

**NOTICE
OF
17TH ANNUAL GENERAL MEETING**

SHORTER NOTICE is hereby given that the Seventeenth Annual General Meeting ('AGM') of Evonith Metallics Limited (Formerly Uttam Galva Metallics Limited) will be held at 03:30 p.m. on Monday, September 30, 2024, through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt,
 - (a) the Audited Financial Statements of the Company for the Financial Year (FY) year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
 - (b) the Audited Consolidated Financial Statements of the Company for the FY ended March 31, 2024 together with the Report of the Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:
 - a) **"RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.
 - b) **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and the report of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.
2. To appoint Mr. Jai Krishna Saraf (DIN: 07613832), who retires by rotation as a Chairman & Non-Executive Director, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ('Act'), Mr. Jai Krishna Saraf (DIN: 07613832), Chairman & Non-Executive Director,, who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **RATIFICATION OF THE REMUNERATION PAYABLE TO M/S MANISHA & ASSOCIATES, COST AUDITORS OF THE COMPANY FOR THE FY 2024-25:**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Audit and Auditors) Rules Act, 2014, for the time being in force, in respect of M/s. Manisha Associates, Cost Accountants (Firm Registration No. 000321), who has been appointed as Cost Auditors of the Company for the FY 2024-25, consent of the members of the Company be and is hereby accorded to make the payment of remuneration of Rs. 1,20,000/- p.a. plus applicable taxes and reimbursement of out-of-pocket expenses at actuals.

RESOLVED FURTHER THAT any of the Board of Directors and/or Company Secretary be and is hereby severally authorized to 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.”

4. **APPROVAL FOR THE PAYMENT OF REMUNERATION/ COMMISSION TO MR. ANJANI K. AGRAWAL, INDEPENDENT DIRECTOR FOR THE FY 2023-24.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 , Section 197 and any other applicable provisions of the Companies Act, 2013 ('Act') read with Schedule V of the Act for the time being in force, consent of the members of the Company be and is hereby accorded to make the payment of remuneration/commission of Rs.15,00,000/- for the FY 2023-24 to Mr. Anjani K. Agrawal, Independent Director of the Company;

RESOLVED FURTHER THAT any of the Board of Directors and/or Company Secretary be and is hereby severally authorized to 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.”

5. **APPROVAL FOR THE PAYMENT OF REMUNERATION/ COMMISSION TO MS. MAMTA BINANI, INDEPENDENT DIRECTOR FOR THE FY 2023-24.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 , Section 197 and any other applicable provisions of the Companies Act, 2013 ('Act') read with Schedule V of the Act for the time being in force, consent of the members of the Company be and is hereby accorded to make the payment of remuneration/commission of Rs.15,00,000/- for the FY 2023-24 to Ms. Mamta Binani, Independent Director of the Company;

RESOLVED FURTHER THAT any of the Board of Directors and/or Company Secretary be and is hereby severally authorized to 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.”

6. **APPROVAL FOR THE PAYMENT OF REMUNERATION/ COMMISSION TO MS. NIPUN GUPTA JAIN, NON-EXECUTIVE DIRECTOR FOR THE FY 2023-24.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 , Section 197 and any other applicable provisions of the Companies Act, 2013 ('Act') read with Schedule V of the Act for the time being in force, consent of the members of the Company be and is hereby accorded to make the payment of remuneration/commission of Rs.15,00,000/- for the FY 2023-24 to Ms. Nipun Gupta Jain, Non-

Executive Director of the Company;

RESOLVED FURTHER THAT any of the Board of Directors and/or Company Secretary be and is hereby severally authorized to 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.”

7. **APPOINTMENT OF MS. NIPUN GUPTA JAIN AS AN INDEPENDENT DIRECTOR (DIN: 06861516), OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby is accorded for the appointment of Ms. Nipun Gupta Jain (DIN: 06861516), as an Independent Director of the Company to hold office for a fresh first term of 5 (five) consecutive years effective from September 20, 2024 to September 19, 2029, not liable to retire by rotation;

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and to authorise any of the directors and/ or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard including necessary filings with Registrar of Companies for change in designation as an Independent Director.

By Order of the Board
For Evonith Metallics Limited

Sree Vidhya Raju
Company Secretary
Membership No.:F5636

Registered Office:
Q 179, South City-1, Basement,
Gurgaon, Haryana, India, 122001

Date: September 20, 2024

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular no. 20/2020 dated May 5, 2020, circular no. 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 permitting the Companies to hold its Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Pursuant to the said circular and other relevant provisions of the Act the Annual General Meeting of the Company is being convened through VC/OAVM.
2. The AGM is being convened at a shorter notice after obtaining consent from the members of the Company pursuant to Section 101 of the Companies Act, 2013.
3. A statement pursuant to Section 102 of the Act relating to the Special businesses to be transacted at the Meeting is annexed hereto.
4. Since the AGM is held by the VC/OAVM, the facility to appoint proxy to attend and cast vote for the members is not available.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote at the meeting via email.
6. Attendance of members through Video Conferencing shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The facility for joining the meeting shall be kept open from 03:15 p.m. i.e. 15 minutes before the scheduled time for commencement of the meeting up to 03:45 p.m. i.e. 15 minutes after the scheduled time for commencement of the meeting.
8. All the documents referred to in the accompanying Notice are open for inspection at the Company’s registered office on all working days of the Company during business hours up to the date of the General Meeting.
9. In case 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.
10. As the meeting is going to be conducted through video conferencing, hence address of the registered office shall be deemed to be the venue of the meeting for the purpose of compliance.

