SUPREMEX SHINE STEELS LIMITED

CIN: L74110MH2011PLC214373

**REGISTERED OFFICE**: No.1005, 10<sup>th</sup> Floor, A Wing, Kanakia Wall Street, Andheri Kurla Road,

Andheri (East), Mumbai-400093

Web Site: www.supremexshinesteel.in Email id: infosupremexshine@gmail.com,

Contact no:09769207228

**BSE Limited** 

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400 001.

**Scrip Code: 534733** 

Dear Sir/ Madam,

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of

India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

We enclose herewith a copy of the Notice of Postal Ballot of Supremex Shine Steels Limited ('the

Company') dated 10<sup>th</sup> March, 2023 along with the Statement pursuant to the applicable provisions of

the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, ('Notice'), seeking approval of the Members of the Company on the resolution(s)

forming part of the Notice.

In compliance with the provisions of Ministry of Corporate Affairs ("MCA") General Circular nos.

14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 3/2022 dated 8th April, 2020,

13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th

December, 2021 and 5th May, 2022, respectively (collectively referred to as "MCA Circulars"), this

Notice is being sent only through electronic mode to those members whose e-mail addresses are

registered with the Company/Depositories and whose names are recorded in the Register of Members

of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday,

10th March, 2023 ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their

share of the paid-up equity share capital of the Company as on the Cut-Off Date.

The voting period, for both e-Voting commences on Thursday, 16th March, 2023, from 9.00 a.m. (IST)

and ends on Friday, 14th April, 2023 at 5.00 p.m. (IST). The Company has engaged the services of

Central Depository Services Limited ('CDSL') to provide remote e-Voting facility to the Members

whose e-mail addresses are registered with the Company/RTA/Depositories.

In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members

to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail

addresses are requested to register their e-mail address by following the procedure set out in the

notes to the Postal Ballot Notice.

# **SUPREMEX SHINE STEELS LIMITED**

CIN: L74110MH2011PLC214373

**REGISTERED OFFICE**: No.1005, 10<sup>th</sup> Floor, A Wing, Kanakia Wall Street, Andheri Kurla Road, Andheri (East), Mumbai-400093

Web Site: www.supremexshinesteel.in Email id: <a href="mailto:infosupremexshine@gmail.com">infosupremexshine@gmail.com</a>,

Contact no:09769207228

The Notice is also being made available on the website of the Company at <a href="https://www.supremexshinesteels.in">www.supremexshinesteels.in</a>

This is for your information and records.

Thanking you.

Yours faithfully,

**SUPREMEX SHINE STEELS LIMITED** 

MILAN B SHAH

Digitally signed by MILAN B SHAH Date: 2023.03.14 16:15:25 +05'30'

Milan Shah

**Managing Director** 

DIN: 08163535

Date: 14th March, 2023

Place: Mumbai

# SUPREMEX SHINE STEELS LIMITED

CIN: L74110MH2011PLC214373

REGISTERED OFFICE: No.1005, 10th Floor, A Wing, Kanakia Wall Street, Andheri Kurla Road, Andheri (East), Mumbai-400093

Web Site: www.supremexshinesteel.in Email id: infosupremexshine@gmail.com,

Contact no:09769207228

# **NOTICE OF POSTAL BALLOT**

[Notice issued to members pursuant to Section 108 and Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

VOTING STARTS ON	VOTING ENDS ON
Thursday, 16 <sup>th</sup> March 2023 at 9:00 a.m. (IST)	Friday, 14 <sup>th</sup> April 2023 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given to the members of Supremex Shine Steels Limited ("Company") pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), Secretarial Standard issued by the Institute of Company Secretaries of India ("SS-2") each as amended read with the Ministry of Corporate Affairs ("MCA") General Circular nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 3/2022 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021 and 5th May, 2022, respectively (collectively referred to as "MCA Circulars") to transact the special business as set out hereunder by passing Ordinary / Special Resolution, as applicable, by way of postal ballot / electronic voting.

