

# INDIAN BRIGHT STEEL COMPANY LIMITED

**Registered office:-**

"Aurum Platz", B.N. Cross Lane,  
Pandita Ramabai Marg,  
Mumbai – 400 007  
Maharashtra

Tel + 91 22 30001700 Fax +91 22 30001796

Email [indianbrightsteel@gmail.com](mailto:indianbrightsteel@gmail.com)

[www.indianbrightsteel.com](http://www.indianbrightsteel.com)

C.I.N.: L13209MH1960PLC011794

Date: 22.04.2024

To,  
BSE Limited  
Corporate Relationship Department  
P.J. Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

Dear Sir,

**REF:-BSE SCRIP CODE: 504731**

**Sub: Notice of Extra-ordinary General Meeting**

Pursuant to the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the Extra-Ordinary General Meeting of the Company to be held on Tuesday, 14<sup>th</sup> May, 2024 at 12.30 P.M. at The Kanara Saraswat Association, 7, Chikhalwadi Rd, Talmakiwadi Co-operative Housing Society, Chikalwadi, Tardeo, Mumbai, Maharashtra 400007.

Notice is available on the website of the Company at <https://www.indianbrightsteel.com/investor.php>

You are requested to take the same on record.

Thanking you.

For Indian Bright Steel Limited

*Bhatt*  
Vedant Bhatt  
Company Secretary & Compliance Officer



**INDIAN BRIGHT STEEL CO LIMITED**

**CIN: L13209MH1960PLC011794**

**NOTICE OF THE EXTRA-ORDINARY GENERAL  
MEETING OF THE COMPANY**

# INDIAN BRIGHT STEEL CO. LIMITED

**Corporate Identification Number:** L13209MH1960PLC011794

**Registered Office:** "Aurum Platz", B.N. Cross Lane, Pandita Ramabai Marg, Mumbai 400007.

**Tel. No.** +91 22 30001700; **Email:** [indianbrightsteelco@gmail.com](mailto:indianbrightsteelco@gmail.com) ; **Web:** [www.indianbrightsteel.com](http://www.indianbrightsteel.com)

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of Indian Bright Steel Co. Limited will be held on Tuesday, 14<sup>th</sup> May, 2024 at 12.30 P.M. at, The Kanara Saraswat Association, 7, Chikhalwadi Rd, Talmakiwadi Co-operative Housing Society, Chikalwadi, Tardeo, Mumbai, Maharashtra 400007 to transact the following businesses:

### SPECIAL BUSINESSES

#### **ITEM NO 1. Regularisation of Additional Director, Mr. Bupinder Singh Chadha by Appointing him as Managing Director of the Company:**

**To consider and if thought fit, to pass the following resolution as a Special resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 161 read with Section 152 and other applicable provisions (including any modification(s) or re-enactment thereof), if any, of the Companies Act, 2013, and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") Mr. Bupinder Singh Chadha (DIN: 00151568), who was appointed as an Additional Director (in the capacity of a Managing Director) of the company by the Board of Directors at its meeting held on 19<sup>th</sup> April, 2024 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term expires at the ensuing General Meeting of the Company and for the appointment of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director be and is hereby appointed as a Managing Director of the Company".

"**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, Mr. Bupinder Singh Chadha (DIN: 00151568), who was appointed as Additional Director of the Company, be and is hereby appointed as Managing Director of the Company who has attained the age of 76 years without any remuneration for a period of 3 years commencing from 19<sup>th</sup> April, 2024 to 18<sup>th</sup> April, 2027 (liable to retire by rotation) on such terms and conditions as set out as set out in the foregoing resolution and the explanatory statement annexed hereto.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).”

**RESOLVED FURTHER THAT** Mr. Bupinder Singh Chadha, Managing Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

**“RESOLVED FURTHER THAT** the Board of Directors and / or the Company Secretary 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.”

**ITEM NO 2.- Regularisation of Additional Director, Mr. Charnjit Singh Chadha by appointing him as an Executive Director of the Company:**

**To consider and if thought fit, to pass the following resolution as a Special resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 161 read with Section 152 and other applicable provisions (including any modification(s) or re-enactment thereof), if any, of the Companies Act, 2013, and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) Mr. Charnjit Singh Chadha (DIN: 00151726), who was appointed as an Additional Director of the company by the Board of Directors at its meeting held on 19<sup>th</sup> April, 2024 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term expires at the ensuing General Meeting of the Company and for the appointment of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director be and is hereby appointed as an Executive Director of the Company”.

**“RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Charnjit Singh Chadha (DIN: 00151726) as an Executive Director of the Company without any remuneration, for a period of 3 (Three) years from 19<sup>th</sup> April, 2024 to 18<sup>th</sup> April, 2027, the period of his office shall be liable to retire by rotation, on the terms and conditions and remuneration as follows, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).”

**“RESOLVED FURTHER THAT** the Board of Directors and / or Company Secretary 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.”

**ITEM NO 3 - Regularization of Additional Director, Mrs. Sheetal Bhavin Nagda by Appointing her as an Independent Director of the Company.**

**To consider and if thought fit, to pass the following resolution as a Special resolution.**

**"RESOLVED THAT** pursuant to the provisions of Section 161 and other applicable provisions (including any modification(s) or re-enactment thereof), if any, of the Companies Act, 2013, and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") Mrs. Sheetal Bhavin Nagda (DIN-07179841), who was appointed as an Additional Director (in the capacity of a Non-Executive Independent Director) of the company by the Board of Directors at its meeting held on 14<sup>th</sup> February, 2024 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term expires at the ensuing General Meeting of the Company and for the appointment of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing her candidature for the office of the Director be and is hereby appointed as a Non-Executive Independent Director of the Company".

