

**NOTICE OF
55TH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Fifty Fifth Annual General Meeting ('AGM') of Evonith Value Steel Limited will be held at 03:00 p.m. on Monday, August 4, 2025, through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt, the Audited Financial Statements of the Company for the Financial Year (FY) year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.

2. To appoint Mr. Jai Krishna Saraf (DIN: 07613832), Chairman and Non-Executive Director of the Company, who retires by rotation as a Non-Executive Director, and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

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

SPECIAL BUSINESS:

3. **APPOINTMENT OF MR. RAJIB RANJAN GUHA (DIN: 09338767) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY:**

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

"RESOLVED THAT Mr. Rajib Ranjan Guha (DIN: 09338767), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Non-Executive Non Independent Director of the Company w.e.f. 16th April, 2025 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) and any other applicable provisions, of the Companies Act, 2013 ('Act'), and who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed, in accordance with Section 152 of the Act, as a Non-Executive Non Independent Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT any of the Board of Directors and/or Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters, things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

4. **RATIFICATION OF THE REMUNERATION PAYABLE TO M/S MANISHA & ASSOCIATES, COST AUDITORS OF THE COMPANY FOR THE FY 2025-26:**

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

“RESOLVED THAT pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Audit and Auditors) Rules Act, 2014, for the time being in force, in respect of M/s. Manisha Associates, Cost Accountants (Firm Registration No. 000321), who has been appointed as Cost Auditors of the Company for the FY 2025-26, consent of the members of the Company be and is hereby accorded to make the payment of remuneration of Rs.1,20,000/- p.a. plus applicable taxes and reimbursement of out-of-pocket expenses at actuals.

RESOLVED FURTHER THAT any of the Board of Directors and/or Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters, things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

5. **APPROVAL FOR THE PAYMENT OF REMUNERATION TO MR. ANJANI K. AGRAWAL, INDEPENDENT DIRECTOR FOR FY 2024-25.**

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

“RESOLVED THAT pursuant to the provisions of Section 149 , Section 197 and any other applicable provisions of the Companies Act, 2013 ('Act') read with Schedule V of the Act for the time being in force, consent of the members of the Company be and is hereby accorded to make the payment of remuneration of Rs.20,00,000/- for the FY 2024-25 to Mr. Anjani K. Agrawal, Independent Director of the Company;

RESOLVED FURTHER THAT any of the Board of Directors and/or Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters, things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

6. **APPROVAL FOR THE PAYMENT OF REMUNERATION TO MS. MAMTA BINANI, INDEPENDENT DIRECTOR FOR THE FY 2024-25.**

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

“RESOLVED THAT pursuant to the provisions of Section 149 , Section 197 and any other applicable provisions of the Companies Act, 2013 ('Act') read with Schedule V of the Act for the time being in force, consent of the members of the Company be and is hereby accorded to make the payment of remuneration of Rs.20,00,000/- for the FY 2024-25 to Ms. Mamta Binani, Independent Director of the Company;

RESOLVED FURTHER THAT any of the Board of Directors and/or Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters, things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

7. **APPROVAL FOR THE PAYMENT OF REMUNERATION TO MS. NIPUN GUPTA JAIN, INDEPENDENT DIRECTOR FOR FY 2024-25:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 , Section 197 and any other applicable provisions of the Companies Act, 2013 (‘Act’) read with Schedule V of the Act for the time being in force, consent of the members of the Company be and is hereby accorded to make the payment of remuneration of Rs.20,00,000/- for the FY 2024-25 to Ms. Nipun Gupta Jain, Independent Director of the Company;

RESOLVED FURTHER THAT any of the Board of Directors and/or Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters, things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

8. **APPROVAL FOR PAYMENT OF REMUNERATION TO MR. PARTHA SENGUPTA, NON-EXECUTIVE DIRECTOR:**

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

“**RESOLVED THAT** pursuant to Section 197 read with the Schedule V and other applicable provisions of the Companies Act, 2013 and Rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) (“Act”) and based on the recommendation of the Nomination and Remuneration Committee (NRC) and the approval of the Board of Directors and subject to other requisite approvals, if any, consent of the Members be and is hereby accorded for the payment of remuneration to Mr. Partha Sengupta (DIN:01851810), Non-Executive Director of the Company, for a sum of Rs.20,00,000/- [excluding sitting fees and reimbursement to attend the Board meeting (including committees thereof)] per annum , w.e.f. 1st April 2025, payable on a monthly basis, as per the addendum to be finalised and entered in this regard, which will form an integral part of the existing Business Advisory Services Agreement dated February 1, 2024, AND THAT the remaining terms and conditions shall continue to remain same, unless decided otherwise;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”) (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution, including the NRC) be and is hereby authorized to revise, amend, alter and / or vary the terms and conditions in relation to the aforementioned remuneration in such manner as may be permitted by the Nomination and Remuneration Policy of the Company, as amended from time to time, in accordance with the provisions of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper, expedient or desirable including matters connected therewith or incidental thereto.”

