



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7
(MFRS. OF SPONGE IRON, M.S. INGOT, STEEL SHOTS & GRITS)
Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007
Corp Off. & Factory: Plot No. 106, Phase-II, Industrial Growth Centre, Siltara, Raipur- 493111 (C.G.)
Tel Ph.: 0771-4090514; Fax: 0771-2562514; Website: shkraipur.com
E-mail: info@shkraipur.com; shkraipur@gmail.com

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of Members of M/s Shri Hare-Krishna Sponge Iron Limited ("Company") will be held on Friday, 26th July 2024, at 11:30 A.M. at the Corporate Office of the Company at Plot No. 106, Phase-II, Industrial Growth Centre, Siltara, Raipur- 493111, at shorter notice, to transact the following business:

SPECIAL BUSINESS:

- 1. To authorize the Board to create Charge/Mortgage over the properties of the Company for the purpose of borrowing in the terms of section 180(1)(a) of the Companies Act, 2013:**

To consider and if thought fit to pass, with or without modification, the following resolution as a "Special Resolution":

"RESOLVED THAT in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Sections 179(3), 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), of the Company, to mortgage, hypothecate, pledge and / or charge all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets including tangible and intangible assets or properties of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of events of defaults, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company, by way of loans, debentures (comprising fully/partly Convertible Debentures and/or Secured/ Unsecured Non-Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the Borrowing limits approved or as may be approved by the shareholders, from time to time, under Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company in respect of such borrowings".

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements/ undertakings as may be required and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/ charge/ pledge / hypothecation as mentioned aforesaid."

- 2. To authorize the Board to Borrow Money pursuant to Section 180(1)(c) of the Companies Act, 2013:**

To consider and if thought fit to pass, with or without modification, the following resolution as a "Special Resolution":

"RESOLVED THAT in super session of the earlier resolutions passed by the Company, pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made there under (including any statutory modifications or re-enactments thereof for the time being in force) and the Article of Association of the Company; the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, bonds, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves."



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7

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

Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007

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

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

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

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

3. Authorization to Board and Approval of the limits for the Loans and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013:

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

"RESOLVED THAT in super session of the earlier resolutions passed by the Company and pursuant to Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force), if any, the Consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to make loans or investments, in one or more trenches by subscription, purchase or otherwise in subsidiary(ies)/ anybody/bodies Corporate(s) in India or abroad (existing or which may be promoted /incorporated), in any kind of securities, or by providing of guarantees and security in connection with a loan made by any other person to any subsidiary (ies)/ anybody/bodies Corporate(s) in India or abroad (existing or which may be promoted /incorporated), in excess of the limits prescribed under Section 186 of the Companies Act, 2013 but subject to maximum limit of upto Rs. 100 Crores (Rupees One Hundred Crores only).

"RESOLVED FURTHER THAT Board be and is hereby authorized to negotiate and finalize the term and condition of said investments, loan, guarantee and provision of security on the behalf of the company as it may deem fit in the interest of the company, to take all such actions and to settle all matters arising out of and incidental thereto and to sign and to execute all deeds, applications, documents and investments, loan, guarantee and provision of security and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

4. To Make Loan(s) and to Give Guarantee(s), Provide Security(ies) in terms of Section 185 of the Companies Act, 2013:

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

"RESOLVED THAT in suppression of earlier resolution passed and pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture the Company, (in which any director is deemed to be interested) upto an aggregate sum of Rs. 50 Crores (Rupees Fifty Crores only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized any of director to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7
(MFRS. OF SPONGE IRON, M.S. INGOT, STEEL SHOTS & GRITS)
Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007
Corp Off. & Factory: Plot No. 106, Phase-II, Industrial Growth Centre, Siltara, Raipur- 493111 (C.G.)
Tel Ph.: 0771-4090514; Fax: 0771-2562514; Website: shkraipur.com
E-mail: info@shkraipur.com; shkraipur@gmail.com

"RESOLVED FURTHER THAT any Directors of the Company be and are severally hereby authorized to make applications, file forms etc. and further authorised to do all such acts, deeds, and things as may be required or deemed expedient to implement this resolution and to take all necessary steps for giving effect to this resolution."

5. To approve existing as well as new material related party transactions with Company:

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

"RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 (the 'Act') read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on basis of the approval of the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), consent of the members of the Company be and is hereby accorded, to enter into and/or to continue contract(s)/arrangement(s)/ transaction(s) with related parties as prescribed in section 2 (76), in which any of the Director(s) of the Company is interested in any capacity whatsoever, for the purchase and sale of goods & rendering or availing of services, any transfer of resources, services or obligations to meet its objectives/requirements and any such transactions as termed as related party transaction under any law for the time being in force, as the Board may deem fit for the operations of the Company and on such terms and conditions and in accordance with the explanatory statement to this resolution; to a maximum aggregate value as for the F.Y. 2024-25 and thereafter."

