

# SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7

(MFRS. OF SPONGE IRON, M.S. INGOT, STEEL SHOTS & GRITS)

Reg Off: Flat No 2D, 2nd Floor, Tower No. 1, Alcove Gloria, municipal premises No 403/1, Dakshindari Road, VIP Road, Kolkata 700048

Corp Off. & Factory: Plot No. 106, Phase -II, Industrial Growth Centre, Siltara, Raipur- 493111 (C.G.)

Tel Ph.: 0771-4090514; Fax: 0771-2562514; Website: shkrapur.com

E-mail: info@shkrapur.com; shkrapur@gmail.com

## NOTICE

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting of Members of Shri Hare-Krishna Sponge Iron Limited ("Company") will be held at 11:00 A.M. on Saturday, 21<sup>st</sup> September 2024, at the Corporate Office of the Company at Phase-II, Plot no.106, Industrial Growth Centre, Siltara, Raipur, C.G. -493111 to transact the following business at shorter notice:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Manish Parasrampur (DIN: 00469033), Director, who retires by rotation and being eligible, offers himself for re-appointment as a director.
3. To appoint A.C. Bhuteria & Co., Chartered Accountants, as Statutory Auditors of the Company for a term of five consecutive years and to fix their remuneration and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s. A.C. Bhuteria & Co., Chartered Accountants (Firm Registration No. 303105E) be and are hereby appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this 21st Annual General Meeting until the conclusion of 26th Annual General Meeting of the Company to be held in the calendar year 2029, on such remuneration as may be decided by the Board (which shall include a Committee of the Board authorized in this behalf)."

### Special Business:

4. Regularization of Appointment of Mr. Anubhav Parasrampur (DIN: 10781450)

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Anubhav Parasrampur (DIN: 10781450), who was appointed as an Additional Director of the Company by the Board of Directors pursuant to the recommendation of Nomination and Remuneration Committee with effect from 19<sup>th</sup> September 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act') and Articles of Association of the Company and who is eligible for appointment be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. Appoint Mr. Anubhav Parasrampur (DIN: 10781450) As Whole-Time Director of The Company

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

"RESOLVED THAT pursuant to the approval of Board and subject to provisions of Section 2(94), 149, 152, 161, 196,

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197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, on the recommendation of the Nomination & Remuneration Committee and the Board, consent of members of the company be and is hereby accorded to appoint and designate Mr. Anubhav Parasrampurua (DIN: 10781450) as Whole-Time Director of the Company, whose period of office shall be liable to retire by rotation, for a period of 3 (Three) Years with effect from 21<sup>st</sup> September 2024 to 20<sup>th</sup> September, 2027 as well as the payment of salary and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the Letter of appointment and explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and/ or agreement in such manner as may be agreed to between the Board of Directors and Mr. Anubhav Parasrampurua.

**RESOLVED FURTHER THAT** subject to the limits contained in Section 197 read with Schedule V of the Companies Act, 2013, Mr. Anubhav Parasrampurua, Whole-Time Director, be paid remuneration as remuneration terms recommended by the Board detailed in Letter of appointment and also mentioned below:

Remuneration: Upto Rs. 36,00,000/- (Rupees Thirty Six Lacs) per year

**RESOLVED FURTHER THAT** wherein any financial year during the tenure of Whole-Time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Anubhav Parasrampurua, Whole-Time Director, remuneration as prescribed in Schedule V of the Companies Act, 2013, subject to approvals, if any as may be required.

**RESOLVED FURTHER THAT** the remuneration including all benefits, amenities and perquisites as set out in the said draft letter of appointment shall nevertheless be paid and allowed Rs. 12,00,000 P.A. as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed there under and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

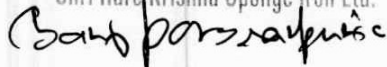
**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

**By Order Of The Board of Directors**

**For and on behalf of Board of Directors,**

**M/s Shri Hare-Krishna Sponge Iron Limited**

Shri Hare Krishna Sponge Iron Ltd.