Instructions pertaining to attending meeting through Video Conference:

- a) The Annual General Meeting will be held on the electronic platform viz., Microsoft Teams.
- b) Microsoft Teams application can be used on both the electronic devices i.e., on Laptop as well as on mobile phone.
- c) Member are requested to attend the meeting by clicking on the given link:

[Click here to join the meeting](#)

Meeting ID: 423 250 611 165

Passcode: nVSBXj

[Download Teams](#) | [Join on the web](#) | [Learn More](#) | [Meeting options](#)

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@evonith.com ”

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

I/We hereby exercise my/our vote in respect of the Resolution to be passed in the Annual 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:

No.	Description of Resolution	I/We assent (FOR)	I/We dissent (AGAINST)

Information pertaining to voting:

- a) A person whose name is recorded in the register of members as on the cut-off date, i.e., September 20, 2024 only shall be entitled to vote on the resolutions in proportion to the shares in the Paid up Equity share capital of the Company.
- 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.
- f) 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@evonith.com”.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT

ITEM No. 3:

M/s. Manisha & Associates, Cost Accountants, has been re-appointed as a Cost Auditor of the Company for FY 2024-25 at a remuneration of Rs.120000 (Rupees One Lakh Twenty Thousand only) plus taxes and reimbursements of out-of-Pocket expenses at actuals.

In accordance with the provisions of section 148 of the act read with Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for ratification of the remuneration payable to Cost Auditor.

The Board recommends the members to pass resolution set out at item no. 3 as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of the Notice.

ITEM Nos.4 to 6

Mr. Anjani K. Agrawal was appointed as an Independent Director of the Company for a term of 5 years w.e.f. 29th December 2020.

Mr. Agrawal is a qualified Chartered Accountant by profession. He has rich accounting knowledge and vast experience of more than 43 years. He has served as a Senior Partner Global Metal Industry Leader - Ernst & Young for more than 26 years.

He is also the Chairman of the Audit Committee and the Nomination and Remuneration Committee of the Company.

Presently, Mr. Agrawal serves on the Boards of Ultratech Cement Limited, Aditya Birla Sun Life Trustee Private Limited, Vodafone Idea Limited, Emami Limited, Wellspun Corp Limited, Evonith Value Steel Limited, Agarwal Jeevan Tattva Foundation, Ekal Srihari Vanvasi Foundation as a Director.

Mrs. Mamta Binani was appointed as an Independent Director of the Company for a term of 5 years w.e.f. 19th March 2021.

Mrs. Mamta Binani is a qualified Company Secretary and a Law graduate with vast experience of more than 27 years in the field of Corporate Consultation and advisory covering due diligence, Secretarial, legal and compliance functions.

She is also the Member of the Audit Committee and the Nomination and Remuneration Committee of the Company.

Mrs. Binani was the first lady Chairperson (Eastern Region) of Institute of Company Secretaries of India (ICSI) in 2010 and second lady President of ICSI in 2016. She has been conferred with the “Bharat Nirman Award” and Tejaswini Award’ in the year 2010.

Presently, Ms. Binani serves on the Boards of Magma Ventures Private Limited, Petro Carbon and Chemicals Limited, Ddev Plastiks Industries Limited, Emami Limited, Emami Paper Mills Limited, Skipper Limited, Mamta Sumit Binani Foundation, Maheshwari International Business Foundation Balrampur Chini Mills Limited, Sanmarg Limited, Anmol Biscuits Limited and Evonith Value Steel Limited etc. as a Director.

Ms. Nipun Gupta Jain was appointed as an Additional Non-Executive Director of the Company by the Board of Directors w.e.f. April 27, 2023, for a term of 3 (Three) consecutive years.

At the Board Meeting held on September 20, 2024, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors approved the appointment of Ms. Nipun Kumar Gupta as an Independent Director of the Company, to hold office for the first term of 5 (five) consecutive years from September 20, 2024 to September 19, 2029, subject to Members approval.

Ms. Nipun Gupta Jain is a qualified Solicitor from England & Wales in 1994. She has advised clients on mergers and acquisitions with particular expertise in emerging and developing markets. She had received the Legal Era Global Achievers Award 2022 for her legal finesse, innovation and accomplishments and named as a Global icon. Recently she was also named as one of the top 100 A list International lawyers for India-related matters in 2024.

Ms. Nipun Gupta Jain was earlier an Independent director of Aricent Technology India and Rackspace India and more recently an Independent director of Omnicell India Private Limited.