9. **RE-APPOINTMENT OF MR. ANIL KUMAR BANGUR AS WHOLE-TIME DIRECTOR AND CEO OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to Section 196, 197, 203 read with the Schedule V and other applicable provisions of the Companies Act, 2013 and Rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re- enactment thereof for the time being in force) (“Act”) and based on the recommendation of the Nomination and Remuneration Committee (NRC) and approval of the Board of Directors and subject to other requisite approvals, if any, consent of the Members be and is hereby accorded for the re-appointment of Mr. Anil Kumar Bangur (DIN:08936958), as a Whole-time Director and Chief Executive Officer (CEO) of the Company, Key Managerial Personnel (KMP), for a further period of 1 (one) year with effect from 30th December 2024 up to 29th December, 2025, at the revised remuneration of Rs.2,40,00,000/- (Rupees Two Crore and Forty Lacs only) subject to all other terms and conditions of his present contract remaining the same and subject to any additional terms and conditions, as may be decided by the Board of Directors from time to time.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall continue to pay Mr. Anil Kumar Bangur, the remuneration as set out hereinabove and any subsequent increase thereto, from time to time, as minimum remuneration, subject to due compliance with provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”) (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution, including the NRC) be and is hereby authorized to revise, amend, alter and / or vary the terms and conditions in relation to the remuneration in such manner as may be permitted by the Nomination and Remuneration Policy of the Company, as amended from time to time, in accordance with the provisions of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper, expedient or desirable including matters connected therewith or incidental thereto.”

10. **APPROVAL FOR CONVERSION OF THE FACILITY UNDER SECTION 62(3) OF THE COMPANIES ACT, 2013, INTO FULLY PAID-UP EQUITY SHARES OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to provisions of Section 62(3) and all the other applicable provisions, if any, of the Companies Act, 2013 (including any amendment to or re-enactment thereof) (‘Act’) and subject to RBI guidelines in this regard or any other laws (as amended or replaced from time to time), approvals, consents, permissions and sanctions of the appropriate authorities and Government agencies, wherever required, the Memorandum and Articles of Association of the Company, the Company be and is hereby authorised to convert all or any secured obligations in relation to or in connection with the secured rupee facility of INR 100,00,00,000 (Indian Rupees One Hundred Crore) (“**Facility**”), availed by the Company from **Poonawalla Fincorp Limited (“PFL”)**, as the lender, into fully paid up equity shares of the Company at a price and on terms as may be required in accordance with the finance documents in connection with the Facility and in the manner specified by PFL and shall be consistent with the borrowing limits of the Company under Section 180(1)(c) of the Act.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to negotiate, finalise and execute all deeds and documents and take all steps and do all such acts, matters, deeds and things and give such directions as may be required, necessary, expedient or desirable for giving effect to the aforesaid resolution, and also further to comply with the requirements, if any, under applicable laws, (including the Companies Act, 2013).”

By Order of the Board
For Evonith Value Steel Limited

Kavita Maniar
Company Secretary
Membership No.: A25598

Registered Office:
Office No. 706 to 710, Balarama Building,
Bandra Kurla Complex Road, E Block, BKC,
Bandra East, Mumbai 400051
Date: June 17, 2025

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular no. 20/2020 dated May 5, 2020, circular no. 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 permitting the Companies to hold its Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Pursuant to the said circular and other relevant provisions of the Act the Annual General Meeting of the Company is being convened through VC/OAVM.
2. A statement pursuant to Section 102 of the Act relating to the Special businesses to be transacted at the Meeting is annexed hereto.
3. Since the AGM is held by the VC/OAVM, the facility to appoint proxy to attend and cast vote for the members is not available.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote at the meeting via email.
5. Attendance of members through Video Conferencing shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The facility for joining the meeting shall be kept open from 02:45 p.m. i.e. 15 minutes before the scheduled time for commencement of the meeting up to 03:15 p.m. i.e. 15 minutes after the scheduled time for commencement of the meeting.
7. All the documents referred to in the accompanying Notice are open for inspection at the Company’s registered office on all working days of the Company during business hours up to the date of the General Meeting.
8. In case poll is demanded during the meeting, the members are advised to vote on the particular resolution by sending an e-mail in the manner mentioned below.
9. As the meeting is going to be conducted through video conferencing, hence address of the registered office shall be deemed to be the venue of the meeting for the purpose of compliance.

Instructions pertaining to attending meeting through Video Conference:

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

[Click here to join the meeting](#) Meeting ID: 461 402 635 230 7 Passcode: 2KU6hi9T

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

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

Members are advised to vote on the resolutions in case of poll is demanded by sending an email in the format as mentioned below at the registered e-mail address of the Company viz., “ cs@evonith.com ”

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

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

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

Information pertaining to voting:

- a) A person whose name is recorded in the register of members as on the cut-off date, i.e., June 17, 2025, only shall be entitled to vote on the resolutions in proportion to the shares in the Paid up Equity share capital of the Company.
- b) The Voting will take place during the meeting and the members may convey their assent or dissent only at such stage on items considered in the meeting.
- c) Members holding shares under multiple folios shall vote separately for each of the folios.
- d) Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. before the scheduled time of the meeting.
- e) Once the vote on a resolution is cast by a Member, the Member shall not be allowed to modify or withdraw the same.
- f) In case of any query pertaining to technical difficulties before or during the meeting, members may contact Mr. Advait Shrotri at contact No: 9136553929, e-mail id “advait.shrotri@evonith.com or cs@evonith.com”.

