



Date: 05.09.2024

To,
THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED,
Exchange Plaza,
Plotno. C/1.,G Block
Bandra-Kurla Complex
Bandra (E), Mumbai-400051

Sub: Notice of Annual General Meeting for the financial year 2023-24

NSE SYMBOL: SAGARDEEP

Dear sir,

We would like to inform you that the 17th Annual General Meeting ("AGM") of the company is scheduled to be held on Monday, September 30, 2024 at 12:00 P.M. at the registered office of the company in compliance with the applicable circular issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India to transact the business mentioned in the notice of 17th Annual General Meeting.

Pursuant to applicable Regulations of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015, we are submitting herewith the notice of 17th Annual General Meeting for the Financial year 2023-24, which is being sent through electronic mode to all eligible shareholders of the company whose Email IDs are registered with the company / Registrar and Transfer Agent of the company or Depository Participants.

The copy of notice of 17th Annual General Meeting for the financial year 2023-24 is also available on the company's website at www.sdalloys.com

Yours faithfully,
For, **SAGARDEEP ALLOYS LIMITED**

SATISHKUMAR ASAMAL
MEHTA
MEHTA

Digitally signed by
SATISHKUMAR ASAMAL
MEHTA
Date: 2024.09.05 03:56:59
+07'00'

SATISHKUMAR MEHTA
MANAGING DIRECTOR
(DIN: 01958984)

NOTICE

NOTICE is hereby given that the 17th (Seventeenth) Annual General Meeting of the Shareholders of Sagardeep Alloys Limited will be held on **Monday, 30th September, 2024 at 12:00 P.M.** at the Registered Office of the Company at PLOT NO. 2070, RAJNAGAR PATIYA, SANTEJ KHATRAJ ROAD, SANTEJ KALOL Gandhinagar-382721, Gujarat.

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a) The audited Standalone Financial Statement of the Company for the financial year ended March 31, 2024 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, 2024 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 Mr. Satishkumar A. Mehta (DIN: 01958984) as a Managing Director of the Company w.e.f. 30th December, 2024, for a period of three year.

To, consider and, if thought fit, to give your assent /dissent the pass the following resolution as an Special 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, 2024 to December 29, 2027, 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.

Regd Office:
Plot No. 2070, Rajnagar Patiya ,
SantejKhatraj Road ,
Santej Kalol,
Gandhinagar 382721

Date : 03.09.2024

Place : Santej

By Order of the Board of Directors
For, **Sagardeep Alloys Limited**
Sd/-
Satishkumar Mehta
Chairman & Managing Director
(DIN: 01958984)

NOTES

1. In compliance with the aforesaid MCA Circulars and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/PoD- 2/P/ CIR/2023/4 dated January 05, 2023, notice of the AGM along with Annual Report for the financial year 2023-24 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company /Depository Participants, unless any member has requested for a physical copy of the same.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy/proxies to attend and vote on a poll instead of himself/herself and such proxy/proxies need not be a member of the company. Duly completed instrument of proxies in order to be effective must be reached the registered office of the Company not less than 48 hours before the scheduled time of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided a member holding more than 10% of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
3. Corporate members intending to send their authorized representative to attend the Extra Ordinary General Meeting are requested to ensure that the authorized representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Annual General Meeting.
4. The statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to the Special Business to be transacted at the meeting, is annexed hereto.
5. The Notice of the Annual General Meeting ('AGM') is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant ("DPs")/ Registrar and Transfer Agent (M/s. Link Intime India Private Ltd) in accordance with the aforesaid MCA and SEBI Circulars. Members may note that the Notice of Annual General Meeting will also be available on the Company's website i.e. www.sdalloys.com and on the websites of the Stock Exchanges i.e. NSE Limited at www.nseindia.com and National Stock Exchange of India limited at www.nseindia.com. Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Monday, 23rd September, 2024 will receive the Notice through electronic mode.
6. All documents referred to in the accompanying notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays during business hours i.e. 9 A.M. to 5 P.M. up to the date of the Annual General Meeting.
7. In case of joint holders attending the Annual General Meeting, the Member whose name appears as the first holder in the

order of names as per the Register of Members of the Company will be entitled to vote.

8. 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 held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant
9. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA

The Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive all the communications sent by the Company, from time to time, can get their email address registered by following the steps as given below:

- a. For the Members holding shares in demat form: please update your email address through your respective Depository Participant/s.
- b. Members holding shares in physical mode are requested to note that SEBI vide its circular SEBI/HO/MIRSDMIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, has made it mandatory for holders of physical securities to furnish PAN, bank account details, email address, mobile number, postal address (KYC details), and to register their nomination or opt-out of nomination.

As mandated by SEBI, members holding physical shares must mandatorily update their KYC-PAN, Nomination Details, Bank Details and Contact details with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, having office at 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, Email: nilesh.dalwadi@linkintime.co.in or with the Company secretary@sdalloys.com, quoting their KYC, PAN, Nomination Details, Bank Details and Contact Details with their respective Depository Participants.

10. Process and manner for members opting for voting through electronic means:
 - (a) Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and May 05, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL")

as the authorised e-Voting agency for facilitating voting through electronic means. The facility of casting votes by members using remote e-voting will be provided by CDSL.