"RESOLVED FURTHER THAT all the material related party transactions entered into by the company during the financial year 2023-24 be and is hereby ratified and approved."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

6. To appoint and re-designate Mr. Manoj Parasrampur (DIN: 00469018) as Chairman & Managing Director of the Company.

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

"RESOLVED THAT pursuant to provisions of Section 2(51), 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being) and Articles of Association of the Company, on the recommendation of the Nomination and Remuneration Committee and Board of the Directors, consent of the members of the Company be and is hereby accorded to appoint and re-designate Mr. Manoj Parasrampur (DIN: 00469018) as Chairman & Managing Director of the Company, whose period of office shall not be liable to retire by rotation, for a period of 3 (Three) Years with effect from July 26, 2024 to July 25, 2027 on the terms and conditions as set out in explanatory statement annexed to the notice convening this meeting, 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 in such manner as may be agreed to between the Board of Directors and Mr. Manoj Parasrampur."

RESOLVED FURTHER THAT any of the director be and is hereby severally 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.



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7
(MFRS. OF SPONGE IRON, M.S. INGOT, STEEL SHOTS & GRITS)
Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007
Corp Off. & Factory: Plot No. 106, Phase-II, Industrial Growth Centre, Siltara, Raipur- 493111 (C.G.)
Tel Ph.: 0771-4090514; Fax: 0771-2562514; Website: shkraipur.com
E-mail: info@shkraipur.com; shkraipur@gmail.com

7. Appoint Mr. Shams Naved (DIN: 08004128) 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), 196, 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 re-designate Mr. Shams Naved (DIN: 08004128) 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 July 26, 2024 to July 25, 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. Shams Naved.

RESOLVED FURTHER THAT subject to the limits contained in Section 197 read with Schedule V of the Companies Act, 2013, Mr. Shams Naved, 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. 30,00,000/- (Rupees Thirty 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. Shams Naved, 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. 11,00,000 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."

8. To change the designation of Mr. Manish Parasrampurua [DIN: 00469033] from Executive Director to Non-Executive Director of the Company:

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

"RESOLVED THAT in accordance with the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and relevant provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the approval of the Members be and is hereby accorded to change the designation of Mr. Manish Parasrampurua [DIN: 00469033] from Executive Director to Non-executive Director, liable to retire by rotation, with effect from 26th July, 2024, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include any Committee of the Board) to alter and vary the terms and conditions of the said appointment as it may deem fit."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7
(MFRS. OF SPONGE IRON, M.S. INGOT, STEEL SHOTS & GRITS)
Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007
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@shkraipur.com; shkraipur@gmail.com

9. Issue and Allotment of Equity Shares To The Public (Initial Public Offer)

"RESOLVED THAT in terms of Sections 62 (1)(C) and 23(1)(a) and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the consent of the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all other concerned authorities and departments if and to the extent necessary and such other approvals, permissions and sanctions as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorised Committee thereof for the time being exercising the powers conferred by the Board) as its sole discretion and the consent of the Members of the Company be and is hereby accorded to the Board of Directors for create, offer, issue and allot to the public and to such person or persons, who may or may not be the Shareholders/ Members of the Company, to the general public at large and to other categories of investors viz. QIBs (FIIs, FIs, and other eligible entities as per SEBI Regulations), HNIs, Retail Investors, Employees of the Company, Non-resident Indians, Bodies Corporate or other entities as per the extant Regulations and to such other persons in one or more combinations thereof, from time to time in one or more tranches such number of Equity Shares having Face value of Rs.10.00 each at such premium, as the Board of Directors may deem fit and proper, within the overall limit of upto 52,00,000 equity shares and to enlist the Equity share capital of the Company on the recognized Stock Exchange(s) (including SME platform) as the Board of Directors of the Company may deem fit and proper, as the Board or a Committee thereof may at its sole discretion decide and approve in consultation with Lead Manager (LM) on such terms and conditions including the number of shares to be issued, at par or at premium as may be finalized and approved by the Board in its absolute discretion in accordance with extant SEBI (ICDR) Regulations 2018, as amended from time to time and any other applicable statute;

RESOLVED FURTHER THAT the new equity shares so issued shall upon allotment shall have the same rights of voting as the equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any declared, including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, things and matters of whatsoever nature that may be incidental thereto, including but not limited to appointment of Lead Manager (s), Legal Advisor, Syndicate Member(s), Underwriter(s), Market Maker(s), Depository (ies), Registrars and other agencies as may be involved in or concerned in such Public issue and to remunerate all such agencies by way of commission, brokerage, fees or otherwise, by way of entering into agreement or otherwise and to settle any question, doubt or difficulty that may arise in regard to the issue, offer and allotment of the said shares."

By Order Of The Board of Directors
Shri Hare-Krishna Sponge Iron Limited

Place: Raipur
Date: 15/07/2024

Shri Hare Krishna Sponge Iron Ltd.

Manoj Parasrampuria
(Managing Director)
DIN: 00469018
Add.: 31/267, 1st Floor, N/o Old Guest House,
Civil Lines, Raipur, C.G.

Enclosed:

- Notes to Notice
- Proxy Form in Form MGT 11
- Route Map to the Venue of EGM



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7
(MFRS. OF SPONGE IRON, M.S. INGOT, STEEL SHOTS & GRITS)
Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007
Corp Off. & Factory: Plot No. 106, Phase-II, Industrial Growth Centre, Siltara, Raipur- 493111 (C.G.)
Tel Ph.: 0771-4090514; Fax: 0771-2562514; Website: shkraipur.com
E-mail: info@shkraipur.com; shkraipur@gmail.com

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.
- A member entitled to attend and vote at the extra-ordinary 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.
- A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 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 or shkraipur@gmail.com on or before 11 am on 26th July 2024.
- All documents referred to in the notice and accompanying explanatory statement are open for inspection at the registered 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 Extra-Ordinary general meeting and at the venue of the meeting for the duration of the meeting.