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

ITEM No. 3:

Pursuant to Section 161 of the Companies Act, 2013 ('Act') and in accordance with the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Mr. Rajib Ranjan Guha (DIN: 09338767) was appointed as an Additional Non-Executive Non Independent Director of the Company by the Board of Directors w.e.f. 16th April 2025, who holds office up to the date of the ensuing Annual General Meeting.

Mr. Rajib Ranjan Guha is the Promoter Director on the Board of the Parent Company, Wardha Steel Holdings Pte Ltd (WSHPL), along with Mr. Jai Saraf. In this regard, a notice nominating Mr. Guha's candidature as a Director of the Company has been received from Wardha Steel Holdings Pte Ltd (WSHPL) in accordance with Article 100 of our Articles of Association and constitutional documents of WSHPL.

Mr. Rajib Ranjan Guha, aged 46 years, Charter-holder of Chartered Financial Analyst (CFA) and has completed Masters in Business Administration (MBA). Mr. Guha has more than 20 years of experience in investment banking, capital markets and M&A in various geographies across the world. His varied experience includes Chief Investment Officer at Zamin Resources, Managing Director (Emerging Markets) at Royal Bank of Canada Vice President at Citibank (London), Vice President at JM Morgan Stanley. Moreover, he possesses relevant skills in terms of strategic planning, team leadership, portfolio management, process improvement, merger and acquisition, commodity markets, equities and investment banking.

Mr. Guha's induction will reduce overall age of the Board. Mr. Guha will neither draw any sitting fees for the meetings to be attended by him in the capacity of Director, nor any remuneration from the Company, unless agreed otherwise.

Mr. Rajib Ranjan Guha is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company along with the requisite disclosures specified under the Act.

Accordingly, consent of the Members is sought for passing the Ordinary Resolution set out at Item No. 3 of this Notice for the appointment of Mr. Rajib Ranjan Guha as a Non- Executive Director Non Independent Director of the Company.

The Board recommends the ordinary resolution set out at item no. 3 for approval of the Members.

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

Except Mr. Rajib Ranjan Guha and Mr. Jai Saraf (Promoter Directors of Parent Company, Wardha Steel Holdings Pte Ltd (WSHPL)), none of the Directors or any Key Managerial Personnel of the Company or their respective relatives are concerned or in any way interested in this resolution at Item no.3, whether financially or otherwise, except to the extent of their respective shareholding in the Company, if any.

ITEM No. 4:

M/s. Manisha & Associates, Cost Accountants, has been re-appointed as a Cost Auditor of the Company for FY 2025-26 at a remuneration of Rs.1,20,000 (Rupees One Lakh Twenty Thousand only) plus taxes and reimbursements of out-of-Pocket expenses at actuals.

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

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

The Board recommends the members to pass resolution set out at item no. 4 as an Ordinary Resolution.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are concerned or in any way interested in this resolution at Item no.4, whether financially or otherwise, except to the extent of their respective shareholding in the Company, if any.

ITEM Nos. 5 to 7

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

Mr. Agrawal is a qualified Chartered Accountant by profession. He has rich accounting knowledge and vast experience of more than 45 years. He has served as a Senior Partner Global Metal Industry Leader - Ernst & Young for more than 26 years.

He is also the Chairman of the Audit Committee, the Nomination and Remuneration Committee and Member of Corporate Social Responsibility Committee of the Company.

Presently, Mr. Agrawal serves on the Boards of Ultratech Cement Limited, Aditya Birla Sun Life Trustee Private Limited, Vodafone Idea Limited, Emami Limited, Wellspun Corp Limited, Hindalco Industries Limited and Evonith Metallica Limited as a Director.

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

Ms. Mamta Binani is a qualified Company Secretary and a Law graduate with vast experience of more than 28 years of experience in corporate consultation and advisory and is a lawyer, specialising in Corporate & Insolvency Laws, including due diligence, secretarial, legal, and compliance functions. She is the First Registered Insolvency Professional of India and has also brought the First Resolution in the Country. She has been the National President (2016) of The Institute of Company Secretaries of India and currently she is the President for the MSME Development Forum, WB and has received awards and accolades for her work. She has also received the "Bharat Nirman Award" and "Tejaswini Award".

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

Presently, Ms. Binani serves on the Boards of Petro Carbon and Chemicals Limited, Ddev Plastiks Industries Limited, Emami Limited, Emami Paper Mills Limited, Balrampur Chini Mills Limited, Sanmarg Private Limited, Rupa & Company Limited, Megma Ventures Private Limited and Evonith Metallics Limited etc. as a Director.

Ms. Nipun Gupta Jain was appointed as an Additional Non-Executive Director of the Company by the Board of Directors w.e.f. April 27, 2023, for a term of 3 (Three) consecutive years. Thereafter, at the Board Meeting held on September 20, 2024, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors and subsequently Members approved the appointment of Ms. Nipun Kumar Gupta as an Independent Director of the Company, to hold office for the first term of 5 (five) consecutive years from September 20, 2024 to September 19, 2029.

