

NOTICE

NOTICE is hereby given that the 14th (Fourteenth) Annual General Meeting of the Shareholders of Sagardeep Alloys Limited will be held on Friday, 17th September, 2021 at 12.30 p.m. through Video Conferencing / Other Audio-Visual Means to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a) The audited Standalone Financial Statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon; and
 - b) The audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2021 and the reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Satishkumar A. Mehta (DIN: 01958984), Director who retires by rotation and being eligible, offers himself for re appointment.
3. To Re-appoint Statutory Auditor of the Company to hold office from the conclusion of 14th AGM until the conclusion of 19th AGM and to fix their Remuneration

“RESOLVED THAT pursuant to the provisions of the section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Piyush J. Shah & Co., Chartered Accountants, Firm Registration Number: 121172W, Ahmedabad be and are hereby appointed as the Statutory Auditors of the Company, for a term of five consecutive years to hold office from the conclusion of the 14th Annual General Meeting (AGM) till the conclusion of the Annual General Meeting to be held for the financial year ending on 31st March, 2026, on the remuneration as may be decided by Board of Directors of the Company in consultation with the Statutory Auditors.”

SPECIAL BUSINESS:

4. To Re-appoint Mr. Satishkumar A. Mehta (DIN: 01958984) as a Managing Director of the Company w.e.f. 30th December, 2021, for a period of three year.

To, consider and, if thought fit, to give your assent/dissent the pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force and hereinafter collectively referred to as “Act”) and subject to the limits specified in Schedule V to the said Act and all guidelines issued from time to time and in terms of recommendation of the Nomination and Remuneration Committee, approval of the shareholders of the Company be and is hereby accorded for re-appointment of Mr. Satishkumar A. Mehta [DIN: 01958984], as a Managing Director of the Company for a period of Three (3) years with effect from December 30, 2021 to December 29, 2024, upon the terms and conditions mentioned in the explanatory statement of this resolution as agreed between the Company and Managing Director whose term shall be liable to retire by rotation under the provisions of the Act

RESOLVED FURTHER THAT the Board of Directors and/ or its Committee be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To re-appoint Mr. Jayeshkumar A. Mehta (DIN: 02156140) as a Whole-time Director of the Company w.e.f. 30th December, 2021, for a period of three year.

To, consider and, if thought fit, to give your assent/dissent the pass the following resolution as an Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force and hereinafter collectively referred to as “Act”) and subject to the limits specified in Schedule V to the said Act and all guidelines issued from time to time and in terms of recommendation of the Nomination and Remuneration Committee, approval of the shareholders of the Company be and is hereby accorded for re-appointment of Mr. Jayeshkumar A. Mehta [DIN: 02156140], as a Whole Time Director of the Company for a period of Three (3) years with effect from December 30,2021 to December 29,2024, upon the terms and conditions mentioned in the explanatory statement of this resolution as agreed between the Company and Whole Time Director whose term shall be liable to retire by rotation under the provisions of the Act

RESOLVED FURTHER THAT the Board of Directors and/ or its Committee be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Regd Office:

Plot No. 2070, Rajnagar Patiya,
Santej Khatraj Road,
Santej Kalol,
Gandhinagar 382721

Date : 03/08/2021

Place : Santej

**By Order of the Board of Directors
For, Sagardeep Alloys Limited**

Sd/-

**Satishkumar Mehta
Chairman & Managing Director
(DIN: 01958984)**

NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM. In terms of the said circulars, the 14th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 20 and available at the Company's website www.sdalloys.com.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the EGM/AGM will be provided by CDSL
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
6. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice and Annual Report 2020-21 has been uploaded on the website of the Company at www.sdallys.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year

2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

9. The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM is 1800225533.
10. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
11. The Register of members and share transfer books of the Company will remain closed from Friday, 10th September, 2021 to Thursday, 16th September, 2021 (both days inclusive) for the purpose of Annual General Meeting.
12. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
13. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares are held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
14. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the physical mode. The Members, who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 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 secretary@sdalloys.com.
 2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretary@sdalloys.com.
- 18. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**
 - i. The voting period begins on 14th September, 2021 at 09.00 a.m. and ends on 16th September, 2021 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 10th September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or 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 Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/KARVY/LINK INTIME as per information provided by Issuer/ Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration .
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account

Type of shareholders	Login Method
	<p>Number and PAN No. from a link in 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 provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li data-bbox="767 582 1414 1167">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="767 1171 1414 1373">2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/ IdeasDirectReg.jsp. <li data-bbox="767 1377 1414 1960">3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
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's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

v. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on Shareholders
- 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. Members 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 Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN of the Company.
- x. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
- xvi. Shareholders can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile.
- xvii. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com

- After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- 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 www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 022-23058542/43.

