28 May, 2019 has considered and approved the appointment of M/s. S Chhaparia & Associates (ICWAI Registration No.101591) as the Cost Auditor of the Company for the financial year 2019-20 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. 4 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. 4 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. 4 of the Notice.

ITEM NO. 5

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 at arm's length. 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 with Super Smelters Ltd./Sai Electrocasting Pvt. Ltd./ Sai Sponge (India) Pvt. Ltd. at arm's length in the Ordinary Course of business and are ongoing transactions. Information required to be provided under Rule 15(3) of the Companies (Meeting of the Board and its Power), 2014 is as under:

SUPERSHAKTI METALIKS LIMITED

(Formerly known as SUPERSHAKTI METALIKS PRIVATE LIMITED)

CIN: L28910WB2012PLC189128 ■

NOTICE

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
Super Smelters Limited (Promoter Group Co)	Dilipp Agarwal/ Deepak Agarwal	Purchase and sale of Raw materials and Finished Goods including sponge, wire rods billets etc / 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 ₹500 Crores per year	In the ordinary course of Business at prevailing market rates
Sai Electrocasting Pvt Ltd (Promoter Group Co)	Dilipp Agarwal/ Deepak Agarwal	Purchase and sale of Raw materials and Finished Goods including silico manganese's /Availing and rendering of Services if any at prevailing market rates Regular and ongoing	Maximum amount of transaction ₹ 200 Crores per year	In the ordinary course of Business at prevailing market rates
Sai Sponge (India) Pvt Ltd (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 Regular and ongoing	Maximum amount of transaction ₹ 100 Crores per year	In the ordinary course of Business at prevailing market rates

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 28 May, 2019 and recommended by the Board of Directors in its meeting held on 28 May, 2019 to the shareholders of the Company for their approval.

Your Directors recommend the Resolutions as set out in Item no. 5 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. In compliance with the provisions of the Companies Act, 2013, the related parties shall abstain from voting on the proposed resolution.

ITEM NO. 6

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ('Act'), the shareholders of the Company on 10 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). 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 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.

In view of the above; and in line with the approval of the shareholders accorded under section 186 of the Act & as an abundant caution, the Board at its meeting held on 28 May, 2019 decided to seek approval of the shareholders pursuant



NOTICE

to the amended provisions of Section 185 of the Act 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 any subsidiary company(ies) / body corporate in whom any of the Director of the Company is interested up to an aggregate amount not exceeding ₹ 500 Crore. 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 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 requires approval of members by a Special Resolution .

Your Directors recommend the Special Resolution for approval of the members. .

None of the directors or Key Managerial Personnel and / or their relatives is deemed to be interested or concerned financial or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 7 & 8

The equity shares of the Company are listed and actively traded on Bombay Stock Exchange of India Limited. With a view to encourage the participation of small investors by making equity shares of the Company affordable and increasing the liquidity of the equity shares, the Board in its Meeting held on 23 August, 2019 recommended an issue of Bonus Shares in the proportion of 1 (One) New Equity Share for every 1 (One) existing Equity Share of the Company of ₹ 10/- each held by the Members on the Record Date, by capitalizing the amount standing to the credit of Securities Premium first and if required /Surplus in the Statement of Profit & Loss as at 31 March, 2019.

Presently, the Authorized Share Capital of the Company is ₹ 6,00,00,000/- (Rupees Six Crore) divided into 60,00,000 (Sixty Lakh) Equity Shares of ₹ 10/- (Rupees Ten) each. It is proposed to increase the Authorized Share Capital from ₹ 6,00,00,000/- (Rupees Six Crore) to ₹ 15,00,00,000/- (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of ₹ 10/-(Rupees Ten) each by creation of additional 90,00,000 (Ninety lakh) Equity Shares of ₹ 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

The proposed increase of Authorized Share Capital, issue of bonus shares requires the approval of members in general meeting in terms of Sections 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals. Consequent upon the increase of Authorized Share Capital, the Company's Memorandum of Association will also be required to be altered so as to reflect the increase in share capital.

The draft copy of Memorandum of Association of the Company is available for inspection at the registered office of the Company from Monday to Friday during business hours till the date of ensuing Annual General Meeting.