Ms. Nipun Gupta Jain qualified as a Solicitor in England & Wales in 1994. Ms. Nipun Gupta Jain has advised clients on mergers and acquisitions with a particular expertise in emerging and developing markets. She has received the Law Day Award for being a "Role model for Women Lawyers in India and Abroad" from the Indian Prime Minister recognising outstanding contributions in the field of law, 2006. She received the Legal Era Star Woman Lawyer of the Year – Leadership & excellence Global Achievers Award 2023. She is also Non-Executive Board Member of the UK India Business Council India Pvt. Ltd. She was also named as one of the top 100 A list International lawyers for India-related matters in 2025

She is also the Member of the Audit Committee and the Corporate Social Responsibility Committee of the Company.

Considering rich experience and valuable contribution of the Non-Executive Independent Directors to the Board and the Committees viz., Mr. Anjani K. Agrawal, Ms. Mamta Binani and Ms. Nipun Gupta Jain, the Board is of the view that it is more than justified to consider and approve payment of remuneration to these Directors of the Company for FY 2024-25.

Accordingly, the Board, basis the recommendation of the Nomination and Remuneration Committee, at its meeting held on April 16, 2025, has approved the payment of remuneration of Rs.20,00,000 each to Mr. Anjani Agrawal, Ms. Mamta Binani and Ms. Nipun Gupta Jain, for their services rendered during the FY 2024-25.

It may be noted that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Accordingly, the consent of the Members is sought to pass Special Resolution(s) as set out in Item no(s).5 to 7 of this Notice.

In view of the losses incurred by the Company during the financial year 2024-25, the remuneration proposed for payment shall exceed the limits specified under Schedule V of the Act. The details as required under Section II of Part II of Schedule V to the Act read with Secretarial Standard on General meetings issued by the Institute of Company Secretaries of India (SS -2) are annexed herein below which forms an integral part of this explanatory statement.

Except Mr. Anjani K. Agrawal, Ms. Mamta Binani and Ms. Nipun Gupta Jain, none of the Directors or any Key Managerial Personnel of the Company or their respective relatives are concerned or in any way interested in this resolution at Item no(s).5 to 7, whether financially or otherwise, except to the extent of their respective shareholding in the Company, if any.

ITEM No. 8:

Mr. Partha Sengupta was appointed as an Additional Director in the category as Non-Executive Director of the Company, effective from 29th December 2020, by Monitoring Agency and Members subsequently approved his appointment in the 50th Annual General Meeting of the Company held on 30th December 2020 as a Non-Executive and Non-Independent Director.

Mr. Sengupta has enriched experience and excellence of over 41 years in business advisory services including areas covering strategic planning, operations management, supply chain transformation and related areas. He has also led change initiatives that have contributed to significant cost savings and competitive advantage in the marketplace.

In light of the enhanced scope of advisory and director services being rendered by Mr. Sengupta across the Evonith Group—including both our Company and Evonity Metallics Limited (EML)the Board of Directors, with subsequent approval from the Members at the Extra Ordinary General Meeting held on 31st January 2024, resolved that Mr. Sengupta shall continue to provide advisory services to both entities. Accordingly, his remuneration for these services shall be equally shared between the two companies.

In relation to the same, based on the recommendation of Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on 16th April, 2025, have approved payment of remuneration by the Company to the Director of Rs. 20,00,000/- (Rupees Twenty Lakhs Only) [excluding sitting fees and reimbursement to attend the Board meeting (including committees thereof)], with retrospective effect from 1st April 2025, payable on a monthly basis as per the addendum to be finalised and entered in this regard, which will form an integral part of the existing Business Advisory Services Agreement dated February 1, 2024, AND THAT the remaining terms and conditions shall continue to remain same, unless decided otherwise.

The said rendering of business advisory services by a Director would be in the nature of related party services, accordingly the same has been ratified by the Audit Committee at its meeting held on 11th June 2025.

In view of the losses incurred by the Company during the financial year 2024-25, the remuneration proposed for payment shall exceed the limits specified under Schedule V of the Act.

The details as required under Section II of Part II of Schedule V to the Act read with Secretarial Standard on General meetings issued by the Institute of Company Secretaries of India (SS -2) are annexed herein below which forms an integral part of this explanatory statement.

It may be noted that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

The Board recommends the above resolution as set out in Item No. 8 of the notice, to be passed as Special Resolution for the approval of Members.

Accordingly, consent of the Members is sought for passing the Special Resolution as set out in Item No. 8 of the Notice, for payment of remuneration to Mr. Partha Sengupta as per the terms contained in the said Resolution.

The addendum to be entered in this regard, which will form an integral part of the existing Business Advisory Services Agreement dated February 1, 2024, between the Company and Mr. Partha Sengupta, is available for inspection by the Members at the Registered Office of the Company on any working day of the Company, till the date of the Annual General Meeting.

Except Mr. Partha Sengupta, none of the Directors or any Key Managerial Personnel of the Company or their respective relatives are concerned or in any way interested in this resolution at Item no.8, whether financially or otherwise, except to the extent of their respective shareholding in the Company, if any.