**Manoj Parasrampurua** Managing Director

**Chairman & Managing Director**

**DIN: 00469018**

**Add: Manhari Niwas, 31/267, 1<sup>st</sup> Floor, N/o Old Guest House,**

**Civil Lines, Raipur C.G. 492001**

**Date: 19/09/2024**

**Place: Raipur**

**Enclosed:**

- Notes to Notice
- Explanatory Statement
- Proxy Form in Form MGT 11
- Route Map to the Venue of AGM

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## Notes:

- The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 relating to special Business to be transacted at the meeting is annexed.
- In accordance with the provisions of the Articles of Association of the Company and the Companies Act 2013, Mr. Manish Parasrampurua will retire by rotation at the Annual General Meeting and, being eligible, offer himself for re-election.
- A member entitled to attend and vote at the Annual general meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The proxies to be effective should be lodged with the Company at least 48 hours before the commencement of the meeting. Members who are attending the meeting through video conference shall not be allowed to appoint proxies.
- A corporate member intending to send its authorized representatives to attend the meeting in terms of section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the board resolution authorizing such representative to attend and vote on its behalf at the meeting.
- Members/proxies/authorized representatives are requested to submit the attendance slips duly filled in for attending the meeting.
- During the period beginning 6 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
- Members are requested to kindly notify the Company of any changes in their addresses/e-mail address so as to enable the Company to address future communication to their correct addresses.
- Members are allowed to raise queries in advance and at the meeting. Queries in advance shall be e-mailed to cs@shkraipur.com, cs@indochains.com or shkrapur@gmail.com on or before 10 am on 21<sup>st</sup> September 2024.
- All documents referred to in the notice and accompanying explanatory statement are open for inspection at the registered office and corporate office of the Company on all working days, except Saturdays, between 11:00 a.m. to 01:00 p.m. up to the date of the Annual general meeting and at the venue of the meeting for the duration of the meeting.

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## **EXPLANATORY STATEMENT**

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

### **ITEM NO 04: REGULARIZATION OF APPOINTMENT OF MR. ANUBHAV PARASRAMPURIA (DIN: 10781450) AS DIRECTOR OF THE COMPANY**

Mr. Anubhav Parasrampurua, was appointed as an Additional Director of the Company with effect from 19.09.2024, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office till the ensuing Annual General Meeting of the company.

The Board is of the view that the appointment of Mr. Anubhav Parasrampurua on the Company's Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 4 for approval by the members of the Company.

Except to the shareholding (if any) and directorship of Anubhav Parasrampurua and Manish Parasrampurua and their respective relatives, none of the Directors of the Company and Key Management Personnel of the Company (or their relatives), is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

### **ITEM NO 05: APPOINTMENT OF MR. ANUBHAV PARASRAMPURIA (DIN: 10781450) AS WHOLE TIME DIRECTOR OF THE COMPANY**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ('Board') at its meeting held on 19<sup>th</sup> September 2024 appointed Mr. Anubhav Parasrampurua (DIN: 10781450) as an Additional Director and has proposed his appointment as Whole time-director of the company. Mr. Anubhav Parasrampurua has given consent to act as Whole Time Director and also confirmed that he is not he is not disqualified to become a director under this Act. A brief profile of Mr. Anubhav Parasrampurua as per the requirements of the Companies Act, 2013 and the rules made thereunder is annexed to this notice.

The Board therefore, recommends the resolution set out at Item No. 5 of the accompanying Notice for approval of Members of the Company as a Special Resolution to appoint and designate Mr. Anubhav Parasrampurua (DIN: 10781450) as Whole-Time Director, for a period of 3 years with effect from 21<sup>st</sup> September 2024 to 20<sup>th</sup> September 2027 on such terms and condition as detailed below.

Mr. Anubhav Parasrampurua is interested in the resolution set out at Item No. 5 of the accompanying Notice as it pertains to his own appointment as a director. The relatives of Mr. Anubhav Parasrampurua may be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company.

Name	Anubhav Parasrampurua
DIN	10781450
Age	25 years
Qualifications	MBA Integrated
Date of First Appointment on the Board	19/09/2024
Experience (Skills & Capabilities)	Mr. Anubhav Parasrampurua aged about 25 years has over 7 years of rich and diverse experience.
Shareholding in Company as on date	Nil



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of notice	
List of the directorships held in other companies date of notice	NA
Relationship with other directors Manager and other Key Managerial Personnel of the company	He is son of Mr. Manish Parasrampurua and Mrs Shweta Parasrampurua.
Number of Meetings of the Board attended during the year	During the financial year and after his appointment as Director, 01 board meeting was held and he attended the said meeting.
Terms and Conditions of Appointment	Executive, Whole Time Director, liable to retire by rotation
Other Membership/ Chairmanship of Committees of other Boards	Nil
Perquisites in addition to salary	<p>Leave Travel Concession: Leave Travel Concession for self and family in accordance with the rules of the company.</p> <p>Personal Medical/ Accident Insurance etc.: Coverage for Personal Medical/Accident Insurance/ Key man Insurance or any other coverage as per rules of the Company and annual premium for the same to be paid by the Company.</p> <p>Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes.</p> <p>Notes: For the purpose of perquisites stated herein above, family means spouse, dependent children and dependent parents of the appointee. Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule. Perquisites shall be evaluated at actual cost.</p>
Retirement Benefits	<p>Company's Contribution towards Provident Fund, Super-annuation fund or Annuity Fund shall be as per the Rules of the Company and this amount shall not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act 1961.</p> <p>Gratuity payable shall be in accordance with the rule of the company.</p> <p>Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable of Leave at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.</p>
Other benefits	<p>Provision of car with Driver for use in Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company.</p> <p>The appointee shall be entitled to reimbursement of entertainment expenses actually and properly incurred during the course of legitimate business of the company.</p> <p>The appointee shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company.</p>
Minimum Remuneration	Where in any financial year during the currency of tenure of the whole time director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites not

