

# Uttam Galva Metallics Limited

**Office:** Office No. 706 to 710, Balarama Building, Bandra Kurla Complex  
Road, E Block, BKC, Bandra East, Mumbai 400051  
Tel.: +91-22-69103600 / +91-22-41557000  
CIN No.: U27200HR2007PLC037927



## **NOTICE OF AN EXTRA-ORDINARY GENERAL MEETING** **(Sr No. 2/2022-23)**

**NOTICE** is hereby given that an Extra-Ordinary General Meeting of the Members of “**UTTAM GALVA METALLICS LIMITED**” will be held on **Wednesday, 7<sup>th</sup> December 2022** at **12.00 NOON THROUGH AUDIO VISUAL MEANS** to transact the following businesses:-  
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### **SPECIAL BUSINESSES:**

#### **1. CHANGE OF NAME OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 4(4) and Section 13 and other applicable provisions, if any, of the Companies act, 2013, (including any statutory modification or alteration thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to change the name of the Company from “*Uttam Galva Metallics Limited*” to “*Evonith Metallics Limited*”.

**RESOLVED FURTHER THAT** the Name Clause being Clause I in the Memorandum of Association of the Company be altered **AND THAT** accordingly substituted by the following clause:

1. The Name of the Company is “*Evonith Metallics Limited*”

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to sign necessary resolution, documents, form and file the necessary E-Form with the Registrar of Companies and generally do all such acts, deeds, matters, things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

# Uttam Galva Metalics Limited

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## 2. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013:

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

**“RESOLVED THAT** pursuant to the provisions of Section 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the new set of Memorandum of Association of the Company, be and is hereby approved and adopted in substitution for, and to the entire exclusion of the existing Memorandum of Association of the Company;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to sign necessary resolution, documents, form and file the necessary E-Form with the Registrar of Companies and generally do all such acts, deeds, matters, things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

## 3. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013:

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

**“RESOLVED THAT** pursuant to the provisions of Section 5 and 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the new set of Articles of Association of the Company, be and is hereby approved and adopted in substitution for, and to the entire exclusion of the existing Articles of Association of the Company;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to sign necessary resolution, documents, form and file the necessary E-Form with the Registrar of Companies and generally do all such acts, deeds, matters, things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

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## 4. BORROWING LIMITS U/S 180(1)(C) OF THE COMPANIES ACT, 2013

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

**“RESOLVED THAT** subject to the provisions of the Section 180(1)(c) of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”) for borrowing any sum or sums of moneys for and on behalf of the Company, from time to time, at its discretion either from the Company’s Bankers or any other Bank (s), financial institution(s), international lending agencies or any other lending institution(s), persons, firms, trusts or bodies corporates, etc., (hereinafter collectively referred to as “Loan”) by way of deposits, advances or other loans, convertible/non-convertible debentures, commercial papers, bonds or any other debt instruments permissible under Law and whether unsecured or secured directly by mortgage, charge, hypothecation, lien or pledge of any of the Company’s assets and properties, whether movable or immovable or stock in process and book debts or by collateral security thereon or on such terms and conditions as may be considered suitable by the Board, even though sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business), exceeds the aggregate paid-up capital of the Company and its free reserves, however, that the total amount of such borrowings shall not exceed Rs. 3000 Crores at any particular point of time for the Company alone **AND THAT** in aggregate shall not exceed Rs.3,500 crores including the guarantees or to provide security in connection with a loan in relation to Uttam Value Steels Limited and/or First Wardha Steel Limited taken together;

**RESOLVED FURTHER THAT** any of the Board of Directors and/or Company Secretary be and are hereby severally authorized to sign and file the necessary E-Form with the Registrar of Companies and generally do all such acts, deeds, matters, things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

**By order of the Board**

**Anil Bangur**  
**Director**  
**DIN:08936958**

**Place: Mumbai**

**Date: November 14, 2022**

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## Notes:

- PURSUANT TO THE VARIOUS CIRCULARS, LATEST BEING CIRCULAR NO. 3/2022 DATED MAY 05, 2022, 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 EGM.**
- A statement pursuant to Section 102(1) of the Companies Act, 2013 (Act) relating to the special businesses to be transacted Meeting is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Extra Ordinary General Meeting and also at the Meeting.
- Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
- The Register of Directors and Key Managerial Personnel(s) and their shareholding maintained under Section 170 of the Act along with other Statutory Registers as required under the provisions of Act, will be available for inspection by the Members at the EGM.
- Attendance of members through Video Conferencing shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- The facility for joining the meeting shall be kept open from 11.45 a.m. i.e. 15 minutes before the scheduled time to start the meeting till 12:15 p.m. i.e. 15 minutes after the scheduled time to start the meeting.
- Since the meeting is held through video conferencing, there will be no route map for the venue of the meeting and address of the registered office shall be deemed to be the venue of the meeting for the purpose of compliance.
- In case of poll is demanded during the meeting, the members are advised to vote on the particular resolution by sending an e-mail in the manner mentioned below.
- Members are entitled to pose questions pertaining to the said resolutions at the email address of the company i.e. [cs@uttamgalvametallics.com](mailto:cs@uttamgalvametallics.com)

# Uttam Galva Metallica Limited

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## Instructions pertaining to attending meeting through Video Conference:

- The Extra-Ordinary General Meeting will be held on the electronic platform viz., Microsoft Teams.
- Microsoft Teams application can be used on both the electronic devices i.e., on Laptop as well as on mobile phone.
- Member are requested to attend the meeting by clicking on the given link or can join via mobile app/ Computer by using ID and password:

[Click here to join the meeting](#)

Meeting ID: 461 069 536 579

Passcode: T8jB9X

## Instructions pertaining to voting by the members in case of POLL is demanded are as under:

Members are advised to vote on the resolutions in case of poll is demanded by sending an email in the format as mentioned below at the registered e-mail address of the Company viz., "[cs@uttamgalvametallica.com](mailto:cs@uttamgalvametallica.com)"

- 1.Name and Registered address of the Member :
- 2.Name(s) of Joint holder(s), if any :
- 3.Registered Folio No. :
4. Number of Equity Shares held:

I/We hereby exercise my/our vote in respect of the Resolution to be passed in the Extra-Ordinary General Meeting, by sending my/our Assent (For) or Dissent (Against) to the said Resolutions by writing "Accepted" or "Rejected" at the appropriate box below:

Sl. No.	Description of Resolution	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.			

## Information pertaining to voting:

- A person whose name is recorded in the register of members as on the cut-off date, i.e. November 14, 2022 only shall be entitled to vote on the resolutions in proportion to the share in the paid up equity share capital of the Company.

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- b) The Voting will take place during the meeting and the members may convey their assent or dissent only at such stage on items considered in the meeting.
- c) Members holding shares under multiple folios shall vote separately for each of the folios.
- d) Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc. before the scheduled time of the meeting.
- e) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to modify or withdraw the same.

In case of any query pertaining to technical difficulties before or during the meeting, members may contact Mr. Advait Shrotri at contact No: 9699966585, e-mail id “ [advait.shrotri@uttamgalvametallcs.com](mailto:advait.shrotri@uttamgalvametallcs.com) ”

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## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

#### Item 1:

It is proposed to change the name of the Company from *"Uttam Galva Metallics Limited" to "Evonith Metallics Limited"* for which we have received approval from the Registrar of Companies which is valid for 60 days w.e.f. 31<sup>st</sup> October, 2022.

The word "EVONITH" has been derived post detailed research and with the help of specialised consultant which is coined by Nithia that focuses on the philosophy of continuous improvement, whereby evolution is natural & necessary, we must EVOLVE.

In this regard, Alferon Management Private Limited, Related Party within the meaning of the Companies Act, 2013 (Wherein Mr. Jai Saraf is the Common Director) has applied for the registration of Trademark for the word "Evonith" and the Company have obtained No Objection Certificate (NOC) and Board Resolution for using the said word as prefix in its name.

Consequent to the said change in the name, the clause I – Name Clause of the Memorandum of Association is also required to be suitably amended.

Except Mr. Jai Saraf, none of the Directors or any Key Managerial Personnel of the Company or their respective relatives are concerned or in any way interested in this resolution at Item no.1, whether financially or otherwise, except to the extent of shares held by them and/or Common Directorships, if any, in the Company.

The proposed change in the name of the Company requires approval of the Members in General Meeting. Accordingly, the Board recommends the above resolution as set out in the notice, Item No. 1, to be passed as Special Resolution for the approval of Members.

#### Item 2 & 3:

In order to make the Memorandum of Association (MOA) and Articles of Association (AOA) of the Company in tandem with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereunder, it is proposed to replace the existing MOA & AOA of the Company by a new set of MOA & AOA.



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The proposed altered versions of new set of MOA and AOA will be available for inspection as mentioned in the notes.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are concerned or in any way interested in this resolution at Item no.2 & 3, whether financially or otherwise, except to the extent of shares held by them and/or Common Directorships, if any, in the Company.

The proposed adoption of new set of MOA and AOA requires approval of the Members in General Meeting. Accordingly, the Board recommends the above resolutions as set out in the notice, Item No. 2 & 3, to be passed as Special Resolutions for the approval of Members.

## **Item 4:**

Pursuant to Section 180 (1) (c) of the Companies Act, 2013, to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies Banker in Ordinary Course of Business, beyond the paid -up capital and free reserves of the Company, approval from the Members of the Company will be required by way of Special Resolution.

The Board of Directors of the Company keeping in mind the future business requirements and expansion of the business of the Company, proposes to set the borrowing limits to Rs. 3000 Crores for the Company alone and in aggregate shall not exceed Rs.3,500 crores including the guarantees or to provide security in connection with a loan in relation to Uttam Value Steels Limited and/or First Wardha Steel Limited taken together.

Hence, members of the Company are requested to give their approval at the ensuing Extra- Ordinary General Meeting, to borrow the money along with the money already borrowed by the Company in excess of its paid -up capital and free reserve upto the proposed limits.

The approval of the members is solicited to permit the Board to Borrow monies in excess of the Company's paid up share capital and Free Reserves.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are concerned or in any way interested in this resolution at Item no.4, whether financially or otherwise, except to the extent of shares held by them and/or Common Directorships, if any, in the Company.



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The proposed increase in the limit u/s 180(1) (c) of the Companies Act, 2013 requires approval of the Members in EGM. Accordingly, the Board recommends the above resolution as set out in the notice, Item No. 4, to be passed as Special Resolution for the approval of Members.

**By order of the Board**

**Anil Bangur**  
**Director**  
**DIN:08936958**

**Place: Mumbai**  
**Date: November 14, 2022**