ITEM No. 9:

At the 50th Annual General Meeting of the Company held on 30th December 2020, the Members had approved the appointment of Mr. Anil Kumar Bangur as Whole-Time Director (WTD) and Chief Executive Officer (CEO), Key Managerial Personnel (KMP) of the Company, for a term of 3 (three) years on such terms and conditions as set out therein (including the terms of remuneration) and further as may be decided by the Board of Directors from time to time. Thereafter, at the Extra-Ordinary General Meeting of the Company held on 31st January 2024, the Members had approved the re-appointment of Mr. Anil Kumar Bangur as WTD and CEO, KMP of the Company, for a term of 1 (One) year w.e.f. December 30, 2023, on such terms and conditions as set out therein (including the terms of remuneration) and further as may be decided by the Board of Directors from time to time.

Thereafter, based on the recommendation of Nomination and Remuneration Committee (NRC), the Board at its meeting held on 27th December 2024, had re-appointed Mr. Anil Kumar Bangur as a Whole Time Director & CEO, Key Managerial Personnel (KMP), of the Company for a further term of one year effective from 30th December 2024.

Based on the recommendation of the NRC, the Board at its Meeting held on 16th April 2025, had approved a revision in remuneration for payment to Whole-time Director and Chief Executive Officer, of Rs. 2,40,00,000/- per annum, subject to compliance with the provisions of the Act.

In view of the losses incurred by the Company during the financial year 2024-25, the remuneration proposed for payment to WTD and CEO shall exceed the limits specified under Schedule V of the Act. The details as required under Section II of Part II of Schedule V to the Act read with Secretarial Standard on General meetings issued by the Institute of Company Secretaries of India (SS -2) are annexed herein below which forms an integral part of this explanatory statement.

It may be noted that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Mr. Anil Kumar Bangur is not disqualified from being appointed as a Director in terms of Section 164 and Section 196(3) of the Companies Act, 2013 and is eligible for appointment as Director of the Company and accordingly has given his consent to act as a Director of the Company.

The Board recommends the above resolution as set out in Item No. 9 of the notice, to be passed as Special Resolution for the approval of Members.

Accordingly, consent of the Members is sought for passing the Special Resolution as set out in Item No. 9 of the Notice, for re-appointment of Mr. Anil Kumar Bangur as WTD and CEO of the Company and payment of remuneration (including other terms and conditions) as contained therein.

The agreement containing the terms and conditions for the re-appointment of Mr. Anil Kumar Bangur (including terms of remuneration) to be entered between the Company and Mr. Anil Kumar Bangur, is available for inspection by the Members at the Registered Office of the Company on any working day of the Company, till the date of the Annual General Meeting.

Except Mr. Anil Kumar Bangur, none of the Directors or any Key Managerial Personnel of the Company or their respective relatives are concerned or in any way interested in this resolution at Item no.9, whether financially or otherwise, except to the extent of their respective shareholding in the Company, if any.

Item No.10

The shareholders are hereby informed of the following:

- (a) The Company has availed secured rupee term loan facility aggregating to INR 100,00,00,000 (Indian Rupees One Hundred Crore), ("**Facility**"), from **Poonawalla Fincorp Limited ("PFL")**, under the facility agreement to be executed/ executed by and between the Company, Vistra ITCL (India) Limited as the security trustee and PFL (the "**Facility Agreement**").
- (b) One of the terms of Facility Agreement is that, the PFL shall have right to convert at their option all or any part of the secured obligations in relation to or in connection with the Facility into fully paid up equity shares of the Company at a price and on terms as may be required in accordance with the Facility Agreement. As and when required, the exercise of such option by the PFL resulting in an increase of subscribed share capital of the Company, shall be in accordance with the provisions of Section 62 of the Companies Act, 2013 and requires approval of the members by way of passing of a Special Resolution.

Therefore, the Board recommends the enabling resolution as set forth in item no. 10 of the Notice for the approval of the shareholders as a **Special Resolution**.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are concerned or in any way interested in this resolution at Item no.10, whether financially or otherwise, except to the extent of their respective shareholding in the Company, if any.

By Order of the Board
For Evonith Value Steel Limited

Kavita Maniar
Company Secretary
Membership No.: A25598

Registered Office:
Office No. 706 to 710, Balarama Building,
Bandra Kurla Complex Road, E Block, BKC,
Bandra East, Mumbai 400051