Shri Hare Krishna Sponge Iron Ltd.

Managing Director



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7
(MFRS. OF SPONGE IRON, M.S. INGOT, STEEL SHOTS & GRITS)
Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007
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@shkraipur.com; shkraipur@gmail.com

Explanatory Statement To Be Annexed To The Notice (Pursuant to Section 102 (1) of the Companies Act 2013)

Item No. 1:

Creation of charge/mortgage on assets of the company.

Our company had previously passed special resolution under Section 180(1)(a) of the Companies Act, 2013 at the Annual General Meeting of the Company dated September 28, 2015, authorizing the Board of Directors to create charges, mortgages, and hypothecations on the company's movable and immovable properties, both present and future, in respect of borrowings upto Rs. 50 crores. This resolution is necessary to secure the borrowings made under Section 180(1)(c).

In line with our growth strategy and to support our expanding business operations, the Board of Directors has decided to enhance the existing limit approved by the shareholders of the Company under Section 180 (1) (a) of the Companies Act 2013.

So, the board proposed to obtain fresh approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to create charge/ mortgage/hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, in favour of the Banks, Financial institutions, any other Lender(s), Agent(s) and Trustee(s) for securing the borrowing availed or to be availed by the Company or subsidiaries of the Company, by way of loans, debentures (comprising fully/partly Convertible Debentures and/or Secured/ Unsecured Non-Convertible Debentures or any other securities) or otherwise in foreign currency or in Indian Rupees, from time to time upto the limit approved or as may approved by the shareholders from time to time under Section 180(1) (c) of the Companies Act, 2013.

Thus, the Board recommends the Resolutions under Section 180(1) (a) of the Companies Act, 2013 as set out in the Notice for approval of the members of the Company by way of Special Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested or deemed to be concerned or interested in passing of this resolution, except to the equity shares held by them in the Company.

Item No.2:

Borrowing limit of the company:

At the Annual General Meeting of the Company dated September 28, 2015, the Shareholders of the Company had authorised the Board of directors of the Company to borrow funds in excess of the company's paid-up share capital, free reserves, and securities premium, up to an aggregate amount of Rs 50 crores by passing Special resolution under Section 180(1)(c) of the Companies Act, 2013.

In line with our growth strategy and to support our expanding business operations, the Board of Directors has decided to enhance the existing limit approved by the shareholders of the Company under Section 180 (1) (c) of the Companies Act 2013 from Rs 50 crores to Rs 100 crores. This enhancement is crucial to ensure the company has adequate financial resources to fund its operational and strategic needs.

Thus, The Board proposes to increase the limit to borrow fund up to Rs. 100 Crores (Rupees One Hundred Crores only) and the Board recommends the Resolutions under Section 180(1) (c) of the Companies Act, 2013 as set out in the Notice for approval of the members of the Company by way of Special Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested or deemed to be concerned or interested in passing of this resolution, except to the equity shares held by them in the Company.



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7
(MFRS. OF SPONGE IRON, M.S: INGOT, STEEL SHOTS & GRITS)
Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007
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

Item No. 03:

Approvals to give authority under Section 186 of the Companies Act, 2013

Our company had previously passed a special resolution on September 28 2015, under Section 186 of the Companies Act, 2013. This resolution allowed the company to make investments, provide loans, give guarantees, and/or provide securities in connection with loans to other bodies corporate or persons, up to an aggregate amount of Rs 20 crores.

In view of the expanding business opportunities and to support our strategic growth initiatives, the Board of Directors has decided to enhance the existing limit from Rs 20 crores to Rs 100 crores. This enhancement is essential to provide the necessary financial flexibility to the company to seize potential investment opportunities, provide financial assistance, and ensure the company's continued growth and profitability.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Extra-Ordinary General Meeting for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Board recommends the Resolution as set out in the Notice for approval of the members of the Company by way of Special Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested or deemed to be concerned or interested in passing of this resolution, except to the equity shares held by them in the Company.

Item No. 04:

To Make Loan(s) And To Give Guarantee(s), Provide Security(ies) In Terms Of Section 185 of the Companies Act, 2013:

Our company had previously passed a special resolution on October 20, 2022, under Section 185 of the Companies Act, 2013. This resolution allowed the company to grant loans to Indo Chains (Raipur) Private Limited, an entity where the director is interested, for an amount not exceeding Rs 5 crores.

As our company continues to grow and expand its operations, there is a need to enhance the financial flexibility and support provided to our directors and related entities. To accommodate this growth and ensure that we can meet the increased financial requirements, it is proposed to authorize the Board of Directors of the Company under section 185 of the Companies Act 2013 to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested upto the limit of Rs 50 crores.

This enhancement will allow the company to better support its directors and related entities, thereby fostering stronger financial stability and growth prospects. The proposed resolution is in compliance with the provisions of Section 185 of the Companies Act, 2013, and is intended to be in the best interests of the company and its stakeholders.