The Explanatory Statement pertaining to the resolutions proposed in this notice, setting out all material facts and reasons thereof is annexed herewith for your consideration and approval.

The Postal Ballot Notice is being sent only by electronic mode, to those Members whose email addresses are registered with the Company/ Depositories, in accordance with the aforesaid MCA Circulars. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process.

The Board of Directors of the Company has appointed M/s. Nishant Bajaj & Associates, Practising Company Secretaries (ACS No. 28341 and CP No. 21538), as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide remote e-voting facility. The instructions for Remote e-voting form part of this Notice.

The Postal Ballot Notice will also be placed on the website of the Company <u>www.supremexshinesteels.in</u> and on the website of CDSL.

The e-voting period will commence at 09.00 a.m. (09:00 hours) (IST) on Thursday, 16<sup>th</sup> March, 2023 and will end at 05.00 p.m. (17:00 hours) (IST) on Friday, 14th April, 2023. The last date of e-voting, i.e. Friday, 14<sup>th</sup> April, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The resolution for the purpose stated herein below is proposed to be passed by remote e-voting:

#### **SPECIAL BUSINESS:**

### 1. Increase in Authorized Share Capital of the Company from Rs. 3,50,00,000 to Rs. 16,00,00,000:

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 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 3,50,00,000/- (Rupees Three crore Fifty Lakh Only) consisting of 3,50,00,000 (Three Crore Fifty Lakh) Equity Shares of Re.1/- (Rupee One) each to Rs. 16,00,00,000/- (Rupees Sixteen Crore Only) consisting of 16,00,00,000 (Sixteen crore) Equity Shares of Re.1/- (Rupee One) each ranking Pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the company or Ms. Shalaka Modi, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

### 2. Alteration of Share Capital Clause of the Memorandum of Association of the Company:

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 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules thereunder (including any statutory modification or reenactment thereof, for the time being in force) and in accordance with rules, regulations/ guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and such other approvals, permissions and sanctions, as may be necessary, consent of the Members of the Company be and is hereby accorded to alter share capital clause of the Memorandum of Association. Clause V(a) of the Memorandum of Association of the Company be deleted and the following be substituted thereof:

V (a) The authorized Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crore Only) divided into 16,00,00,000 (Sixteen Crore) Equity Shares of Re.1/- (Rupee One) each and the Company shall have the power to issue shares at par or at a premium or at a discount and shall also have the power to increase or reduce its capital and to divide the capital for the time being into several classes and attach thereto respectively such preferential, qualified, deferred, nonvoting or special rights, privileges, conditions or restrictions attached thereto and as may be permissible by law and as may be determined by or in accordance with the Articles of Association of the Company for the time being in force, and to vary, modify or abrogate such rights, privileges or conditions in such manner as may be permitted by law and as may be provided by the Articles of Association of the Company, for the time being in force.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the company or Ms. Shalaka Modi, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

# 3. Amendment in title of Main Object Clause of Memorandum of Association:

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(s) 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") with applicable Rules made thereunder, (including any statutory modification or re-enactment thereof, for the time being in force) consent of the members of the Company be and is hereby accorded for alteration in the heading of existing Clause III(A), "The main Objects to be pursued by the Company on its incorporation are" be substituted by the new Clause "III(A) - The Objects to be pursued by the Company on its incorporation are".

**RESOLVED FURTHER THAT** in accordance with the Table A of the Schedule I of the Act, the Clause III (A) of the Memorandum of Association of the Company, be renamed as under:

# Clause III (A) – THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the company or Ms. Shalaka Modi, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

## 4. Amendment in the Title of incidental Object Clause of the Memorandum of Association:

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

"RESOLVED THAT in accordance with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and such other approvals, permissions and sanctions, as may be necessary, consent of members of the Company, be and is hereby accorded to amend the title of the Clause III (B) from "the objects incidental or ancillary to the

attainment of the main objects" with the title "Matters which are necessary for furtherance of the objects specified in Clause III (A)".