**"RESOLVED THAT** pursuant to the provisions of sections 149, 150, and 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the company, Mrs. Sheetal Bhavin Nagda (DIN-07179841) who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the company to hold office for a term of 5 (five) consecutive years commencing from 14<sup>th</sup> February, 2024 to 13<sup>th</sup> February, 2029, whose period of office will not be liable to determination by retirement of directors by rotation.

**“RESOLVED FURTHER THAT** the Board of Directors and / or Company Secretary 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.”

**ITEM NO 4.- Regularization of Additional Director, Mr. Ramesh Chandra Pareek by Appointing him as an Independent Director of The Company.**

**To consider and if thought fit, to pass the following resolution as a Special resolution.**

**"RESOLVED THAT** pursuant to the provisions of Section 161 and other applicable provisions (including any modification(s) or re-enactment thereof), if any, of the Companies Act, 2013, and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") Mr. Ramesh Chandra Pareek (DIN- 00454989), who was appointed as an Additional Director (in the capacity of a Non Executive Independent Director) of the company by the Board of Directors at its meeting held on 19<sup>th</sup> April, 2024 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term expires at the ensuing General Meeting of the Company and for the appointment of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director be and is hereby appointed as a Non-Executive Independent Director of the Company".

**"RESOLVED THAT** pursuant to the provisions of sections 149, 150, and 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the company, Mr. Ramesh Chandra Pareek (DIN- 00454989) who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the company to hold office for a term of 5 (five) consecutive years commencing from 19<sup>th</sup> April, 2024 to 18<sup>th</sup> April, 2029, whose period of office will not be liable to determination by retirement of directors by rotation.

**"RESOLVED FURTHER THAT** the Board of Directors and / or Company Secretary 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."

**ITEM NO 5. Regularization Of Additional Director, Mr. Nitin Atmaram Sarfare by Appointing him as an Independent Director of the Company.**

**To consider and if thought fit, to pass the following resolution as a Special resolution.**

**"RESOLVED THAT** pursuant to the provisions of Section 161 and other applicable provisions (including any modification(s) or re-enactment thereof), if any, of the Companies Act, 2013, and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") Mr. Nitin Atmaram Sarfare (DIN-05182388), who was appointed as an Additional Director (in the capacity of a Non Executive Independent Director) of the company by the Board of Directors at its meeting held on 19<sup>th</sup> April, 2024 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term expires at the

ensuing General Meeting of the Company and for the appointment of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director be and is hereby appointed as a Non-Executive Independent Director of the Company".

**"RESOLVED THAT** pursuant to the provisions of sections 149, 150, and 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made there under and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the company, Mr. Nitin Atmaram Sarfare (DIN-05182388) who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the company to hold office for a term of 5 (five) consecutive years commencing from 19<sup>th</sup> April, 2024 to 18<sup>th</sup> April, 2029, whose period of office will not be liable to determination by retirement of directors by rotation.

**"RESOLVED FURTHER THAT** the Board of Directors and / or Company Secretary 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."

**ITEM NO. 6 :- Increase in the Limit of Investment by Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs) And Non-Resident Indians (NRIs) in the Company's Equity Share Capital**

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

**"RESOLVED THAT** pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2019, Master Direction on Foreign Investment in India issued by the RBI, Foreign Exchange Management (Non- debt Instruments) Rules, 2020 as amended from time to time, the Consolidated FDI Policy as amended, and all other applicable Rules, Regulations, Circulars, Notifications, Guidelines, Directions issued by Reserve Bank of India and laws (including any statutory modifications or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India ( Foreign Portfolio Investors) Regulations 2019 as amended from time to time and all applicable Rules, Regulations, Circulars and other applicable laws for the time being in force and subject to all applicable approvals, consents, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, 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 authorized Committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit Foreign Institutional Investors (FIIs) including their sub-accounts registered with the Securities and Exchange Board of India (SEBI) and

Registered Foreign Portfolio investors (RFPIs) registered under The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts, shares of the Company upto an aggregate limit of 74% (Seventy Four per cent) of the paid-up equity share capital on fully diluted basis for the time being, provided, however, that the equity shareholding of each FII /RFPIs on his own account and on behalf of each of SEBI approved sub-account in the Company may exceed such limits as are applicable or may be prescribed, from time to time, under applicable acts, laws, rules and regulations, including any statutory modification (s) or re-enactment (s) thereof for the time being in force.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2019, Master Direction on Foreign Investment in India issued by the RBI, Foreign Exchange Management (Non- debt Instruments) Rules, 2020 as amended and all other applicable Rules, Regulations, Circulars, Notifications, Guidelines, Directions issued by Reserve Bank of India and laws (including any statutory modifications or re-enactment thereof for the time being in force) consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit Non Resident Indians (NRIs) to acquire and hold in their own account not exceeding the aggregate limit of 74% of the paid up Equity Share Capital of the Company on fully diluted basis or such limit as are or may be prescribed from time to time under applicable laws, rules and regulations;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Director/ Company Secretary of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including without limitation intimating the Reserve Bank of India and the depositories of the increase in investment limits of non-resident Indians / FPIs / FIIs etc. in the equity shares of the Company and to comply with all other requirements in this regard;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of Directors or any Director or Officer of the Company.”

**ITEM NO 7. Adoption of Memorandum of Association of the Company as per Companies Act, 2013.**

**To consider and if thought fit, to pass the following resolution as a Special resolution.**

**“RESOLVED THAT** pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this



regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee), consent of the members be and is hereby accorded to adopt the new Memorandum of Association as per the Companies Act, 2013 in place of the existing Memorandum of Association with no change in existing Clause III (A) containing the Main Objects, copy of which is placed before the meeting.

**RESOLVED FURTHER THAT** the existing Clause III B containing the title "Objects Incidental or Ancillary to the attainment of Main Objects" be and is hereby retitled as "Matters which are necessary for furtherance of the Objects specified in Clause III(A).