The members may note that the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture the Company, (in which any director is deemed to be interested) upto an aggregate sum of Rs. 50 Crores (Rupees Fifty Crores only) in their absolute discretion deem beneficial and after carefully evaluate proposals and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

The list of Company in which existing Directors are interested and which require loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity. It also include the subsidiary or associate or joint venture the Company, (in which any director is deemed to be interested) in future which



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7
 (MFRS. OF SPONGE IRON, M.S. INGOT, STEEL SHOTS & GRITS)
 Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007
 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@shkraipur.com; shkraipur@gmail.com

require loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity.

Name of the entity	Nature of relationship	Particulars of loan to be given, or guarantee to be given or security to be provided	Purpose
1. ARP Complex Private Limited	Private Limited company in which Mr. Manoj Parasrampurua and Mr. Manish Parasrampurua and their relatives are interested.	Aggregate amount of loan to be given shall not exceed an amount of Rs. 50,00,00,000/- (Fifty Crores Rupees Only)	To utilize said amount for the principal business activities and matters incidental thereto.
2. Anita Tradelinks Private Limited	Private Limited company in which Mr. Manish Parasrampurua and his relatives are interested.		
3. Buxom Trexim Private Limited	Private Limited company in which Mr. Manoj Parasrampurua and Mr. Shyam Sunder Parasrampurua and their relatives are interested.		
4. Indo Chains (Raipur) Private Limited	Private Limited company in which Mr. Shyam Sunder Parasrampurua, Mr. Manoj Parasrampurua and Mr. Manish Parasrampurua and their relatives are interested.		
5. Special Mines & Minerals Private Limited	Private Limited company in which Mr. Manoj Parasrampurua and Mr. Manish Parasrampurua and their relatives are interested.		

Details of shareholding every Promoter, Director, Key Managerial Personnel and their relatives of the Company in the above-mentioned Companies:

Name of the entity	Detail of Shareholding
1. ARP Complex Private Limited	Shareholding of below mentioned in ARP Complex Private Limited: <ul style="list-style-type: none"> • Manoj Parasrampurua: 17.89% • Manish Parasrampurua: 32.76% • Shyam Sunder Parasrampurua: 17.89% • Krishna Devi Parasrampurua: 15.73%
2. Anita Tradelinks Private Limited	Shareholding of below mentioned in Anita Tradelinks Private Limited: <ul style="list-style-type: none"> • Manish Parasrampurua: 11.25% • Shyam Sunder Parasrampurua: 11.74% • Manoj Parasrampurua: 8.06% • Anita Parasrampurua: 5.90% • Buxom Trexim Private Limited: 36.05%
3. Buxom Trexim Private Limited	Shareholding of below mentioned in Buxom Trexim Private Limited:



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7
(MFRS. OF SPONGE IRON, M.S. INGOT, STEEL SHOTS & GRITS)
Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007
Corp Off. & Factory: Plot No. 106, Phase-II, Industrial Growth Centre, Siltara, Raipur- 493111 (C.G.)
Tel Ph.: 0771-4090514; Fax: 0771-2562514; Website: shkraipur.com
E-mail: info@shkraipur.com; shkraipur@gmail.com

		<ul style="list-style-type: none">• Manoj Parasrampurua: 0.04%• Shyam Sunder Parasrampurua: 0.04%• Manish Parasrampurua: 8.15%• Krishna Devi Parasrampurua: 17.34%• Anita Parasrampurua: 19.36%• Shweta Parasrampurua: 9.78%• Sheetal Singhania: 8.15%• Anita Tradelinks Private Limited: 37.14%
4.	Indo (Raipur) Limited	Chains Private Shareholding of below mentioned in Indo Chains (Raipur) Private Limited: <ul style="list-style-type: none">• Manoj Parasrampurua: 10.64%• Shyam Sunder Parasrampurua: 7.70%• Manish Parasrampurua: 17.16%• Krishna Devi Parasrampurua: 4.75%• Anita Parasrampurua: 7.05%• Shweta Parasrampurua: 3.43%• Sheetal Singhania: 5.35%• Abhishek Parasrampurua: 2.71%• Anubhav Parasrampurua: 0.98%• Anushka Parasrampurua: 0.72%• Manoj Parasrampurua HUF: 2.57%• Manish Parasrampurua HUF: 0.65%• Shyam Sunder Parasrampurua HUF: 0.51%
5.	Special Mines & Minerals Private Limited	Shareholding of below mentioned in Spécial Mines & Minerals Private Limited: <ul style="list-style-type: none">• Manoj Parasrampurua: 0.34%

Terms and Condition of loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity:

- Tenure: Payable on Demand or as per agreed terms between both parties.
- Rate of Interest: As per Prevailing Market Rate.
- Terms & Conditions: As per agreed terms between both parties.

Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors recommends the proposed resolutions for approval of the shareholders by way of Special resolution.

The Directors and their relatives may be treated interested or concerned in the said resolution only to the extent of their shareholding and directorship in the Companies mentioned.