Pursuant to the provisions under Section III of Schedule V of the Act, if Company in relation to which a resolution plan has been approved by the National Company Law Tribunal (NCLT) under the Insolvency and Bankruptcy Code (IBC), 2016, any amount can be paid as remuneration for a period of five years from the date of such approval to the Managerial personnel or any other Directors.

It may be noted that resolution plan has been approved by the NCLT under IBC and order was passed on May 6, 2020 for the Company and therefore the Company is covered under the exemption granted under Section III of Schedule V of the Act for payment of remuneration/commission to Directors for a period of 5 years from May 6, 2020.

Considering the rich experience and valuable contribution of Mr. Anjani K. Agrawal, Ms. Mamta Binani and Ms. Nipun Gupta Jain to the Board and the Committees, the Board was of the view that it is more than justified to consider and approve payment of remuneration/commission to these Directors of the Company for FY 2023-24.

Accordingly, the Board, basis the recommendation of the Nomination and Remuneration Committee, at its meeting held on September 20, 2024 has approved the payment of remuneration/commission of Rs.15,00,000 each to Mr. Anjani Agrawal, Ms. Mamta Binani and Ms. Nipun Gupta Jain, for the FY 2023-24.

Despite the foregoing exemption under Section III of Schedule V, as a measure of corporate governance, the Board has recommended the aforesaid proposal for payment of remuneration to Mr. Anjani K. Agrawal, Ms. Mamta Binani and Ms. Nipun Gupta Jain subject to the approval of the Members of the Company.

Accordingly, the consent of the Members is sought to pass Ordinary Resolutions as set out in Item No.4 to 6 of this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Anjani K. Agrawal, Ms. Mamta Binani and Ms. Nipun Gupta Jain are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 to 6 of the Notice.

ITEM No. 7:

Mrs. Nipun Gupta Jain was appointed as a Non-Executive Director of the Company by the Board of Directors w.e.f. 27th April 2023, for a term of 3 (Three) consecutive years and the same was approved by the shareholders at the Annual General Meeting held on September 21, 2023.

The Members are informed that basis the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 20th September, 2024, have appointed Ms. Nipun Gupta Jain as an Independent Director for a fresh first term of 5 consecutive years effective from September 20, 2024 subject to Members approval.

A brief profile Ms. Nipun Gupta is given below for the Members consideration:

Ms. Nipun Gupta Jain is a qualified Solicitor from England & Wales in 1994. She has advised clients on mergers and acquisitions with particular expertise in emerging and developing markets. She had received the Legal Era Global Achievers Award 2022 for her legal finesse, innovation and accomplishments and named as a Global icon. Recently she was also named as one of the top 100 A list International lawyers for India-related matters in 2024.

Ms. Nipun Gupta Jain was earlier an Independent director of Aricent Technology India and Rackspace India and more recently an Independent director of Omnicell India Private Limited.

Further, Ms. Nipun Gupta Jain meets the independence criteria and has been duly registered with the Independent Directors data bank of Indian Institute of Corporate Affairs (IICA) and has provided her consent along with the Declaration of Independence to the Company in terms of provisions of Section 149 and any other applicable provisions of Companies Act, 2013.

The details as required under Secretarial Standards on General meetings issued by the Institute of Company Secretaries of India (SS -2) are annexed hereinbelow which forms an integral part of this explanatory statement

In the opinion of the Board, Ms. Nipun Gupta Jain fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Nipun Gupta Jain as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any

working day, excluding Saturday and public holiday.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Ms. Nipun Gupta Jain be appointed as an Independent Director.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 7 of this Notice for appointment of Ms. Nipun Gupta Jain as an Independent Director of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Ms. Nipun Gupta Jain is concerned or interested, financially or otherwise, in the resolution set out in Item No. 7 of the Notice.

The Board recommends the members to pass resolution set out at Item no. 7 as an Ordinary Resolution.

By Order of the Board
For Evonith Metallica Limited

Sree Vidhya Raju
Company Secretary
Membership No: F5636

Registered Office:
Q 179, South City-1, Basement,
Gurgaon, Haryana, India, 122001

Date: _____, 2024

ANNEXURE TO THE EXPLANATORY STATEMENT

DETAILS AS PER SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) :

Name of Director	Ms. Nipun Gupta Jain
DIN	06861516
Years	55 years
Qualification	Solicitor from England & Wales 1994
Experience	She has advised clients on mergers and acquisitions with particular expertise in emerging and developing markets.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per the provisions of Section 149 read with Schedule IV of the Companies Act, 2013
Remuneration last drawn for 2023-24	Will be captured post conclusion of the meeting.
Date of Appointment in the Board	April 27, 2023 (as Non-Executive Director)
Shareholding in the Company	None
Relationship with other Directors and other Key Managerial Personnel of the company	None
Number of Meetings of the Board attended during the year i.e. FY2023-24	5(Five)
Other Directorships, Membership/Chairmanship of Committees of other Boards	None