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**ITEM NO 8:- Adoption of New set of Articles of Association of the Company**

**To consider and if thought fit, to pass the following resolution as a Special resolution.**

**"RESOLVED THAT** pursuant to and in accordance with the provisions of Section 14 of the Companies Act, 2013 ("Act") and all other applicable provisions, if any, of the Act or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), the new set of Articles of Association of the Company as per Table F, as available for inspection in the registered office of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company."

**"RESOLVED FURTHER THAT** Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution."

**ITEM NO. 9 :- Change in Company's Name**

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

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13, 14 and 15 read with (Incorporation) Rules, 2014, ( the "Rules")and other applicable provisions if any of the companies Act, 2013 read with ( Management and Administration) Rules, 2014 ( the "rules") including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the approval of the Central Government, Registrar of Companies, Maharashtra, Mumbai under Ministry of Corporate Affairs, Stock Exchanges where the shares of the company are listed and other authorities as may be applicable and subject to such terms, conditions, amendments or modifications, as may be required or suggested by Statutory authorities, the name of the company be and is hereby changed from "**Indian Bright Steel Co. Limited**" to "**Azad International**

**Mobility Limited**” or such other name as may be made available for adoption by the Government of India, Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre.”

**RESOLVED FURTHER THAT** pursuant to Section 13, 14, 15 and other applicable provisions, if any of the Companies Act, 2013 (including any modification or re-enactment thereof) the name of the company “**Indian Bright Steel Co. Limited**” where ever it appears in the Memorandum and Articles of Association of the company or elsewhere; be substituted by the new name “**Azad International Mobility Limited**” or such other name as may be made available for adoption by the by the Government of India, Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board of Directors and/or Company Secretary be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the change of name thereof with the Registrar of Companies, Maharashtra, Mumbai and stock exchange and to resolve and settle all questions and difficulties that may arise in the proposed change of name and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders 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;

**RESOLVED FURTHER THAT** the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members.”

**ITEM NO. 10 :- Authorization for Borrowing Money in excess of Limit**

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder, the consent of the members of the Company be and is hereby accorded by way of special resolution, to the Board of Directors of the Company ("**Board**") for borrowing from time to time, as it may think fit, any sum or sums of money in any currency on such terms and conditions as the Board may deem fit, by way of loans, issuance of bonds, notes, debentures or other securities whether convertible into equity/preference shares or not, from banks, financial or other institution(s), investors, mutual fund(s), or any other persons, up to an aggregate amount of Rupees **200 Crores** (Rupees Two Hundred Crores) notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the

paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, of Directors and/or Company Secretary the Board be and is hereby authorized severally to sign and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns as may be required."

**ITEM NO. 11:- Creation of Charges, Mortgages, Hypothecation on the Immovable And Movable Properties of the Company.**

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

"**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made there under, consent of the members of the Company be and is here by accorded by way of a special resolution to the Board of Directors ("**Board**") of the Company to pledge, mortgage, lien, hypothecate and/or create charge, whether fixed or floating (in addition to any other hypothecation , pledge, lien, mortgage, charges created/to be created by the Company), in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the immovable properties and movable assets (both tangible and intangible) of the Company, both present and future, and the whole or substantially the whole of the undertaking(s) or any properties of the Company where so ever situated ,in favor of banks, financial institutions, investors, debenture holders or any other lenders and their agents or trustees (together, the "**Lenders**") to secure any borrowings, debentures, financial assistance or financial indebtedness availed by the Company or any third party from time to time (including without limitation, the due payment of the principal and/or together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges and expenses and all other monies payable by the Company) (together, the "**Financial Indebtedness**") in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s) in respect of the Financial Indebtedness, on such terms and conditions as may be agreed between the Company and any Lender(s), provided that the maximum extent of the Financial Indebtedness secured by the assets of the Company does not exceed Rupees **200 Crores** (Rupees Two Hundred Crores) at any time;

**RESOLVED FURTHER THAT** the pledge, mortgage, lien, hypothecation and/or charge created or to be created and all agreements, deeds, instruments or documents executed or to be executed and all acts necessary in terms of this resolution required to be done by the Company or the Board are hereby approved, confirmed and ratified;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors and/or Company Secretary be and is hereby authorized severally to sign and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns as may be required.”

**ITEM NO. 12 :- Approval of material related party transactions of the Company with Azad Coach Builders Pvt Ltd**

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014) and pursuant to Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), as amended from time to time, read with circulars issued by Securities and Exchange Board of India dated 30th March, 2022 and 8th April, 2022 and the Company’s Policy on materiality of and dealing with related party transactions and pursuant to the omnibus approval granted by the Audit Committee, approval of the members of the Company be and is hereby accorded to material related party transactions of the Company with Azad Coach Builders Pvt. Limited, which inter-alia are in the nature of sale, purchase or supply of goods or materials, availing or rendering of services, leasing/renting of property of any kind and paying/receiving the rent or giving/receiving the security deposit for such property, selling or otherwise disposing off or buying property of any kind including plant and equipment, reimbursements to be made or received (“Transactions”), entered into or to be entered into in ordinary course of business and on arm’s length basis, which taken together during a financial year may exceed 10% of the Annual Consolidated Turnover of the Company as per the last audited financial statements, provided that aggregate amount of all such Transactions taken together during a Financial Year shall not exceed Rs. ` 100,00,00,000/- (Rupees One Hundred Crores) and that the approval of the members shall be valid from the date of passing of this resolution for a period of one year.

**RESOLVED FURTHER THAT** the approval of members be and is hereby accorded to Related Party Transactions with Azad Coach Builders Pvt. Limited which may be entered into by the Company, where the need for such transactions cannot be foreseen and requisite details are not available, provided that the value of such transactions does not exceed Rs. 50,00,00,000/- (Rupees Ffity Crore) per transaction provided that aggregate value of such transactions taken together with the Transactions entered into during a Financial Year in aggregate shall not exceed the aforesaid limits of Rs. 100,00,00,000/- (Rupees One Hundred Crores) provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is / are carried out at an arm’s length basis and in the ordinary course of business.