All grievances connected with the facility for voting by electronic means 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 - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 022-23058542/43.

19. The instructions for shareholders voting on the day of the AGM on e-voting system are as under:-

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
- c. If any Votes are casted by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- d. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

20. INSTRUCTION FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER: -

1. The procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
4. Members are encouraged to join the Meeting through Laptops for better experience.

5. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request in advance at least 7 days before AGM mentioning their name, demat account number/folio number, email id, mobile number at secretary@sdalloys.com
8. Shareholders who would like to express their views/have questions may send their questions in advance in advance at least 7 days before AGM mentioning their name demat account number/folio number, email id, mobile number at secretary@sdalloys.com. The same will be replied by the company suitably
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

21. Process and manner for members opting for voting through Electronic means:

1. The Members whose names appear in the Register of Members / List of Beneficial Owners as on 10th September, 2021 (cut – off date) are entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
2. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 10th September, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
3. The remote e-voting will commence on 14th September, 2021 at 09.00 a.m. and ends on 16th September, 2021 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 10th September, 2021, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter. The e-voting module shall be disabled by CDSL for voting thereafter.
4. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, 10th September, 2021

The Company has appointed Mr. CS Devesh Khandelwal, Practicing Company Secretary (Membership No. FCS: 6897; COP No: 4202), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Contact Details

- Company** : SAGARDEEP ALLOYS LIMITED
- Regd. Office** : PLOT NO. 2070, RAJNAGAR PATIYA,
SANTEJ KHATRAJ ROAD, SANTEJ KALOL,
GANDHINAGAR GJ 382721 IN
- CIN** : L29253GJ2007PLC050007
- E-mail** : secreatry@sdallys.com
- Registrar and Transfer Agent** : Link Intime India Private Limited
5th Floor, 506-508, Amarnath Business Centre-1 (ABC-1),
Besides Gala Business Centre,
Near St. Xavier's College Corner, Off C G Road,
Navrangpura, Ahmedabad - 380009
Tel: +91-79-26465179
- e-Voting Agency** : Central Depository Services (India) Limited
E-mail:helpdesk.evoting@cdslindia.com
Phone: 022- 22723333/ 8588
- Scrutinizer** : CS Devesh Khandelwal
Practicing Company Secretary
(FCS: 6897 and COP: 4202)
E-mail :info@csdevesh.com

EXPLANATORY STATEMENT

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

Item No. 4

On the basis of recommendation of Nomination & Remuneration Committee of the company and, subject to the approval of members of the company, the Board of Director in their meeting held on 13TH July, 2021 has approved re-appointment of Mr. Satishkumar A. Mehta as a Managing Director of the Company for a period of 3 year w.e.f. 30th December, 2021.

Mr. Satishkumar A. Mehta is associated with the company since its incorporation in 2007 and has experience of more than 20 year in metal & metal Alloys industries. The major terms and condition of his appointment as reviewed by the Nomination & Remuneration Committee are as under:

1. **Period:** For a period of 3 years from December 30,2021
2. **Salary:** Upto Rs.75,000/- per month which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee.
3. **Perquisites and allowances:**
 - Medical Reimbursement for self and family in accordance with the rules of the Company
 - Leave Travel Assistance for self and family in accordance with the rules of the Company
 - Leave on full pay as per the rules of the Company subject to maximum of one month's leave for every eleven months of services
 - Free use of Company's car including maintenance and operation together with driver, the monetary value of which may be evaluated as per the Income Tax Rules, 1962.
 - Free cell phone facility.
4. **Duties:** Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the reappointment of Mr. Satishkumar A. Mehta (DIN: 01958984).

A Statement containing the following information as per section II of Part II of Schedule V of the Companies Act, 2013.

1.	Nature of industry	Manufacture of Copper and Copper Alloys Products.		
2.	Date or expected date of commencement of commercial production	The Company is already in existence and it started its activities since 2008.		
3.	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A		
4.	Financial Performance based on given indicators	Financial Parameters	2020-21	2019-20
		Total revenue	6582.9 lacs	3444.6 lacs
		Net profit after tax	14.65 lacs	26.07 lacs
5.	Foreign Investments or collaborations, if any.	N.A.		