**RESOLVED FURTHER THAT** in accordance with the Table A of the Schedule I of the Act, the Clause III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (B) – MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are:

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the company or Ms. Shalaka Modi, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

# 5. Amendment in matters which are necessary for furtherance of the objects specified in Clause III (A):

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

"RESOLVED THAT in accordance with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and such other approvals, permissions and sanctions, as may be necessary, consent of members of the Company, be and is hereby accorded to amend the existing clause 28, 30, 33, 39, 41, 46 and 53 with the below object:

28. Subject to the provisions of the Companies Act, 2013, and any other applicable laws, for the time being, in force, to issue debentures, shares, bonds, obligations and securities of every kind, nature and description, and to frame, constitute and secure the same, as may seem expedient, with the fullest power to make the same transferable by delivery, or by instrument of transfer or otherwise, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same by trust, deed or otherwise, on the undertaking of the Company, or upon any specific property and rights, present

- and future, of the Company or otherwise.
- 30. Subject to the Directions, as may, from time to time, be issued, whether by the Reserve Bank of India, or under the Companies Act, 2013, to borrow, raise or secure the payment of money, or to receive money on deposit other than public deposits, at interest or otherwise, for any of the purposes of the Company and, at such time and, from time to time, and, in such manner, as may be thought fit and, in particular, by the issue of debentures, or debenture-stocks convertible into shares of this or any other company or perpetual annuities, and as security for any such money so borrowed raised or received for any such debentures or debenture stocks so issued to mortgage, pledge or charge the whole or any part of the properties, assets, revenue and/or profits of the Company, present or future, including its uncalled capital, by special assignments or otherwise, or to transfer or convey the same absolutely or in trust, and to give the lenders powers of sale and other powers, as may seem expedient, and to purchase, redeem, or pay-off any such securities, and also by a similar mortgage, charge or lien to secure and guarantee the performance by this Company or any other person, firm or company, as the case may be, provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
- 33. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in securities and shares or other moveable or immoveable properties, with or without security, upon such terms, and, in such manner, as may be thought proper, and, from time to time, to vary such transactions and investments in such manner as the Directors may think fit, subject to the provisions of the Companies Act, 2013, and any other Law, for the time being, in force.
- 39. Subject to the provisions of the Companies Act, 2013, to make and/or receive donations, gifts or income to or from such person, institutions or trusts, whether of cash or any other assets, as may be thought directly or indirectly to benefit the Company or any of the objects of the Company or otherwise expedient, and also to remunerate any person or corporation introducing or assisting in the introduction, in any manner, the business to the Company, and to aid, pecuniarily or otherwise, any association, body or movement.
- 41. To place, to reserve or to distribute as bonus shares among the members or otherwise, and to apply, as the Company may, from time to time, think fit, any money received by

- way of premium on shares or debentures issued at premium by the Company and any money received in respect of forfeited shares and moneys arising from the sale by the Company or forfeited shares, subject to the provisions of the Companies Act, 2013.
- 46. Subject to the provisions of the Companies Act, 2013, to adopt such means of making known the business and/or products of the Company or of any company, in which this Company is interested, as may seem expedient, and, in particular, by advertising in the press, by circulars, by purchase and exhibition of works of an art or interest, by publication of books, papers and periodicals and by granting prizes, gifts, rewards and donations.
- 53. In the event of winding up, to distribute any of the properties of the Company amongst the members, in specie or kind, subject to the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the company or Ms. Shalaka Modi, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