**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to the Board of Directors and/or Company Secretary of the Company (which includes any Committee of the Board) to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

**ITEM NO. 13 :- To approve transactions under Section 185 of the Companies Act, 2013.**

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

**“RESOLVED THAT** pursuant to Section 185 of the Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017) (“said sections”) read with section 186 of Companies Act, 2013 (including any statutory modification(s) or reenactment thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded for advancing loan and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity which is an associate or joint venture or a company or any other person (said entity(ies)) covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding Rs. 200,00,00,000/- (Rupees Two Hundred Crores only) in its absolute discretion deem beneficial and in the best interest of the Company;

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and/or Company Secretary of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

**By Order of the Board of Directors  
For Indian Bright Steel Co. Limited,**

Vedant Bhatt  
Company Secretary & Compliance Officer

Place: Mumbai  
Dated: 20<sup>th</sup> April, 2024

**Registered Office:**

Aurum Platz, Pandita Ramabai Marg,  
B.N. Cross Lane, Mumbai,  
Maharashtra: 400 007

**Website:** [www.indianbrightsteelco.com](http://www.indianbrightsteelco.com)

**CIN:** L13209MH1960PLC011794

## Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy / proxies to attend and vote instead of himself and the proxy need not be a member of the company.
2. In compliance with the aforesaid MCA circulars and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 issued by Securities and Exchange Board of India ('SEBI'), Notice of the EOGM is being sent only through electronic mode to those members whose e-mail addresses are registered with the company's registrar and share transfer agent/depositories. Members may note that the Notice of EOGM will also be available on the company's website [www.indianbrightsteelco.com](http://www.indianbrightsteelco.com), websites of the stock exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>
3. In accordance with the amendments to Regulation 40 of the Listing Regulations, Securities and Exchange Board of India (SEBI), decided that requests for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited or Central Depository Services (India) Limited). Members holding shares in Physical Form are requested to consider converting their holding to dematerialized form in order to eliminate all risks associated with physical shares. Members can contact the Registrar and Transfer Agent (RTA) in this regard. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts.
4. In furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to register their Email ID with the Company or with the Registrar and Transfer Agents.
5. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification.
6. Members who are holding shares in identical order or names in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in Physical Form can submit their PAN details to the Company.
8. In order that the appointment of a proxy is effective the instrument appointing a proxy must be received at the registered office of the company not later than forty-eight hours before the commencement of the meeting.

9. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the company carrying voting rights. A member holding more than ten (10) percent of the total share capital of the company carrying voting rights may appoint a single person only as a proxy and such person shall not act as proxy for other shareholder.
10. Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting pursuant to Section 113 of the Companies Act 2013 are requested to send the Company a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
11. As per the provisions of Section 72 of the Act, facility for making nomination is available to Individuals holding shares in the Company. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members may download the Nomination Form from the Company's website at [www.indianbrightsteel.com](http://www.indianbrightsteel.com). Members holding shares in demat mode should file their nomination with their Depository Participant (DPs) for availing this facility.
12. Members may please note that SEBI vide its circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3rd November 2021 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at [www.indianbrightsteelco.com](http://www.indianbrightsteelco.com). Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.
13. Member's proxies and Authorized representative are requested to bring to the meeting; the attendance slips enclosed duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.
14. Any change of particulars including address, bank mandate and nomination for shares held in Demat form, should be notified only to the respective Depository Participants where the Member has opened his/her Demat account. The Company or its share transfer agent will not act on any direct request from these Shareholders for change of such details. However, requests for any change in particulars in respect of shares held in physical form should be sent to our RTA.
15. In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.

16. The register of directors and key managerial personnel and their shareholding maintained under Section 170 of the Companies Act 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during (02.00 pm to 04.00 pm) on all working days, up to and including the date of the Extra Ordinary General Meeting of the Company.
18. A member can opt only for one mode of voting i.e either through e-voting or by Ballot. If Member casts vote by both modes, then voting done through e- voting shall prevail and Ballot shall be treated as invalid.
19. As per SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 the transfer of shares in physical mode is not allowed from 1st April 2019. Hence members are requested to dematerialize their shares. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization which include easy liquidity since trading is permitted in dematerialized form only electronic transfer savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
20. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) Tuesday the 7<sup>th</sup> May, 2024.
21. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business of the Notice is annexed hereto.
22. Ms. Janki Brahmhatt, Company Secretary in Practice, has been appointed as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
23. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
24. The Results shall be declared on or after the Extra Ordinary General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of NSDL and communicated to the BSE Limited.



**THE PROCEDURE TO LOGIN TO E-VOTING WEBSITE CONSISTS OF TWO STEPS AS DETAILED HEREUNDER:**

The remote e-voting period begins on 11<sup>th</sup> May, 2024 at 09:00 A.M. and ends on 13<sup>th</sup> May, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 7<sup>th</sup> May, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 7<sup>th</sup> May, 2024.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A. Login method for e-Voting for Individual shareholders holding securities in demat mode:**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select “ <b>Register Online for IDeAS Portal</b> ” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>

2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

3. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing Myeasi username & password.

	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**IMPORTANT NOTE:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATED TO LOGIN THROUGH DEPOSITORY I.E. NSDL AND CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

1. Visit the e-Voting website of NSDL Open web browser by typing the following URL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at [www.eservices.nsdl.com](http://www.eservices.nsdl.com) with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details will be as per details given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID  (For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID  (For example, if your Beneficiary ID is 12***** then your user ID is 12*****).
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company.  (For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).

5. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?