II. Information about the appointees:

S.N.	Particulars	Mr. Satishkumar A. Mehta
1.	Background details	Mr. Satishkumar A. Mehta is graduate in Commerce however he is having deep knowledge and vast experience in Administration, Accounts and Finance He looks after the Company's management and administration.
2.	Past Remuneration	Rs.9,00,000/- p.a.
3.	Recognition or awards	N.A
4.	Job profile and his suitability	He gained much experience in Administration, Accounts and Finance and He looks after the Company's management and administration.
5.	Remuneration Proposed	Upto Rs 75,000/- (Rupees seventy five thousand only) per month
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	month The prevalent levels of remuneration in manufacturing industry are higher. Taking into consideration his involvement, responsibility and contribution being made by Mr. Satishkumar A. Mehta, the proposed remuneration is reasonable and in line with the remuneration levels in the industry across the Country
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Satishkumar A. Mehta and Mr. Jayeshkumar A. Mehta are brothers

III. Other Information:

Reason of loss or inadequate profits	The Company is striving hard to earn sufficient profits however due to current market situation and high operating expenses, the company is unable to earn adequate profits.
Steps taken or proposed to be taken for improvement	N.A
Expected increase in productivity and profits in measurable terms.	N.A

Except Mr. Satishkumar A. Mehta and Mr. Jayeshkumar A Mehta, Whole Time Director no other director, Key, managerial personnel or their relatives are concerned or interested in the said resolution.

Item No. 5

On the basis of recommendation of Nomination & Remuneration Committee of the company and, subject to the approval of members of the company, the Board of Director in their meeting held on 13th July, 2021 has approved re-appointment of Mr. Jayeshkumar A. Mehta as a Whole-time Director of the Company for a period of 3 year W.E.F. 30th December, 2021.

Mr. Jayeshkumar A. Mehta is associated with the company since 2008 and has experience of more than 15 year in metal & metal Alloys industries. The major terms and condition of his appointment as reviewed by the Nomination & Remuneration Committee are as under:

1. **Period:** For a period of 3 years from December 30,2021
2. **Salary:** Upto Rs.75,000/- per month which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee.
3. **Perquisites and allowances:**
 - Medical Reimbursement for self and family in accordance with the rules of the Company
 - Leave Travel Assistance for self and family in accordance with the rules of the Company
 - Leave on full pay as per the rules of the Company subject to maximum of one month's leave for every eleven months of services
 - Free use of Company's car including maintenance and operation together with driver, the monetary value of which may be evaluated as per the Income Tax Rules, 1962.
 - Free cell phone facility.
4. **Duties:** Subject to the superintendence, direction, and control of the Board of Directors of the Company, the shall be entrusted with overall supervision of sales and marketing and also such other duties and responsibilities as may be entrusted to him by the chairman and Managing Director and Board of Directors from time to time.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice for the reappointment of Mr. Jayeshkumar A. Mehta (DIN: 02156140).

A Statement containing the following information as per section II of Part II of Schedule V of the Companies Act, 2013.

1.	Nature of industry	Manufacture of Copper and Copper Alloys Products.		
2.	Date or expected date of commencement of commercial production	The Company is already in existence and it started its activities since 2008.		
3.	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A		
4.	Financial Performance based on given indicators	Financial Parameters	2020-21	2019-20
		Total revenue	6582.9 lacs	3444.6 lacs
		Net profit after tax	14.65 lacs	26.07 lacs
5.	Foreign Investments or collaborations, if any.	N.A.		

II. Information about the appointees:

S.N.	Particulars	Mr. Jayeshkumar A. Mehta
1.	Background details	Mr. Jayeshkumar A. is HSC cleared however he is having deep knowledge and vast experience in Sales and Marketing. He looks after the Company's Sales and Marketing.
2.	Past Remuneration	Rs.9,00,000/- p.a.
3.	Recognition or awards	N.A

4.	Job profile and his suitability	He gained much experience in Sales and Marketing and He looks after the Company's Sales and Marketing.
5.	Remuneration Proposed	Upto Rs 75,000/- (Rupees seventy five thousand only) per month
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The prevalent levels of remuneration in manufacturing industry are higher. Taking into consideration his involvement, responsibility and contribution being made by Mr. Jayeshkumar A. Mehta, the proposed remuneration is reasonable and in line with the remuneration levels in the industry across the Country
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Satishkumar A. Mehta and Mr. Jayeshkumar A. Mehta are brothers

Except Mr. Jayeshkumar A. Mehta and Mr. Satishkumar A Mehta, Managing Director no other director, Key managerial personnel or their relatives are concerned or interested in the said resolution.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER
REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS 2015**

*(In pursuance of Regulation 36(3) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

Name of Director	SATISHKUMAR ASAMAL MEHTA	JAYESHKUMAR A MEHTA
DIN	01958984	02156140
Date of Birth	18/03/1977	03/08/1979
Date of Appointment	13/02/2007	05/05/2008
Relationship Between Directors inter se	Brother of Jayesh A Mehta	Brother of Mr. Satishkumar A Mehta
Expertise in Specific functional area	Administrative, Accounts and Finance	Sales & Marketing
Qualification	B.Com	HSC
Other Board Membership*	0	0
Committee Membership in other public companies	NIL	NIL
Number of Shares held in the Company	2367825	2627250

*Pvt. Companies excluded