### 6. Deletion of the Other Objects Clause of the Memorandum of Association:

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

"RESOLVED THAT in accordance with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and such other approvals, permissions and sanctions, as may be necessary, consent of the members of the Company, be and is hereby accorded to remove the Other Objects Clause i.e. object no. 54 to 72 of the Memorandum of Association of the Company by completely deleting the Clause III (C).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the company or Ms. Shalaka Modi, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the

necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

### 7. Amendment of Liability Clause in Memorandum of Association of the Company:

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 sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") with applicable Rules made thereunder, (including any statutory modification or re-enactment thereof, for the time being in force), subject to necessary approval(s) if any, from the competent authorities, consent of the members of the Company be and is hereby accorded for amendment in the existing Liability Clause of the Memorandum of Association of the Company in the following manner:-

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the company or Ms. Shalaka Modi, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

# 8. Authorization under Section 180 of the Companies Act 2013:

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

"RESOLVED THAT pursuant to Section 180(1)(c) and (2) and other applicable provisions, if any, of the Companies Act, 2013 as may be applicable (including any statutory modifications, amendments or re-enactments thereto for the time being in force) the consent of the shareholders of the company be and is hereby accorded for borrowing any sum or sums of monies from time to time for the purpose of the Company's business on such terms and conditions and with or without security from any bank, financial institutions or any other lending

institutions, firms, bodies corporate or persons, of India or otherwise from the foreign parties/ entities subject to the provisions of the FDI and/or FEMA as may be considered appropriate and suitable by the Board notwithstanding that the sum or sums of monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free-reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.100 Crores (Rupees One Hundred Crores Only) each, over and above the paid up capital of the Company and its free reserves.

**RESOLVED FURTHER THAT** pursuant to Section 180(1) (a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs.100 Crore (Rupees One Hundred Crores Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the company or Ms. Shalaka Modi, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

### 9. Loans, Investments, Guarantee or Security u/s 185 of Companies Act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, the consent of the members of the

Company be and is hereby accorded to authorize the Board of Directors of the Company (here in after referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) 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, (in which any director is deemed to be interested) or to Managing Director or Whole time director of the company upto an aggregate sum of Rs. 20 Crores (Rupees Twenty Crores Only) in their absolute discretion deem 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** for the purpose of giving effect to this resolution, any Director of the company or Ms. Shalaka Modi, Company Secretary & Compliance officer, be and are hereby authorised to sign and submit the necessary application and Forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

# 10. Making Investments /Extending Loans and Giving Guarantees or providing Securities in connection with loans to persons / bodies corporate u/s 186 of the Companies Act, 2013:

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

"RESOLVED THAT in supersession of all earlier resolutions and pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to

- (a) give any loan to any person(s) or other body corporate(s);
- (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and
- (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate

from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.100 Crores (Rupees One Hundred Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors or the Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

**Registered Office:** 

A/1005 Kanakia Wall Street Andheri (East)

Kurla Road Mumbai 400093

CIN No: L74110MH2011PLC214373

Tel No.: 091 9769207228

e-mail: <a href="mailto:infosupremexshine@gmail.com">infosupremexshine@gmail.com</a> Website: <a href="mailto:www.supremexshinesteels.in">www.supremexshine@gmail.com</a>