Date: June 17, 2025

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

Name of Director	Mr. Rajib Ranjan Guha (Item – 3)	Mr. Anil Kumar Bangur (Item – 9)	Mr. Partha Sengupta (Item – 8)
DIN	09338767	08936958	01851810
Age (Years)	46 years	55 Years	67 years
Qualification	Charter-holder of Chartered Financial Analyst (CFA) and has completed Masters in Business Administration (MBA).	Qualified Chartered Accountant and an Associate Member of the Institute of Chartered Accountants of India (ICAI).	Graduate in Metallurgy from IIT-BHU and also has completed General Management Program from CEDEP INSEAD France.
Experience	He has more than 20 years of experience in investment banking, capital markets and M&A in various geographies across the world. His varied experience includes Chief Investment Officer at Zamin Resources, Managing Director (Emerging Markets) at Royal Bank of Canada Vice President at Citibank (London), Vice President at JM Morgan Stanley.	<p>Mr. Bangur has a vast experience of more than 31 (Thirty One) years in Finance, Accounting, Taxation, Commercial and operations Management in Mining and Metal Industries, making him a valuable asset for Evonith.</p> <p>In previous roles he has served as CFO (Copper and Cobalt Division) of ENRC, Africa. Prior to that he was CFO for Chambishi Metals Plc and Luanshya Copper Mines in Zambia.</p> <p>He also has served in Key Managerial Positions in Arcelor Mittal, Lazaro Cardenas.</p>	<p>Mr. Partha Sengupta has a career spanning more than 41 years with enriched professional experience and has held leadership roles across the steel supply chain.</p> <p>Mr. Sengupta is currently the founder and partner of start-ups engaged in advisory, strategy consulting, mergers & acquisitions and operational improvement.</p> <p>His rich work experience ranges senior management positions at JSW Steel and Tata Steel. He has served on the boards of several Tata Steel subsidiaries and profit centres in India and abroad.</p>
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per the provisions of Section 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013	Revised remuneration of Rs. 2,40,00,000/- (Rupees Two Crore Forty Lakh Only) per annum and other terms and conditions as detailed in the draft agreement to be entered between the Director and the Company.	Rs. 20,00,000 (Rupees Twenty Lakh Only) per annum [excluding sitting fees and reimbursement to attend the Board meeting (including committees thereof)] with retrospective effect from 1st April 2025 and other terms and conditions as detailed in the

	No remuneration is payable to Mr. Rajib Ranjan Guha.		addendum to be entered in this regard read with the existing Business Advisory Services Agreement dated February 1, 2024.
Remuneration last drawn for 2024-25	Nil	Rs. 2,00,00,000/- (Rupees Two Crore Only).	Rs.15,00,000/- as remuneration under Business Advisory Services Agreement dated February 1, 2024. and Rs. 1,80,000/- (Rupees One Lakh Eighty Thousand Only) in the nature of Sitting fees.
Date of Appointment on the Board	16 th April 2025 (Additional Non-Executive Non-Independent Director)	29 th December, 2020	29 th December, 2020
Shareholding in the Company	None	None	None
Relationship with other Directors and other Key Managerial Personnel of the company	Mr. Jai Krishna Saraf (Promoter Directors of Parent Company, Wardha Steel Holdings Pte Ltd (WSHPL))	None	None
Number of Meetings of the Board attended during the year i.e. FY2024-25	Not Applicable	5 (Five)	5(Five)
Other Directorships /Membership/ Chairmanship of Committee of other Boards	<u>Other Directorships:</u> Evonith Private Limited Alferon Management Private Limited Evonith Metallica Limited Nithia Trading Pte Ltd Nithia Investments Pte Ltd Wardha Steel Holdings Pte Ltd Nithia Capital Advisors Limited Indoglobe Investments Pte Ltd Esturik Investments Pte Ltd Indoglobe Investments L.L.C-FZ Evonith Holdings Pte Ltd	<u>Other Directorships:</u> Evonith Metallica Limited <u>Chairmanship/ Membership of Committees of other Boards:</u> Evonith Metallica Limited, CSR Committee, Chairman	<u>Other Directorships:</u> Evonith Metallica Limited <u>Other Membership of Committees of other Boards:</u> Evonith Metallica Limited, CSR Committee, Member <u>Designated Partner:</u> CBS Management Services LLP CBS Steel and Wires LLP Five Point Zero Consultants LLP Emprocon Consultants LLP

Name of the Director	Mr. Anjani K. Agrawal (Item – 5)	Ms. Mamta Binani (Item – 6)	Ms. Nipun Gupta Jain (Item – 7)
DIN	08579812	00462925	06861516
Age	67	53	56
Qualification	Qualified Chartered Accountant	Qualified Company Secretary and a Law graduate	Solicitor from England & Wales in 1994
Experience	He has rich accounting knowledge and vast experience of more than 44 years. He has served as a Senior Partner Global Metal Industry Leader - Ernst & Young for more than 26 years.	She with vast experience of more than 28 years in the field of Corporate Consultation and advisory covering due diligence, Secretarial, legal and compliance functions. Ms. Binani was the first lady Chairperson (Eastern Region) of Institute of Company Secretaries of India (ICSI) in 2010 and second lady President of ICSI in 2016.	She has advised clients on mergers and acquisitions with particular expertise in emerging and developing markets. Ms. Nipun Gupta Jain was earlier an Independent director of Aricent Technology India and Rackspace India and more recently an Independent director of Omnicell India Private Limited.
Terms and conditions of appointment or re-appointment	-	-	-
Details of remuneration sought to be paid	Remuneration of Rs. 20,00,000 (Rupees Twenty Lakh Only) per annum [excluding sitting fees and reimbursement to attend the Board meeting (including committees thereof)]	Remuneration of Rs. 20,00,000 (Rupees Twenty Lakh Only) per annum [excluding sitting fees and reimbursement to attend the Board meeting (including committees thereof)]	Remuneration of Rs. 20,00,000 (Rupees Twenty Lakh Only) per annum [excluding sitting fees and reimbursement to attend the Board meeting (including committees thereof)]
Remuneration as drawn for FY 2024-25	Sitting Fees: Rs. 4,20,000/- Remuneration: Rs. 15,00,000/-	Sitting Fees: Rs. 3,90,000/- Remuneration: Rs. 15,00,000/-	Sitting Fees: Rs. 2,40,000/- Remuneration: Rs. 15,00,000/-
Date of first appointment on the Board	29 th December 2020	19 th March 2021	27 th April 2023
Shareholding in the Company	None	None	None