- i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a. Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d. Members can also use the One Time Password (OTP) based on login for casting the votes on the e-Voting systems of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system:**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of the Company.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csjbrahmbhatt@gmail.com](mailto:csjbrahmbhatt@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Other Instructions:**

1. The e-voting period commences on Saturday, 11<sup>th</sup> May, 2024 (9.00 a.m. IST) and ends on Monday the 13<sup>th</sup> May, 2024 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on 7<sup>th</sup> May, 2024, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
2. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.
3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

4. The Scrutinizer shall, immediately after the conclusion of voting at the Extra Ordinary General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
5. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.indianbrightsteel.com](http://www.indianbrightsteel.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately.
6. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the registered office of the Company.

**By Order of the Board of Directors  
For Indian Bright Steel Co. Limited,**

Vedant Bhatt  
Company Secretary & Compliance Officer  
Place: Mumbai  
Dated: 20<sup>th</sup> April, 2024

**Registered Office:**

Aurum Platz, Pandita Ramabai Marg,  
B.N. Cross Lane, Mumbai,  
Maharashtra: 400 007

**Website:** [www.indianbrightsteel.com](http://www.indianbrightsteel.com)

**CIN:** L13209MH1960PLC011794



## ANNEXURE TO NOTICE

### **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

#### **ITEM NO 1.**

The Company was engaged in the business of manufacturing & trading of steel and allied products in India. The Shareholders at their Extra Ordinary General Meeting held on 16<sup>th</sup> December, 2023 had passed a resolution for change in object clause i.e. manufacturing of Electric Buses and Coaches etc. to venture into a new line of business for its future business growth

Mr. Bupinder Singh Chadha is the Founder of Azad Group in Year 1957 at Delhi, India. At a very young age of 21 years, took the control and incorporated a company namely Azad Coach Builders Private Limited with an aim of manufacturing Bus Body for India's Southern State.

Mr. Bupinder Singh Chadha is a seasoned Businessman, working for last 55 years and had set up many bus body manufacturing plants in India and outside India in collaboration with respective Countries Government, and exported buses from India.

Mr. Chadha has received Business Excellence Award in 1996 Mr. Chadha's Long Terms Visions supported Azad Group's Success and his Business acumen had succeeded Azad Coach to implement and execute Multiple Technology Transfers and joint Ventures.

Mr. Chadha's has a vision is to become a Market Leader in Electric Intercity Bus manufacturing by setting up Integrated Design, Engineering and Manufacturing Facility in India with Advance Technology.

In view of this background, the Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 19<sup>th</sup> April, 2024, approved the appointment of Mr. Bupinder Singh Chadha (DIN: 00151568) as an Additional Director as Managing Director of the Company for a period of three years, with effect from 19<sup>th</sup> April, 2024, subject to approval of shareholders at the forthcoming General Meeting. Mr. Bupinder Singh Chadha is also one of the promoters of the Company.

As per the requirement of sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the prescribed rules of the Companies Rules, 2014, the Board has upon the recommendation of the Nomination & Remuneration Committee, approved the appointment of Mr. Bupinder Singh Chadha as Managing Director (MD) at Board Meeting held on 19<sup>th</sup> April 2024.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a director to strengthen the management of the Company.

In accordance with Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a special resolution is passed to that effect and As per Companies Act, 2013, Section 196(3) No company shall appoint or continue the employment of any person as managing director, whole-time director or manager who is below the age of twenty-one years or has attained the age of seventy years; Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution.

Hence the approval of the shareholders is sought for the appointment of Mr. Bupinder Singh Chadha as a Managing Director on the Board of the Company who has turn the age of 76 years. His brief profile is given below:

Qualification	Mr Bupinder Singh Chadha holds a degree in Bachelor of Arts from Delhi University.
Nature of Expertise	Business, Technical & Management
Expertise	Mr Bupinder Singh Chadha has been associated in the fields of us Body Building business for more than four decades.
Relationship with Other Director	Charnjit Singh Chadha (brother)
Directorship in other Public Listed companies as on 31.3.2024	-
No of shares held in the Company as on date	2,12,077 Equity shares and 48,60,000 Warrants convertible into Equity shares.

The Board is of the opinion that the appointment of Mr. Bupinder Singh Chadha as Managing Director would be in the interest of the Company and it is desirable to continue to avail services of Mr. Bupinder Singh Chadha as Managing Director due to his expertise, knowledge and extensive experience regardless of his age. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Bupinder Singh Chadha as Managing Director, for the approval by the shareholders of the Company.

Mr. Bupinder Singh Chadha has attained the age of 76, hence in accordance with proviso to Section 196 (3)(a), the Company seeks consent of the members by way of special resolution for continuation of his holding the office of Managing Director even after attaining the age of 75 years during the currency of his proposed tenure.

The terms and conditions are set out herein below:

**1. TENURE OF APPOINTMENT:**

The appointment of Mr. Bupinder Singh Chadha as Managing Director is for a period of 3 years with effect from 19<sup>th</sup> April, 2024.

**2. DUTIES AND RESPONSIBILITIES:**

Mr. Bupinder Singh Chadha, the 'Managing Director' of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

**3. REMUNERATION:**

No remuneration, compensation or financial benefits of any kind will be provided to Mr. Bupinder Singh Chadha in exchange of his service.