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	exceeding the limits as specified above.
<b>Statement of Particulars pursuant to Schedule-V of the Companies Act, 2013</b>	
<b>• GENERAL INFORMATION</b>	
Nature of industry	The Company is engaged in the business of manufacturing and dealing of sponge iron and Iron Ores and Steel products
Date or expected date of commencement of commercial production.	The company is already in production from many years.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
Financial performance based on given indicators.	The turnover of the Company as on March 31, 2024 is Rs. 8226.63 Lakhs and Profit Before Tax (PBT) is Rs. 1345.90 Lakhs
Foreign Investments or collaborators, if any.	No such investment or collaboration.
<b>• INFORMATION ABOUT THE APPOINTEES</b>	
Background Information	Mr. Anubhav Parasrampurua aged about 25 years has over 7 years of rich and diverse experience in the sales department of the company engaged in manufacturing and dealing with chains and related products.
Past Remuneration	NA
Recognition or awards	NA
Job profile and his suitability	He has an overall experience of around 7 years in the industry and into the business.
Proposed Remuneration	Not exceeding to Rs 36 Lacs per annum
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into account the turnover of the Company and responsibilities of the directors, the remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the country.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Does not have any pecuniary relationship with the Company except for remuneration drawn as a Director of the Company.
<b>• OTHER INFORMATION</b>	
Reasons of loss or inadequate profit	Not Applicable
Steps taken or proposed to be taken for improvement	Company is planning to expand its existing production capacity in the same line of business and is also exploring the new business segments for diversification/ expansion.
Expected increase in the productivity and profits in measurable terms.	Company is increasing its production capacity and is adding new range of products.

The Board recommends the resolution as set out at notice for the members' consideration and approval by way of passing of Special Resolution.

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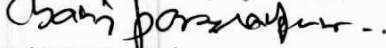
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Except to the shareholding (if any) and directorship of Anubhav Parasrampur and Manish Parasrampur and their respective relatives, none of the Directors of the Company and Key Management Personnel of the Company (or their relatives) is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as a special resolution.

For and on behalf of Board of Directors,  
M/s Shri Hare-Krishna Sponge Iron Limited

Shri Hare Krishna Sponge Iron Ltd.



Manoj Parasrampur  
Chairman & Managing Director

DIN: 00469018

Add: Manhari Niwas, 31/267, 1<sup>st</sup> Floor, N/o Old Guest House,  
Civil Lines, Raipur C.G. 492001

Date: 19/09/2024

Place: Raipur

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## Form No. MGT 11

### PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013, and rule 19(3) of Companies (Management and Administration) Rules, 2014]

Name, address and email ID of the shareholder(s)	
Folio no.	

I / we, being the member(s) of \_\_\_\_\_ shares of the above-named Company, hereby appoint:

- a. Name: \_\_\_\_\_ address: \_\_\_\_\_  
signature: \_\_\_\_\_ or failing him;
- b. Name: \_\_\_\_\_ address: \_\_\_\_\_ signature: \_\_\_\_\_

\_\_\_\_\_ as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the \_\_\_\_\_th Annual General Meeting of the Company held on \_\_\_\_\_, 20\_\_\_\_ at \_\_\_\_\_ A.M/P.M. at Registered Office at \_\_\_\_\_ in respect of such Resolutions as indicated below:

Sr. No	Resolutions	Voted For	Voted against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint Mr. Manish Parasrampurua (DIN: 00469033), Director, who retires by rotation and being eligible, offers himself for re-appointment as a director.		
3.	To appoint A.C. Bhuteria & Co., Chartered Accountants, as Statutory Auditors of the Company for a term of five consecutive years and to fix their remuneration and if thought fit, to pass, the following resolution as an Ordinary Resolution		
4.	Regularization of Appointment of Mr. Anubhav Parasrampurua (DIN: 10781450)		
5.	Appointment of Mr. Anubhav Parasrampurua (DIN: 10781450) as Whole Time Director of the Company		

Signed this ----- day of ----- 2024

Signature of proxy holder(s)

Signature of shareholder

Affix One Rupee  
Revenue Stamp

#### Notes:

- The proxy, to be effective, should be deposited at the Registered Office of the Company not less than **FORTY EIGHT HOURS** before the commencement of the meeting.
- A proxy need not be a member of the Company.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- The Form of proxy confers authority to demand or join in demanding a poll.
- The submission by a member of this Form of proxy will not preclude such member from attending in person and voting at the meeting.