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7
(MFRS. OF SPONGE IRON, M.S. INGOT, STEEL SHOTS & GRITS)
Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007
Corp Off. & Factory: Plot No. 106, Phase-II, Industrial Growth Centre, Siltara, Raipur- 493111 (C.G.)
Tel Ph.: 0771-4090514; Fax: 0771-2562514; Website: shkraipur.com
E-mail: info@shkraipur.com; shkraipur@gmail.com

Item No. 05:

To approve existing as well as new material related party transactions with Company:

Pursuant to provisions of Section 188 of the Companies Act, 2013 (the 'Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Board at their meeting held on 15th July, 2024 have passed the Unanimous Resolution, subject to the approval of members in ensuing Extra Ordinary General Meeting (EOGM) to enter into contract(s)/arrangement(s)/transaction(s) with related parties as prescribed hereunder in which any of the Director(s) of the Company is interested in any capacity whatsoever, for such transactions as detailed below, the Board may deem fit for the operations of the Company and on such terms and conditions as the Board of Directors may deem fit, to a maximum aggregate value of Rs. 1,86,00,000 (Rupees One Crore Eighty-Six Lacs Only) for the F.Y. 2024-25 and thereafter.

No.	Name of the Company /Body Corporate in which directors are interested.	Nature of Relationship (including nature of interest, financial or otherwise)	Maximum amount upto which contract(s)/arrangement (s)/transaction(s) with related parties may be provided by the company	Nature and material terms of contract/ arrangement/ transaction
01	Anushka Parasrampurua	Daughter of Manoj Parasrampurua, Managing Director of the Company.	Rs. 72,00,000.00/- per annum	Appointment to the office of the Company.
02	Shweta Parasrampurua	1. Wife of Manish Parasrampurua, Director of the Company. 2. Daughter in Law of Shyam Sunder Parasrampurua, Director of the Company.	Rs. 42,00,000.00/- per annum	Appointment to the office of the Company.
03	Anita Parasrampurua	1. Wife of Manoj Parasrampurua, Managing Director of the Company. 2. Daughter in Law of Shyam Sunder Parasrampurua, Director of the Company.	Rs. 42,00,000.00/- per annum	Appointment to the office of the Company.
04	ARP Complex Private Limited	Entity forming part of the same Group and having common control in which Shareholding of Directors, KMP, promoter and respective relatives of the Company is mentioned below: <ul style="list-style-type: none"> Manoj Parasrampurua: 17.89% Manish Parasrampurua: 32.76% Shyam Sunder Parasrampurua: 17.89% Krishna Devi Parasrampurua: 15.73% 	Rs. 24,00,000.00/- per annum	Land taken on Rent.
05	Anita Tradelinks Private Limited	Entity forming part of the same Group and having common control in which Shareholding of Directors, KMP promoter and respective relatives of the Company is mentioned below: <ul style="list-style-type: none"> Manoj Parasrampurua: 8.06 % Manish Parasrampurua: 11.25% Shyam Sunder Parasrampurua: 11.74 % Anita Parasrampurua: 5.90 % 	Rs. 6,00,000/- per annum	Property taken on rent



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7
(MFRS. OF SPONGE IRON, M.S. INGOT, STEEL SHOTS & GRITS)
Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007
Corp Off. & Factory: Plot No. 106, Phase-II, Industrial Growth Centre, Siltara, Raipur- 493111 (C.G.)
Tel Ph.: 0771-4090514; Fax: 0771-2562514; Website: shkraipur.com
E-mail: info@shkraipur.com; shkraipur@gmail.com

Except to the shareholding and directorship of Manoj Parasrampuria, Managing Director, Manish Parasrampuria, Director and Shyam Sunder Parasrampuria, Director and their respective relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

The Board of directors recommends the aforesaid Resolution for approval by the shareholders by way of Ordinary Resolution.

Item No. 06:

To appoint and re-designate Mr. Manoj Parasrampuria (Din: 00469018) as Chairman & Managing Director of the Company:

The Nomination & Remuneration Committee and the Board of Directors have recommended to appoint and re-designate Mr. Manoj Parasrampuria as Chairman & Managing Director, for a period of 3 (Three) Years with effect from July 26, 2024 to July 25, 2027 on such terms and condition as detailed below:

Name	Mr. Manoj Parasrampuria
DIN	00469018
Age	56 years
Qualifications	B.Com Graduate
Date of first appointment on the Board	02/05/2003
Experience (Skills & Capabilities)	Manoj Parasrampuria is a Director of the Company since 02.05.2003. He has an experience of more than 36 years in the industry of Chains and Iron.
Shareholding in Company as on date of notice	849850 Equity Shares of Rs 10/- each
List of the directorships held in other companies' as on the date of notice	<ol style="list-style-type: none">1. Special Mines & Minerals Private Limited2. Indo Chains (Raipur) Private Limited3. Buxom Trexim Private Limited4. ARP Complex Private Limited
Relationship with other directors Manager and other Key Managerial Personnel of the company	He is son of Mr. Shyam Sunder Parasrampuria and Brother of Mr. Manish Parasrampuria. Apart from above there is no other relationships between directors.
Number of Meetings of the Board attended during the year	During this Financial Year, till date total 05 board meetings were held and Mr. Manoj Parasrampuria attended all 05 Board Meetings
Terms and Conditions of Appointment	Chairman & Managing Director, not liable to retire by rotation
Other Membership/ Chairmanship of Committees of other Boards	-
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>



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7
 (MFRS. OF SPONGE IRON, M.S. INGOT, STEEL SHOTS & GRITS)
 Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007
 Corp Off. & Factory: Plot No. 106, Phase-II, Industrial Growth Centre, Siltara, Raipur- 493111 (C.G.)
 Tel Ph.: 0771-4090514; Fax: 0771-2562514; Website: shkraipur.com
 E-mail: info@shkraipur.com; shkraipur@gmail.com