- (b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, 23rd September, 2024 shall be entitled to avail the facility of remote e-voting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- (c) 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. Monday, 23rd September, 2024 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting by following the procedure mentioned in this part
- (d) The remote e-voting will commence on Friday, September 27, 2024 at 9.00 a.m. and will end on Sunday, September 29, 2024 at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Monday, 23rd September, 2024 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.
- (e) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (f) Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again
- (g) 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 Monday, 23.09.2024

Process for those members whose email ids are not registered

(a) For members holding shares in Physical mode

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

(b) Members holding shares in Demat mode:

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) by email to secretary@sdalloys.com

- (c) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/ NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ul style="list-style-type: none"> • 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. • 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. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. • Alternatively, the user can directly access e-Voting page by providing Demat Account 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 dor before the AGM.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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. 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. 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> 1) 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 abovementioned 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 1800 22 55 33.
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

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- a) 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) 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. 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).

- b) After entering these details appropriately, click on "SUBMIT" tab.
- c) 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.
- d) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- e) Click on the EVSN of the Company.
- f) 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.
- g) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
- h) 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.
- i) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- j) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- k) 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
- l) 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.
- m) **Note for Non – Individual Shareholders and Custodians**
- 1) 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.
 - 2) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - 3) After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
 - 4) 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.
 - 5) 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.
 - 6) 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.
- 7) 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 1800 22 55 33.
- 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.Voting@cdslindia.com or call 1800 22 55 33.
- 20 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.
- 21. 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.

Contact Details**Company:** SAGARDEEP ALLOYS LIMITED**Regd. Office:** PLOT NO. 2070, RAJNAGAR PATIYA, SANTEJ KHATRAJ ROAD, SANTEJ KALOL Gandhinagar GJ 382721 IN**CIN:** L51100GJ1993PLC019067**E-mail:** secretary@sdalloys.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:** 1800 22 55 33**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. 3

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 09th August, 2024 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, 2024.

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 30,2024
2. Salary: Upto ₹ 2,00,000/- 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.

In the view of the above position, approval of member is sought, through Special resolution, to formally reappoint Mr. Satishkumar A. Mehta as a Managing Director of the Company. 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.

Pursuant to clause (iv) of section II of schedule V of the companies act, 2013 the following statement is given:

A)	Nature of industry	Manufacturing and Trading of Copper and Copper Alloys Products		
B)	Date or expected date of commencement of commercial production	The Company is already in existence and it started of commercial production its activities since 2008.		
C)	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA		
D)	Financial Performance based on given indicators	Financial Parameters	2023-24	2022-23
		Total Revenue	9249.91	8757.84
		Net profit After Tax	75.11	53.56
E)	Foreign Investments or collaborations, if any.	Not applicable		

II. Information about the appointees:

Sr. No.	Particulars	Mr. Satishkumar Asamal Mehta
A)	Background details	Mr. Satishkumar A. Mehta is graduate in Commerce however he is having deep knowledge and vast experience of more than 20 years in Administration, Accounts and Finance He looks after the Company's overall management and administration
B)	Past Remuneration	Upto ₹ 2,00,000/- Per month including all perquisites and allowances
C)	Recognition or Awards	None
D)	Job profile and her suitability	He is having more than 20 years' experience in management and Administration. He also has wide experience as Managing Director. He gained much experience in Administration, Accounts and Finance and He looks after the Company's overall management and administration.
E)	Remuneration Proposed	Upto ₹ 2,00,000/- Per month including all perquisites and allowances
	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 remuneration as proposed of Mr. Satishkumar Asamal Mehta is well below as per the prevalent levels of remuneration in manufacturing industry in which our Company is engaged. Taking into consideration his involvement, responsibility and contribution being made by Mr. Satishkumar Asamal Mehta, the proposed remuneration is reasonable and in line with remuneration levels in the industry across the Country. Mr. Satishkumar Asamal Mehta devotes his full time in overseeing the operations of the Company.
F)	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:

A)	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.
B)	Steps taken or proposed to be taken for improvement	Management has taken various steps to reduce the operative expenses and improving area wise sales to increase then revenue of the company.
C)	Expected increase in productivity and profits in measurable terms.	2%- 3% in first two years 3%-5% in next two years

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

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

Name of Director	SATISH A MEHTA	SATISH A MEHTA
DIN	01958984	01958984
Date of Birth	18/03/1977	18/03/1977
Date of Appointment	13/02/2007	13/02/2007
Relationship Between Directors inter se	Brother of Mr. Jayesh A Mehta	Brother of Mr. Jayesh A Mehta
Expertise in Specific functional area	Administrative, Accounts and Finance	Administrative, Accounts and Finance
Qualification	B. Com	B. Com
Other Board Membership*	0	0
Committee Membership in other public companies	0	0
Number of Shares held in the Company	23,67,825 Equity shares	23,67,825 Equity shares
Listed entities from which the Director has resigned from Directorship in last 3 (Three) years: 0	0	0
Number of Board Meetings Attended (FY 2023-24): 6	6	6
Remuneration last drawn (including sitting fees, if any):	-	Rs. 900000/- PA
Remuneration proposed to be paid: Rs	-	Rs. 24,00,000/- PA

*Pvt. Companies excluded

Regd Office:

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

Date : 03.09.2024

Place : Santej

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

Sd/-

Satishkumar Mehta

Chairman & Managing Director
(DIN: 01958984)