**4. OTHER TERMS OF APPOINTMENT:**

- a) The terms and conditions of the appointment of Mr. Bupinder Singh Chadha may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Bupinder Singh Chadha, subject to such approvals as may be required.
- b) The appointment may be terminated by either party by giving to the other party one month notice of such termination.
- c) The employment of Mr. Bupinder Singh Chadha may be terminated by the Company without notice or payment in lieu of notice:
  - (i) If Mr. Bupinder Singh Chadha is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company to which he is required to render services; or
  - (ii) In the event of any serious, repeated or continuing breach (after prior warning) or non-observance by Mr. Bupinder Singh Chadha of any of the stipulations contained herein as no separate agreement shall be executed between the Company and Mr. Bupinder Singh Chadha; or
  - (iii) In the event the Board expresses its loss of confidence in Mr. Bupinder Singh Chadha;
- d) In the event Mr. Bupinder Singh Chadha is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

e) Upon the termination by whatever means of the employment of Mr. Bupinder Singh Chadha he shall immediately tender his resignation from offices held by him without claiming for compensation for loss of office and shall not without the consent of the Company at any time thereafter represent himself as connected with the Company.

f) Mr. Bupinder Singh Chadha will be liable to retire by rotation.

Disclosure pursuant to the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and Secretarial Standard - 2 on General Meeting is provided as annexure to this Notice.

The Company has received from Mr. Bupinder Singh Chadha (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member, proposing the candidature of Mr. Bupinder Singh Chadha for appointment.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Bupinder Singh Chadha (DIN: 00151568), requires approval of the Members by way of special resolution.

Except Mr. Bupinder Singh Chadha and Mr. Charnjit Singh Chadha being relative no other Director, Key Managerial Personnel of the company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution.

The Board of Directors recommend passing of the special resolution set out in Item No. 1 of this Notice.

## **ITEM NO 2.**

Mr. Charnjit Singh Chadha has more than 43 Years of experience in Operation and Manufacturing in Bus Body Manufacturing. He had worked jointly with Volvo Buses in technology transfer and executing the plan on the ground.

Mr. Charnjit Singh Chadha, had experience in setting up manufacturing plant for Bus Body Manufacturing. He is Known for his Operation skill in the Bus Industry, he manufactured and delivered Intercity Coach and Intracity Buses for various state government and private operators. Mr. Charnjit Singh Chadha has a vision to make Zero Carbon Manufacturing Plant with enhanced Manufacturing capacity.

In view of this, the Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 19<sup>th</sup> April, 2024, approved the appointment of Mr. Charnjit Singh Chadha (DIN: 00151726) as an Additional Director designated as Executive Director of the Company for a period of three years, with effect from 19<sup>th</sup> April, 2024, subject to approval of shareholders at the forthcoming General Meeting. His brief profile is given below:

Qualification	Mr Charanjit Singh Chadha holds a degree in Bachelor of Arts (Honours) in History from Delhi University.
Nature of Expertise	Business, Technical & Management
Expertise	Mr Charanjit Singh Chadha has been associated in the fields of us Body Building business for more than four decades.
Relationship with Other Director	Bupinder Singh Chadha (brother)
Directorship in other Public Listed companies as on 31.3.2024	-
No of shares held in the Company as on date	1,41,385 Equity shares and 32,40,000 Warrants convertible into Equity shares.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of his qualifications, experience and other attributes, that his induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a director to strengthen the management of the Company.

The Company has received from Mr. Charnjit Singh Chadha (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & 7 | Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Act. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member, proposing the candidature of Mr. Charnjit Singh Chadha for appointment.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Charnjit Singh Chadha (DIN: 00151726), requires approval of the Members by way of special resolution.

The terms and conditions of the appointment and remuneration payable to Mr. Charnjit Singh Chadha (DIN: 00151726) are as follows.

The terms and conditions are set out herein below:

- **TENURE OF APPOINTMENT:**

The appointment of Mr. Charnjit Singh Chadha as Managing Director is for a period of 3 years with effect from 19<sup>th</sup> April, 2024.

- **DUTIES AND RESPONSIBILITIES:**

Mr. Charnjit Singh Chadha, the 'Executive Director' of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

- **REMUNERATION:**

No remuneration, compensation or financial benefits of any kind will be provided to Mr. Charnjit Singh Chadha in exchange of his service.

- **OTHER TERMS OF APPOINTMENT:**

The terms and conditions of the appointment of Mr. Charnjit Singh Chadha may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Bupinder Singh Chadha, subject to such approvals as may be required.

- The appointment may be terminated by either party by giving to the other party one month notice of such termination.
- The employment of Mr. Charnjit Singh Chadha may be terminated by the Company without notice or payment in lieu of notice:
- If Mr. Charnjit Singh Chadha is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company to which he is required to render services; or
- In the event of any serious, repeated or continuing breach (after prior warning) or non-observance by Mr. Charnjit Singh Chadha of any of the stipulations contained herein as no separate agreement shall be executed between the Company and Mr. Charnjit Singh Chadha; or
- In the event the Board expresses its loss of confidence in Mr. Charnjit Singh Chadha;

- In the event Mr. Charnjit Singh Chadha is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- Upon the termination by whatever means of the employment of Mr. Charnjit Singh Chadha, he shall immediately tender his resignation from offices held by him without claiming for compensation for loss of office and shall not without the consent of the Company at any time thereafter represent himself as connected with the Company.
- Mr. Bupinder Singh Chadha will be liable to retire by rotation.

Disclosure pursuant to the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and Secretarial Standard - 2 on General Meeting is provided as annexure to this Notice.

Except Mr. Charnjit Singh Chadha and Mr. Bupinder Singh Chadha being relative no other Director, Key Managerial Personnel of the company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution.

The Board of Directors recommend passing of the special resolution set out in Item No. 2 of this Notice.