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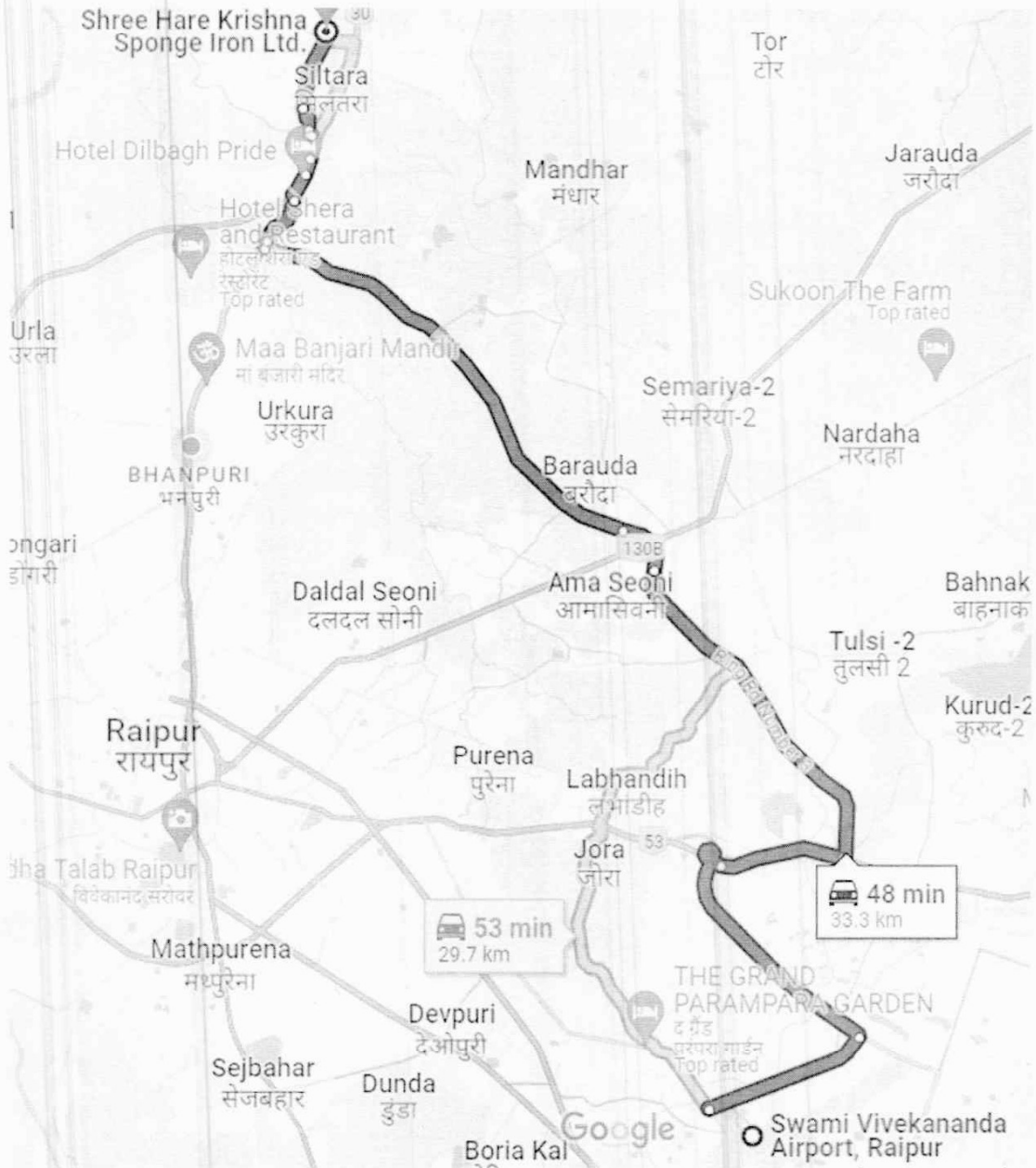
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## ROUTE MAP



Shri Hare Krishna Sponge Iron Ltd.

*Asish Kumar Singh*  
Managing Director