	<p>Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes.</p> <p><u>Notes:</u> For the purpose of perquisites stated herein above, family means spouse, dependent children and dependent parents of the appointee.</p> <p>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	<p>Where in any financial year during the currency of tenure of the managing director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites not exceeding the limits as specified above.</p>
<p>Statement of Particulars pursuant to Schedule-V of the Companies Act, 2013</p>	
<p>• GENERAL INFORMATION</p>	
Nature of industry	The Company is engaged in the business of manufacturing 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	Not Applicable



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7
(MFRS. OF SPONGE IRON, M.S. INGOT, STEEL SHOTS & GRITS)
Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007
Corp Off. & Factory: Plot No. 106, Phase-II, Industrial Growth Centre, Siltara, Raipur- 493111 (C.G.)
Tel Ph.: 0771-4090514; Fax: 0771-2562514; Website: shkraipur.com
E-mail: info@shkraipur.com; shkraipur@gmail.com

approved by financial institutions appearing in the prospectus.	
Financial performance based on given indicators.	As the audit of the company is not completed as on the date of the notice of the general meeting, the turnover of the Company as on March 31, 2023 is Rs. 9425.17 Lakhs and Profit Before Tax (PBT) is Rs. 1427.79 Lakhs.
Foreign Investments or collaborators, if any.	No such investment or collaboration.
• INFORMATION ABOUT THE APPOINTEES	
Background Information	Mr. Manoj Parasrampurua is a Director of the Company since 02.05.2003. He has marketing and technical expertise and over 36 years' experience in iron and steel and engineering sector.
Past Remuneration	NIL
Recognition or awards	NA
Job profile and his suitability	He has an overall experience of around 36 years in the industry and is into the business he is involved in importing, manufacturing and marketing Product.
Proposed Remuneration	NIL. He is also the Managing Director of Indo Chains (Raipur) Private Limited.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Not Applicable
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 or managerial personnel except for benefits availed as the Managing Director of the Company.
• OTHER INFORMATION	
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 for the members' consideration and approval by way of passing of Special Resolution.

Except to the shareholding and directorship of Manoj Parasrampurua, Managing Director, Manish Parasrampurua and Shyam Sunder Parasrampurua, being relatives of Mr. Manoj Parasrampurua, none of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in this resolution.



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7
(MFRS. OF SPONGE IRON, M.S. INGOT, STEEL SHOTS & GRITS)
Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007
Corp Off. & Factory: Plot No. 106, Phase-II, Industrial Growth Centre, Siltara, Raipur- 493111 (C.G.)
Tel Ph.: 0771-4090514; Fax: 0771-2562514; Website: shkraipur.com
E-mail: info@shkraipur.com; shkraipur@gmail.com

Item No. 07:

Appoint Mr. Shams Naved (DIN: 08004128) as Whole-Time Director of the Company

The Nomination & Remuneration Committee and the Board of Directors of the Company have recommended to appoint and re-designate Mr. Shams Naved (DIN: 08004128) as Whole-Time Director, for a period of 3 years with effect from July 26, 2024 to July 25, 2027 on such terms and condition as detailed below:

Name	Shams Naved
DIN	08004128
Age	55 years
Qualifications	B.Com Graduate
Date of First appointment on the Board	29/11/2017
Experience (Skills & Capabilities)	Mr. Shams Naved aged about 55 years has over 25 years of rich and diverse experience in Plant Operations. He is already working with the company since last decade.
Shareholding in Company as on date of notice	Nil
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	NA
Number of Meetings of the Board attended during the year	During FY. 2024-25, till date total 05 board meetings were held and Shams Naved attended all 05 Board Meeting
Terms and Conditions of Appointment	Executive, Whole Time Director, liable to retire by rotation
Other Membership/ Chairmanship of Committees of other Boards	-
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.</p> <p>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>



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7
 (MFRS. OF SPONGE IRON, M.S. INGOT, STEEL SHOTS & GRITS)
 Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007
 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@shkraipur.com; shkraipur@gmail.com

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	<p>Where in any financial year during the currency of tenure of the managing director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites not exceeding the limits as specified above.</p>
Statement of Particulars pursuant to Schedule-V of the Companies Act, 2013	
<ul style="list-style-type: none"> • GENERAL INFORMATION 	
Nature of industry	The Company is engaged in the business of manufacturing 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.	As the audit of the company is not completed as on the date of the notice of the general meeting, the turnover of the Company as on March 31, 2023 is Rs. 9425.17 Lakhs and Profit Before Tax (PBT) is Rs. 1427.79 Lakhs
Foreign Investments or collaborators, if any.	No such investment or collaboration.
<ul style="list-style-type: none"> • INFORMATION ABOUT THE APPOINTEES 	
Background Information	Mr Shams Naved is an Executive Director of the company and has an overall experience of about 25 years in sponge Iron Industry.



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7
(MFRS. OF SPONGE IRON, M.S. INGOT, STEEL SHOTS & GRITS)
Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007
Corp Off. & Factory: Plot No. 106, Phase-II, Industrial Growth Centre, Siltara, Raipur- 493111 (C.G.)
Tel Ph.: 0771-4090514; Fax: 0771-2562514; Website: shkraipur.com
E-mail: info@shkraipur.com; shkraipur@gmail.com

Past Remuneration	Rs. 11.96 lacs
Recognition or awards	NA
Job profile and his suitability	He has an overall experience of around 25 years in the industry and into the business. He is already working with the company since last decade.
Proposed Remuneration	Not exceeding to Rs 30 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.
• OTHER INFORMATION	
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.