### **ITEM NO. 3**

Mrs. Sheetal Bhavin Nagda (DIN-07179841), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director in the capacity of a Non-Executive Independent Director with effect from 14<sup>th</sup> February, 2024 by the Board of Directors in accordance with of the Articles of Association and sections 149(6), 161 and Schedule IV of the Companies Act 2013 ("the Act") and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per section 161 of the Act, Mrs. Sheetal Bhavin Nagda holds office upto the date of the General Meeting of the Company. The Company has also received a declaration of independence from Mrs. Sheetal Bhavin Nagda. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director of the Company and also provided declaration to the effect that she is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of her knowledge, skills and invaluable expertise related to the industry of the company, it is proposed to appoint Mrs. Sheetal Bhavin Nagda as an Independent Non-Executive Director of the company in terms of section 149 read with section 152 of the Companies Act, 2013. In terms of sections 149 and 152 of the Companies Act, 2013, Mrs. Sheetal Bhavin Nagda is not liable to retire by rotation. Mrs. Sheetal Bhavin Nagda if appointed, will hold office for a consecutive term of 5 years commencing from 14<sup>th</sup> February, 2024.

In the opinion of the Board, Mrs. Sheetal Bhavin Nagda fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director and that she is independent of the Management.

Disclosure pursuant to the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and Secretarial Standard - 2 on General Meeting is provided as annexure to this Notice.

Except Mrs. Sheetal Bhavin Nagda no other Director, Key Managerial Personnel of the company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution.

The Board of Directors recommend passing of the resolution set out in Item No. 3 of this Notice.

#### **ITEM NO. 4**

Mr. Ramesh Chandra Pareek (DIN- 00454989), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director in the capacity of a Non-Executive Independent Director with effect from 20<sup>th</sup> April, 2024 by the Board of Directors in accordance with of the Articles of Association and sections 149(6), 161 and Schedule IV of the Companies Act 2013 ("the Act") and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per section 161 of the Act, Mr. Ramesh Chandra Pareek holds office upto the date of the General Meeting of the Company. The Company has also received a declaration of independence from Mr. Ramesh Chandra Pareek. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company and also provided declaration to the effect that he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of his knowledge, skills and invaluable expertise related to the industry of the company, it is proposed to appoint Mr. Ramesh Chandra Pareek as an Independent Non-Executive Director of the company in terms of section 149 read with section 152 of the Companies Act, 2013. In terms of sections 149 and 152 of the Companies Act, 2013, Mr. Ramesh Chandra Pareek is not liable to retire by rotation. Mr. Ramesh Chandra Pareek if appointed, will hold office for a consecutive term of 5 years commencing from 20<sup>th</sup> April, 2024.

In the opinion of the Board, Mr. Ramesh Chandra Pareek fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the Management.

Disclosure pursuant to the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and Secretarial Standard - 2 on General Meeting is provided as annexure to this Notice.



Except Mr. Ramesh Chandra Pareek no other Director, Key Managerial Personnel of the company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution.

The Board of Directors recommend passing of the resolution set out in Item No. 4 of this Notice.

#### **ITEM NO. 5**

Mr. Nitin Atmaram Sarfare (DIN-05182388), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director in the capacity of a Non-Executive Independent Director with effect from 20<sup>th</sup> April, 2024 by the Board of Directors in accordance with of the Articles of Association and sections 149(6), 161 and Schedule IV of the Companies Act 2013 ("the Act") and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per section 161 of the Act, Mr. Nitin Atmaram Sarfare holds office upto the date of the General Meeting of the Company. The Company has also received a declaration of independence from Mr. Nitin Atmaram Sarfare. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company and also provided declaration to the effect that he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of his knowledge, skills and invaluable expertise related to the industry of the company, it is proposed to appoint Mr. Nitin Atmaram Sarfare as an Independent Non-Executive Director of the company in terms of section 149 read with section 152 of the Companies Act, 2013. In terms of sections 149 and 152 of the Companies Act, 2013, Mr. Nitin Atmaram Sarfare is not liable to retire by rotation. Mr. Nitin Atmaram Sarfare if appointed, will hold office for a consecutive term of 5 years commencing from 20<sup>th</sup> April, 2024.

In the opinion of the Board, Mr. Nitin Atmaram Sarfare fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the Management.

Disclosure pursuant to the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 and Secretarial Standard - 2 on General Meeting is provided as annexure to this Notice.

Except Mr. Nitin Atmaram Sarfare no other Director, Key Managerial Personnel of the company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution.

The Board of Directors recommend passing of the resolution set out in Item No. 5 of this Notice.

#### ITEM NO. 6: -

In terms of the Foreign Exchange Management Act, 1999 (FEMA), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2019, Master Direction on Foreign Investment in India issued by the RBI, Foreign Exchange Management (Non- debt Instruments) Rules, 2020 as amended read with relevant Notifications/circulars / Press Notes/ Press Releases issued by the Department of Industrial Policy and Promotion and the Reserve Bank Of India in connection with foreign investment, the Foreign Institutional Investors (FIIs) class has been re-classified as Registered Foreign Portfolio Investors (RFPIs). Further, FIIs registered with Securities and Exchange Board of India (SEBI) including their sub accounts are subsumed under this new category viz. RFPIs. The aggregate holdings of RFPIs and deemed RFPIs put together shall not exceed 74% and NRIs can in aggregate hold upto 74% of paid-up Equity Capital of the Company. However, this limit of 74% for FIIs/RFPIs and 74% for NRIs may be increased upto the sectoral cap applicable to the Company which is 100% of the Paid-up capital, with the approval of the Board of Directors (Board) and the shareholders of the Company by way of a Special Resolution.

The Resolution set out at Item No. 6 of the Notice will also enable the FIIs/ RFPIs and NRIs to acquire shares of the Company through Stock Exchange within the revised ceiling under the Portfolio Investment Scheme of the Reserve Bank of India.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Your directors recommend the resolution set out at item no. 6 for your approval as a Special Resolution.

#### ITEM NO. 7

The object clause (Clause III) of the Memorandum of Association ("MOA") of the Company, as presently in force, is based on the erstwhile Companies Act, 1956. According to the Companies Act, 2013, the companies are required to have only "the objects to be pursued by the company and matters which are necessary for furtherance of the objects specified".