Relationship with other Directors and other Key Managerial Personnel of the Company	None	None	None
Number of Meetings of the Board attended during the year i.e. FY 2024-25	5 (Five)	5 (Five)	5 (Five)
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<p><u>Other Directorships:</u> Evonith Metallica Limited Aditya Birla Sun Life Trustee Private Limited Vodafone Idea Limited Emami Limited Hindalco Industries Limited Ultratech Cement Limited Ekal Shrihari Vanvasi Foundation Welspun Corp Limited Welspun Pipes Inc Agarwal Jeevan Tattva Foundation</p> <p><u>Chairmanship/ Membership of Committees of other Boards:</u></p> <p>Welspun Corp Limited AC & RMC – Chairperson, NRC & CSR - Member,</p> <p>Vodafone Idea Limited AC – Member, NRC-Chairman,</p> <p>Emami Limited AC – Member, NRC-Member,</p> <p>Evonith Metallica Limited AC – Member NRC-Chairman CSR-Member</p>	<p><u>Other Directorships:</u> Evonith Metallica Limited Rupa & Company Limited Magma Ventures Private Limited Maheshwari International Business Foundation Petro Carbon And Chemicals Limited (Previously known as Petro Carbon and Chemicals Private Limited) Mamta sumit Binani Foundation Emami Limited Sanmarg Pvt Ltd Ddev Plastiks Industries Limited Balrampur Chini Mills Limited Emami Paper Mills Limited</p> <p><u>Chairmanship/ Membership of Committees of other Boards:</u></p> <p>Balrampur Chini Mills Limited, SRC (Chairperson) AC, NRC, RMC, EC(Member)</p> <p>Ddev Plastiks Industries Limited NRC(Member)</p> <p>Emami Limited CGC, RMC (Member)</p>	<p><u>Other Directorships:</u> Evonith Metallica Limited</p> <p><u>Chairmanship/ Membership of Committees of other Boards:</u></p> <p>Evonith Metallica Limited, CSR, Member AC-Chairperson</p>

	Ultratech Cement Limited AC & RMC – Chairperson, Finance Committee-Member	Emami Paper Mills Limited CSRC (Member) Evonith Metallics Limited AC, NRC (Member) Rupa & Company Limited AC, SRC (Member)	
(CSR – Corporate Social Responsibility, AC – Audit Committee, SRC – Stakeholders Relationship Committee, CGC – Corporate Governance Committee, NRC – Nomination and Remuneration Committee, RMC – Risk Management Committee)			

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

General information	
Nature of industry	Flat Steel Producer having an extensive presence across Industries like General Engineering, Railways, Automotive, Oil & Gas Pipelines, Agriculture, Marine Containers, Packaging, Transmission etc.
Date or expected date of commencement of Commercial production	The Company (which was originally named Gupta Tubes and Pipes Private Ltd) has commenced its production activities since 1974.
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	Particulars	Amount (In Crore INR)			
		FY 2024-25	FY 2023- 24		
	Income from Operations	3953.23	4390.76		
	Net Profit/(Loss) After Tax	(209.64)	(100.49)		
Foreign investments or collaborations, if any.	Wardha Steel Holdings Pte. Ltd holds 95 % of total Equity Share Capital of the Company and consortium of Carval entities are together holding nominal 7 Equity Shares in the Company. There is no foreign collaboration in relation to equity investment.				
Information about the appointee/ Director for whom remuneration is payable					
Name of the Director	Mr. Anil Kumar Bangur	Mr. Partha Sengupta	Mr. Anjani K. Agrawal	Ms. Mamta Binani	Ms. Nipun Gupta Jain
Past remuneration for FY 2024-25	Rs.2,00,00,000/- (Rupees Two Crore Only).	Rs. 1,80,000/- (Rupees One Lakh Eighty Thousand Only) in the nature of Sitting fees. Rs.15,00,000/- remuneration under Business Advisory Services Agreement dated February 1, 2024.	Rs. 4,20,000/- (Rupees Four Lakh Twenty Thousand Only) in the nature of Sitting fees. Rs.15,00,000/- towards payment of remuneration for the FY 2023-24.	Rs. 3,90,000/- (Rupees Three Lakh Ninety Thousand Only) in the nature of Sitting fees. Rs.15,00,000/- towards payment of remuneration for the FY 2023-24.	Rs. 2,40,000/- (Rupees Two Lakh Forty Thousand Only) in the nature of Sitting fees. Rs.15,00,000/- towards payment of remuneration for the FY 2023-24.
Recognition or Awards	Gold medalist from India's prestigious Banaras Hindu University.	Past President of Confederation of Indian Industry (CII) – Jharkhand.	-	She has been conferred with the "Bharat Nirman Award" and Tejaswini Award' in the year 2010.	She received the Legal Era Global Achievers Award 2022 for her legal finesse, innovation and accomplishments and named as a Global icon. Recently she was also named as one of the top 100 A list International lawyers for India-related matters in 2024.