Date: 10<sup>th</sup> March, 2023

Place: Mumbai

By Order of the Board of Director

For Supremex Shine Steels Limited

Sd/-

Milan Shah

**Managing Director** 

DIN: 08163535

### **NOTES:**

- 1. Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts pertaining to the resolutions are annexed hereto along with Postal Ballot Notice ("Notice") for your consideration.
- 2. The Board of Directors has, at their meeting held on 10<sup>th</sup> March, 2023 appointed **M/s. Nishant Bajaj & Associates,**Practicing Company Secretaries, to act as the Scrutinizer, for conducting the Postal Ballot through e-voting process in a fair and transparent manner.
- 3. In compliance with the provisions of Sections 108, 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), various MCA Circulars, the Company is pleased to provide its members with the e-voting facility to exercise their right to vote electronically on the proposed resolutions.
- 4. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide the e-voting facility and the instructions for e-voting are provided as a part of this Notice.
- 5. In compliance with the aforesaid MCA Circulars, the Postal Ballot Notice is being sent only through electronic means to those Members whose names appear in the Register of Members/List of Beneficial Owners (as received from the Depositories) as on the 'Cut-Off Date' i.e., Friday, 10<sup>th</sup> March, 2023 and whose email addresses are registered with the Company/Depositories. The physical copies of the Postal Ballot Notice along with Postal Ballot forms and business reply envelopes are not being sent to the members for this Postal Ballot.
- 6. A copy of this Postal Ballot Notice will also be available on the website of the Company i.e. <a href="https://www.supremexshinesteels.in">www.supremexshinesteels.in</a> and in the relevant section of the website of the BSE Limited on which the Equity Shares of the Company are listed.
- 7. In accordance with the aforesaid MCA Circulars, the Company has made necessary arrangements for its members to register their email addresses. Members who have not registered their email address, may get their email address registered with the Company's Registrar and Share Transfer Agent, by sending email at <a href="mailto:support@purvashare.com">support@purvashare.com</a> and following the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along

- with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, members may write to support@purvashare.com and helpdesk.evoting@cdslindia.com
- 8. A person who is not a member as on Cut-off Date should accordingly treat the Postal Ballot notice for information purpose only.
- 9. As required by Rule 20 and 22 of the Rules read with the SEBI Listing Regulations, the dispatch of the Postal Ballot and Explanatory Statement shall be announced through an advertisement in at least one English language newspaper (All Edition) and one Marathi newspaper having wide circulation, where the Registered Office of the Company is situated.
  - Members whose names appear on the Register of Members / List of Beneficial Owners on the Cut-off Date Friday, 10<sup>th</sup> March, 2023 will be considered for the purpose of voting.
- 10. The e-voting period will commence at 09.00 a.m. (09:00 hours) (IST) on Thursday, 16<sup>th</sup> March, 2023 and will end at 05.00 p.m. (17:00 hours) (IST) on Friday, 14<sup>th</sup> April, 2023. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date i.e., 10<sup>th</sup> March, 2023 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 11. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process.
- 12. Any person, who acquires shares of the Company and becomes a Member of the Company after sending the Postal Ballot Notice and holding shares as of the Cut-Off Date, may obtain the login ID and password by sending a request at CDSL. However, if the Member is already registered with CDSL for remote e-voting, then they can use their existing User ID and password for casting the vote.
- 13. The resolution, if approved by requisite majority, shall be deemed to have been passed on the last date of the remote e-voting i.e., Friday, 14<sup>th</sup> April, 2023.
- 14. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the votes cast by the equity shareholders of the Company. The Scrutinizer's decision on the validity of the votes cast shall be final. The results of the e-voting will be announced within 2 (two) working days of the conclusion of the postal ballot process. The said results, together with the Scrutinizer's Report, would be communicated to BSE Limited, where the equity shares of the Company are listed and also will be displayed on the website of the Company i.e., <a href="https://www.supremexshinesteels.in">www.supremexshinesteels.in</a>, BSE Limited <a href="https://www.bseindia.com">www.bseindia.com</a> and on the website of CDSL i.e.,

<u>www.evotingindia.com</u>. The Company will also display the results of the Postal Ballot at the registered office of the Company.

- 15. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
- 16. All documents referred to in the Notice will also be made available for electronic inspection without any fee by the members. Members seeking to inspect such documents can send an email to www.supremexshinesteels.in
- 17. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
- 18. The remote e-voting process shall be as under:

# PROCEDURE FOR REMOTE E-VOTING

- i. The remote e-voting period begins on Thursday, 16<sup>th</sup> March, 2023 at 09.00 am IST and will end at 05.00 p.m. IST on Friday, 14<sup>th</sup> April, 2023. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 10<sup>th</sup> March, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 10<sup>th</sup> March, 2023.
- ii. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules framed thereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2, the Company has arranged remote e-voting facility for all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to all its members.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
  - Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- v. Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below