Except Mr. Shamns Naved, none of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in this resolution, except to the equity shares held by them in the Company.

Item No. 08:

To change the designation of Mr. Manish Parasrampur [DIN: 00469033] from Executive Director to Non-Executive Director of the Company:

The Nomination & Remuneration Committee and the Board of Directors have recommended to change the designation of Mr. Manish Parasrampur [DIN: 00469033] from Executive Director to Non-executive Director of the Company, on such terms and condition as detailed below:

Name	Mr. Manish Parasrampur
DIN	00469033
Age	52 years
Qualifications	B Com Graduate
Date of First Appointment on the Board	02/05/2003



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7
(MFRS. OF SPONGE IRON, M.S. INGOT, STEEL SHOTS & GRITS)
Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007
Corp Off. & Factory: Plot No. 106, Phase-II, Industrial Growth Centre, Siltara, Raipur- 493111 (C.G.)
Tel Ph.: 0771-4090514; Fax: 0771-2562514; Website: shkraipur.com
E-mail: info@shkraipur.com; shkraipur@gmail.com

Experience (Skills & Capabilities)	Mr. Manish Parasrampurua is a Director of the Company since 02.05.2003. He has an experience of more than 32 years in the industry of Chains and Iron.
Shareholding in Company as on date of notice	625100 Equity Shares of Rs 10/- each
List of the directorships held in other companies' as on the date of notice	<ol style="list-style-type: none">1. Special Mines & Minerals Private Limited2. Indo Chains (Raipur) Private Limited3. Anita Tradelinks Private Limited4. ARP Complex Private Limited
Relationship with other directors Manager and other Key Managerial Personnel of the company	Mr. Manish Parasrampurua is son of Mr. Shyam Sunder Parasrampurua and Brother of Mr. Manoj Parasrampurua. Apart from above there is no other relationships between directors.
Number of Meetings of the Board attended during the year	During this Financial Year, till date total 05 board meetings were held and Mr. Manish Parasrampurua attended all 05 Board Meetings
Terms and Conditions of Appointment	Non-Executive Director, liable to retire by rotation
Other Membership/ Chairmanship of Committees of other Boards	Nil
Past Remuneration	NIL
Sitting fees to be paid	As decided between the Board and Non-Executive Director provided that the amount of such fees shall not exceed maximum amount specified under Section 197(5) of the Companies Act, 2013.

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

Except to the shareholding and directorship of Manish Parasrampurua, Director, Mr. Manoj Parasrampurua and Mr. Shyam Sunder Parasrampurua, being relatives of Mr. Manish Parasrampurua, none of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in this resolution.

Item No. 09:

Issue and Allotment of Equity Shares To The Public (Initial Public Offer)

Board of Directors are of the view that in the present era, the market is blooming up so every Company want to take opportunity to earn more from the same market and want to get maximum benefits. In order to get the benefits from the market, Company has decided to list the equity shares of your Company on SME Platform of Stock Exchange. Accordingly, Board of Directors of the Company in its meeting held on July 15, 2024 approved the Proposal to list equity shares on SME platform of Stock Exchange.

The Company proposes to create, offer, issue and fresh upto 52 Lakhs Equity Shares of the Company, in the course of an initial public offering ("IPO") at Stock exchange including SME platform on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The equity shares allotted shall rank in all respects pari-passu with the existing equity shares of the Company.

The Board recommends the resolution for your approval as Special Resolution.



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7
(MFRS. OF SPONGE IRON, M.S. INGOT, STEEL SHOTS & GRITS)
Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007
Corp Off. & Factory: Plot No. 106, Phase-II, Industrial Growth Centre, Siltara, Raipur- 493111 (C.G.)
Tel Ph.: 0771-4090514; Fax: 0771-2562514; Website: shkraipur.com
E-mail: info@shkraipur.com; shkraipur@gmail.com

Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013, SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the said IPO, the Board will make necessary amendments.

By Order Of The Board of Directors
M/s Shri Hare-Krishna Sponge Iron Limited

Place: Raipur
Date: 15/07/2024

Shri Hare Krishna Sponge Iron Ltd.
Manoj Parasrampu

Manoj Parasrampu Managing Director
(Managing Director)
DIN: 00469018
Add.: 31/267, 1st Floor, N/o Old Guest House, Civil
Lines, Raipur, C.G.