Your Directors recommend the proposed resolution giving effect to the above amendments for your approval.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

ITEM NO. 9

The term of Mr. Ajay Kumar Bajaj (Whole-Time Director) is coming to an end with effect from 5 September, 2019 and upon the recommendation of Nomination and Remuneration Committee, the Board of Directors re-appointed Mr. Ajay Kumar Bajaj (DIN: 07604198) as Whole-Time Director of the Company with effect from 6 September, 2019 for a period of 1(One) year subject to approval of the shareholders at the General Meeting. For the purpose, an agreement has been entered into by the Company with Mr. Ajay Kumar Bajaj, Whole time Director on August 20, 2019. The main terms and conditions of his re-appointment are furnished below:

PARTICULARS	MR. AJAY KUMAR BAJAJ
Basic Salary (Monthly)	₹ 70,000/- per month with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time.
House Rent Allowance (Monthly)	House Rent Allowance at the rate of 40% of Basic Salary per month.
Special Allowance (Monthly)	₹ 45,000/- per month with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time.
Annual Festival Allowance	One Month Remuneration i.e. ₹ 1,43,000/-

SUPERSHAKTI METALIKS LIMITED

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NOTICE

Other Terms and Conditions:

The terms and conditions of appointment of Executive Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

No sitting fees will be paid to the Executive Director for attending meeting of the Board of Directors or any committee thereof.

The Board recommends the resolutions for your approval.

Except Mr. Ajay Kumar Bajaj (the appointee), none of the other Directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise in the Resolution.

Copy of the agreement dated 20 August, 2019 referred above is available for inspection at the Registered Office of the Company between 11.00 am to 1.00 pm on all working days except Saturdays till the date of ensuing Annual General Meeting.

Date: 23/08/2019

Place: Kolkata

For and on behalf of
SUPERSHAKTI METALIKS LIMITED

NAVIN AGARWAL
(COMPANY SECRETARY)

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

Name of Director	Dilipp Agarwal
DIN	00343856
Date of Birth	18/01/1972
Date of First Appointment	05/03/2013
Qualification	B.Com
Experience/ Expertise in specific functional areas	He is having more than 2 decades of experience in the steel industry. Under his guidance not only the Company but the whole Group has been able to establish itself as a distinguished entity, dealing in a vast range of products.
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.
Details of remuneration sought to be paid and remuneration last drawn	Nil as a Director
Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Brother of Mr. Deepak Agarwal
Number of meetings of the Board of Directors attended during the F.Y. 2018-19	8/9
Other Directorships held as on 31 March, 2019	Supershakti Power and Infrastructures Limited Supershakti Energy and Infrastructures Limited Super Smelters Limited Veerbhadra Sales Private Limited Skoda Trexim Private Limited Rocky Datamatics Private Limited S S Natural Resources Pvt. Ltd. S.A.S.R.A Impex FZE
Chairman/Membership of Committees in other Indian Public Limited Companies as on 31 March, 2019 (C = Chairman; M = Member)	Nil
Shareholding in the Company as on 31 March, 2019	62,616 Equity Shares



NOTICE

Name of Director	Ajay Kumar Bajaj
DIN	07604198
Date of Birth	08/12/1950
Date of First Appointment	06/09/2016
Qualification	BSC in Electrical Engineering and he is also a fellow member of Institute of Engineers (India)
Experience/ Expertise in specific functional areas	He has more than four decades of experience. He has overseen growth of the Company in various area of management.
Terms & conditions of appointment / re-appointment	As per Item No. 9 of Explanatory Statement.
Details of remuneration sought to be paid and remuneration last drawn	As per Item No. 9 of Explanatory Statement and remuneration last drawn was ₹ 17,16,000/- per annum.
Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company	N.A.
Number of meetings of the Board of Directors attended during the F.Y. 2018-19	7/9
Other Directorships held as on 31 March, 2019	N.A.
Chairman/Membership of Committees in other Indian Public Limited Companies as on 31 March, 2019 (C = Chairman; M = Member)	Nil
Shareholding in the Company as on 31 March, 2019	N.A.