Type of share holders	Login Method
Individual Shareholders	1. Users who have opted for CDSL Easi / Easiest facility, can
holding securities in	login through their existing user id and password. Option
Demat mode with CDSL	will be made available to reach e-Voting page without any
	further authentication. The URL for users to login to Easi /
	Easiest are https://web.cdslindia.com/myeasi/ home/login
	or visit www.cdslindia.com and click on Login icon and
	select New System Myeasi.
	2. After successful login the Easi / Easiest user will be able to
	see the e-Voting option for eligible companies where the
	evoting is in progress as per the information provided by
	company. On clicking the evoting option, the user will be
	able to see e-Voting page of the e-Voting service provider
	for casting your vote during the remote e-Voting period or
	joining virtual meeting & voting during the meeting.
	Additionally, there is also links provided to access the
	system of all e-Voting Service Providers i.e.
	CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit
	the e-Voting service providers' website directly.

- If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia. com/myeasi/Registration/EasiRegistration
- 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers

Individual Shareholders holding securities in demat mode with **NSDL** 

- 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
- If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/

either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders
(holding securities in demat mode) login
through their

Depository Participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

# Helpdesk for Individual Shareholders holding securities in demat mode

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. CDSL and NSDL Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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

- vi. Login method of e-Voting for shareholders other than individual shareholders & physical shareholders.
  - 1. Log on to the e-voting website www.evotingindia.com
  - 2. Click on "Shareholders" module
  - 3. Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4. Next enter the Image Verification as displayed and Click on Login.
  - 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
  - 6. If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income
	Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Shareholders who have not updated their PAN with the
	Company/Depository Participant are requested to use the

	sequence number sent by Company/RTA or contact
	Company/RTA.
Dividend Bank Details OR Date of	Enter the Dividend Bank Details or Date of Birth (in
Birth (DOB)	dd/mm/yyyy format) as recorded in your demat account
	or in the company records in order to login.
	If both the details are not recorded with the
	depository or company, please enter the member
	id / folio number in the Dividend Bank details field.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the Electronic Voting Sequence Number (EVSN) for the relevant on which you choose to vote.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

### xvii. Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <a href="https://www.evotingindia.com">www.evotingindia.com</a> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to <a href="helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour
  of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify
  the same.
- Alternatively, non-individual Members are required to send the relevant Board resolution/ Authority
  letter etc. together with attested specimen signature of the duly authorized signatory who are
  authorized to vote, to the scrutinizer and to the Company, if the aforesaid documents are not
  uploaded on the CDSL e-voting system, for scrutinizer to verify the same.

# PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to <a href="mailto:infosupremexshine@gmail.com/support@purvashare.com">infosupremexshine@gmail.com/support@purvashare.com</a>
- 2. For Demat shareholders Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3. For Individual Demat shareholders Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <a href="www.evotingindia.com">www.evotingindia.com</a>, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800 22 5533.

All grievances connected with the e-voting facility may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call 1800 22 5533 / 022-2305 8542.

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

### Item No.1 & 2:

The Current Authorised Share Capital of your Company is of Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakh Only) divided into 3,50,00,000 (Three Crore Fifty Lakh) Equity Shares of Re. 1/- (Rupee One only) each.

With the growing expansion of the Company's business, it is desirable to bring the Authorized Share Capital of the Company in proper correlation with the magnitude of the Company's resources and size of its undertaking.

It is therefore considered advisable to increase the Authorized Share Capital to Rs. 16,00,00,000 (Rupees Sixteen Crore Only) divided into 16,00,00,000 (Sixteen Crore) Equity Shares of Re.1/- (Rupee One) each.

Thus, the Authorized Share Capital of the Company would be Rs. 16,00,00,000 (Rupees Sixteen Crore Only) divided into 16,00,00,000 (Sixteen Crore) Equity Shares of Re.1/- (Rupee One) each.