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7
(MFRS. OF SPONGE IRON, M.S. INGOT, STEEL SHOTS & GRITS)
Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007
Corp Off. & Factory: Plot No. 106, Phase-II, Industrial Growth Centre, Siltara, Raipur- 493111 (C.G.)
Tel Ph.: 0771-4090514; Fax: 0771-2562514; Website: shkraipur.com
E-mail: info@shkraipur.com; shkraipur@gmail.com

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 _____ the Extra General Meeting of the Company held on _____, 20____ at _____ A.M/P.M. at Corporate Office at _____ in respect of such Resolutions as indicated below:

Sr. No	Resolutions	Voted For	Voted against
1.	To authorize the Board to create Charge/Mortgage over the properties of the Company for the purpose of borrowing in the terms of section 180(1)(a) of the Companies Act, 2013.		
2.	To authorize the Board to Borrow Money pursuant to Section 180(1)(c) of the Companies Act, 2013.		
3.	Authorization to Board and Approval of the limits for the Loans and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013.		
4.	To Make Loan(s) and to Give Guarantee(s), Provide Security(ies) in terms of Section 185 of the Companies Act, 2013.		
5.	To approve existing as well as new material related party transactions with Company.		
6.	To appoint and re-designate Mr. Manoj Parasrampur (Din: 00469018) as Chairman & Managing Director of the Company.		
7.	Appoint Mr. Shams Naved (DIN: 08004128) as Whole-Time Director of the Company.		
8.	To change the designation of Mr. Manish Parasrampur [DIN: 00469033] from Executive Director to Non-Executive Director of the Company.		
9.	Issue and Allotment of Equity Shares to The Public (Initial Public Offer).		

Signed this _____ day of _____ 2024

Affix One
Rupee Revenue
Stamp

Signature of proxy holder(s)

Signature of shareholder

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.



SHRI HARE-KRISHNA SPONGE IRON LIMITED

CIN: U27109WB2003PLC096152, GST: 22AAHCS5235M1Z7

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

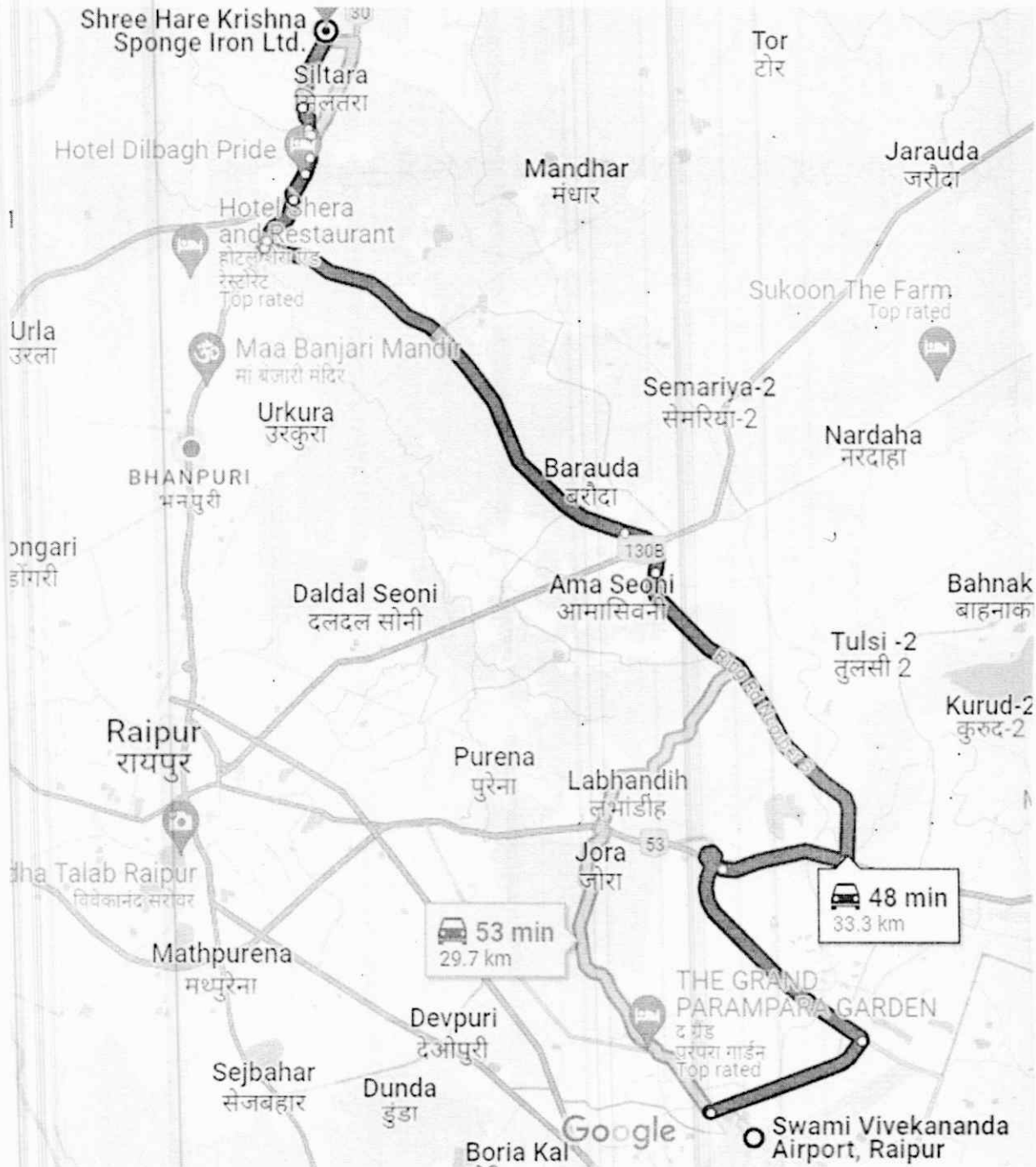
Reg Off: 126, Mahatma Gandhi Road, Ground Floor, Kolkata, West Bengal, 700007

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

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

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

ROUTE MAP



Shri Hare Krishna Sponge Iron Ltd.

Managing Director