<p>Job profile and his suitability</p>	<p>Mr. Bangur's insight into commercial and operations management in the metals and mining industry is probably one of the best among his peers.</p> <p>Mr. Anil Kumar Bangur as the Whole-time Director and CEO has contributed immensely to the group successfully turning around the operations by modernising and scaling iron-making capacity to 1.5 million tons per annum a 3.0x increase in three years and his leadership plays an important role to accomplish the goal to grow into a 2.5 MTPA integrated flat steel producer in near future.</p>	<p>Considering that Steel industry faces multitude of challenges, the Company has always been on the look-out for innovative ideas to curtail the impact.</p> <p>With his enriched knowledge and expertise, Mr. Partha Sengupta is well- equipped and competent to advise and guide the Company to meet its business objectives.</p>	<p>Mr. Agrawal is a qualified Chartered Accountant by profession. He has rich accounting knowledge and vast experience of more than 44 years. He has served as a Senior Partner Global Metal Industry Leader - Ernst & Young for more than 26 years.</p>	<p>Ms Mamta Binani is a qualified Company Secretary and a Law graduate with vast experience of more than 28 years in the field of Corporate Consultation and advisory covering due diligence, Secretarial, legal and compliance functions.</p> <p>Ms. Binani was the first lady Chairperson (Eastern Region) of Institute of Company Secretaries of India (ICSI) in 2010 and second lady President of ICSI in 2016.</p>	<p>Ms. Nipun Gupta Jain is qualified Solicitor from England & Wales in 1994. She has advised clients on mergers and acquisitions with particular expertise in emerging and developing markets.</p> <p>Ms. Nipun Gupta Jain was earlier an Independent director of Aricent Technology India and Rackspace India and more recently an Independent director of Omnicell India Private Limited.</p>
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Proposed Remuneration	Rs. 2,40,00,000/- (Rupees Two Crore Forty Lakh Only) per annum	Rs. 20,00,000/- per annum (Rupees Twenty Lakhs Only) [excluding sitting fees and reimbursement to attend the Board meeting (including committees thereof)], with retrospective effect from 1 st April 2025.	Rs. 20,00,000/- per annum (Rupees Twenty Lakhs Only) excluding sitting fees and reimbursement to attend the Board meeting (including committees thereof)], payment of towards remuneration for the FY 2024-25.	Rs. 20,00,000/- per annum (Rupees Twenty Lakhs Only) [excluding sitting fees and reimbursement to attend the Board meeting (including committees thereof)], towards payment of remuneration for the FY 2024-25.	Rs. 20,00,000/- per annum (Rupees Twenty Lakhs Only) [excluding sitting fees and reimbursement to attend the Board meeting (including committees thereof)], towards payment of remuneration for the FY 2024-25.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the size of the Company and the responsibility shouldered by Mr. Bangur, the remuneration proposed is commensurate with the package paid to counterparts in similar Industry.	Considering the enhancement in the advisory role and Director services discharged by Mr. Sengupta to Evonith Group, encompassing both the Companies, Evonith Metallics Limited ("EML") and Evonith Value Steel Limited ("EVSL"), Mr. Sengupta is remunerated by both these entities and accordingly his overall remuneration for the business advisory services rendered/to be rendered is commensurate to industry standards.	Considering vast experience and valuable insights of Independent Directors which are useful for meeting business objectives along side ensuring best corporate governance practise, amount of Rs.20,00,000 to be paid to them is reasonable and in line with remuneration levels in the industry.		

Pecuniary relationship directly or indirectly with the company, or	Mr. Bangur is not related to any of the Directors and Key Managerial Personnel of the Company.	Mr. Sengupta is not related to any of the Directors and Key Managerial Personnel of the Company.	Mr. Agrawal is not related to any of the Directors and Key Managerial Personnel of the Company.	Ms. Binani is not related to any of the Directors and Key Managerial Personnel of the Company.	Ms. Jain is not related to any of the Directors and Key Managerial Personnel of the Company.
relationship with the managerial personnel or other director, if any.					
Other information					
Reason for loss or inadequate profits for FY 2024-25	<p>Due to a combination of factors including a challenging global macroeconomic environment, increased competition, rising costs, and potentially, impairment charges and shrinking margins in certain geographies.</p> <p>We as an integrated flat steel producer faced the sector specific cyclical issues, volatility in trends and the margins got impacted by falling steel prices on one hand and high raw material prices, especially coking coal on the other hand.</p>				
Steps taken or proposed to be taken for improvement	<p>In an increasingly competitive business environment, we are continuously exploring strategies to differentiate ourselves and stand out.</p> <p>Adopting a customer-focused approach has been one such business strategy explored to accomplish our Company's long-term goals and objectives.</p>				
Expected increase in productivity and profits in measurable Terms	<p>We have embedded a growth-centricity culture coupled with cost optimisation measures at the core of our processes, decisions and strategies to focus and achieve a positive EBDITA in FY 2025-26 and we remain committed to sustain and accelerate towards our collective goal of overcoming the finishing line of Steel Sprint 2.5 MTPA.</p>				