The proposed increase in the Authorized Share Capital will require subsequent alteration in Clause V of Memorandum of Association of the Company pursuant to the provisions of Section 13 of the Companies Act, 2013.

Consequent upon the increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital.

Therefore, the consent of the Members of the Company is being sought under the applicable provisions of the Companies Act, 2013.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their share holding.

# Item No.3, 4, 5, 6 & 7:

The Board of Directors in their duly convened Board Meeting held on 10<sup>th</sup> March, 2023 recommends that the existing Memorandum of Association (MOA) are based on the Companies Act, 1956 and several clauses/sub-clauses in the existing Memorandum of Association is no longer in conformity with the new Companies Act, 2013. Therefore, in order to avoid future uncertainties, it is decided to amend/alter clauses of the Memorandum of Association of the Company as mentioned in Resolutions at item No. 3, 4, 5, 6 & 7 of the Notice in continuity and conformity with Companies Act, 2013.

The Board of Directors Recommend the Special Resolution for approval by the members.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their shareholding.

# Item No.8:

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company could exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

The Members are hereby informed that the Shareholders of the Company had earlier authorized the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013 for an aggregate limit of Rs. 20 Crores (Rupees Twenty Crores Only) by way of passing a Special Resolution in 11th Annual General Meeting held on 4th August 2022. In furtherance to same and keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, the Board of Directors in its meeting held on 10<sup>th</sup> March 2023 has proposed and approved for seeking the shareholder approval for enhancing borrowing limit from existing Rs. 20 Crore (Rupees

Twenty Crores Only) to Rs.100 Crores (Rupees One Hundred Crores Only), subject to the approval of shareholders of the Company by means of postal ballot.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings; provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

In order to secure the borrowings / financial assistance, the Company may be required to create security by way of mortgage/ charge and/or hypothecation of its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over management or control of the whole or substantially the whole of the undertaking(s) of the Company or such other related conditions as the Board of Directors and the lenders may approve mutually from time to time.

In view the future plans of the Company and to fulfil long term strategic and business objectives, the Board of Directors in its meeting held on 10<sup>th</sup> March 2023 has proposed and approved for seeking the shareholder approval for a sum of Rs.100 Crores (Rupees One Hundred Crores Only) subject to the approval of shareholders of the Company by means of postal ballot.

The Board of Directors Recommend the Special Resolution for approval by the members.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their shareholding.

# Item No.9:

The Company is expected to render support for the business requirements to other companies in the 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. In the light of amendments notified effective 07th May, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities. 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 entities. Hence, in order to enable the company to advance loan to Managing Director/Whole Time Director/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.

The Board of Directors Recommend the Special Resolution for approval by the members.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their shareholding.

#### Item No.10:

As per the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required.

The existing limited for the Loans and Investment made by the Company was approved by the members in their Annual General Meeting held on 4th August 2022 pursuant to the provisions of Section 186 of the Companies Act, 2013. The current borrowing limit as approved by the shareholders is Rs. 20 Crore (Rupees Twenty Crores Only).

Hence, considering the business plans and to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposed to increase existing limit of the Company from Rs. 20 Crore (Rupees Twenty Crores Only) to Rs.100 Crores (Rupees One Hundred Crores Only).

The Board of Directors Recommend the Special Resolution for approval by the members.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their shareholding.

# **Registered Office:**

A/1005 Kanakia Wall Street Andheri (East) Kurla

Road Mumbai 400093

CIN No: L74110MH2011PLC214373

Tel No.: 091 9769207228

e-mail: <a href="mailto:infosupremexshine@gmail.com">infosupremexshine@gmail.com</a>
Website: <a href="mailto:www.supremexshinesteels.in">www.supremexshine@gmail.com</a>

Date: 10<sup>th</sup> March, 2023

Place: Mumbai

By Order of the Board of Director

For Supremex Shine Steels Limited

Sd/-

Milan Shah

**Managing Director** 

DIN: 08163535