Hence, the existing Clause III (B) containing the title "**Objects Incidental or Ancillary to the attainment of Main Objects**" is retitled as "**Matters which are necessary for furtherance of the Objects specified in Clause III (A)**".

Further in terms of provisions of the Companies Act, 2013, MOA shall not consist of other object clause. Therefore, it is considered expedient to replace the existing MOA by a new set MOA to incorporate the aforesaid object clause as per the Companies Act, 2013.

As per the provisions of section 4 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 the Memorandum of Association of the Company will no longer carry other objects Clause.

Hence your approval is sought by voting in terms of the provisions of Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

The new set of MOA to be substituted in place of the existing MOA are in the format prescribed under 'Table A' of the Act which sets out the model MOA for a Company limited by shares. Copy of the draft Memorandum of Association of the Company would be available for inspection by the members at the Registered Office of the Company on any working day between 2 P.M. to 4 P.M. upto and including the date of EOGM and also at the venue of the meeting.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Your directors recommend the resolution set out at item no. 7 for your approval as a Special Resolution.

#### **ITEM NO. 8**

The Articles of Association ("AoA") of the Company is presently in force since its incorporation of the Company. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act').

The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act, several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013.

Hence the Board of Directors at its meeting held on April 20, 2024 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 02.00 p.m. to 4.00 p.m.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

#### **ITEM NO. 9**

The Board of directors of the company at their meeting held on Wednesday the 22<sup>nd</sup> November, 2023 has entered the Share Sale and Subscription Agreement (SSA) and proposes to acquire the entire shareholding from the existing shareholders of Azad Coach Builders Private Limited.

In view of the Share Sale and Subscription Agreement, the Board of Directors of the company decided to change the name of the company as the old name is not in line with the revised objects of the company. Hence in order to ensure that the name of the company adequately reflects the business being carried on by the Company, it is proposed to appropriately change the name of the company from **Indian Bright Steel Co. Limited to Azad International Mobility Limited** or such other name as may be made available for adoption by the Government of India, Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre.

The amendment shall be effective upon the Registration of the Resolution with the Registrar of Companies Maharashtra, Mumbai.

The proposed amendment to the Name Clause will reflect the activities to be carried on by the company.

The proposed change of name requires the approval of shareholders through special resolution pursuant to the provisions of section 13, 14 and 15 of the Companies Act, 2013 and the stock exchange where the shares of the Company are listed.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Your directors recommend the resolution no. 9 for your approval as a Special Resolution.

## **ITEM NO. 10 & 11**

Keeping in view the Company's existing and future financial requirements to support its business operations and for effective implementation of the business process, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits to Rs. 200 Crores for the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Further, the said borrowing/issue of securities may be required to be secured by way of mortgage / charge over all or any part of the movable and / or immovable properties of the Company and as per the provisions of Section 180(1)(a) of the companies Act, 2013, creation of mortgage or charge on all or any part of the moveable and/or immovable properties of the company, covered under the provisions of the said Section and hence requires the approval from the shareholders of the Company by way of Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Accordingly, Board recommends the respective special resolutions under section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 as mentioned in Item No. 10 & 11 of the for your approval as a Special Resolution.

## **ITEM NO. 12**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in the said section requires a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

Further, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") also stipulates that all material related party transactions shall require prior approval of the shareholders through resolution.

The Securities and Exchange Board of India ('SEBI'), vide its notification dated November 09, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ('Amendments') introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI LODR. The aforesaid amendments inter-alia includes replacing of current threshold i.e. 10% (ten per cent) of the listed entity's consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders' approval with the threshold of Rs. 1000 crores (Rupees One thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

This necessitates prior approval of the Shareholders for certain Related Party Transactions of the Company considered material under the provisions of the said Regulation 23, and hence Resolution at item no. 12 of this Notice.

Both the Companies viz Indian Bright Steel Co Ltd and Azad Coach Builders Pvt Ltd are engaged in same line of business of manufacturing electric buses and coaches thereby acting as crucial supply chain by providing with the necessary inputs by way of working capital, setting up facilities, procuring land, machineries etc. and Setting up of these projects, requires some inter-company business transactions like extending funds for business operations, sale / purchase of products and other business support services. Such transactions, though they are for furthering business operations of each other, constitute related party transactions. The Management of both the Companies are being run by Mr. Bupinder Singh Chadha and Mr. Charnjit Singh Chadha because of which item No 12 is presented before the members for their approval.

The Management has provided the Audit Committee with the relevant details of the various proposed related parties transaction including rationale, material terms and basis of pricing. All Independent Directors of the Audit Committee, after reviewing all necessary information, have granted approval for entering into the Related Parties Transactions (RPTs). The Audit Committee has noted that the RPT's to be entered will be in the ordinary course of business of both the parties and at an arms' length basis.

Considering the quantum of transactions and the extended framework for related party transactions under the amended SEBI Listing Regulations, approval of the Members is sought as per the requirements of Regulation 23 of the SEBI Listing Regulations read with SEBI Circular No.SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated 30th March 2022, details of which are mentioned herein in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated 22nd November 2021.

Particulars	Remarks
Name of the related party;	Azad Coach Builders Private Ltd (ACBPL)
Name of the director or key managerial personnel who is related, if any;	<p>None of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise in the Resolution set out at Item No. 12.</p> <p>However, Mr. Bhuinder Singh Chadha and Mr. Charnjit Singh Chadha Directors of the Company are nominated on the Board of the Company by Azad Coach Builders Private Ltd and are in whole-time employment of Azad Coach Builders Private Ltd. Hence, they may be concerned or interested in the resolution to the extent of their employment or shareholding in the Azad Coach Builders Private Ltd.</p>
Nature of relationship;	Common Directorship
Nature, material terms, monetary value and particulars of the contract or arrangements;	<p>Transactions are in the nature of sale, purchase or supply of goods or materials, availing or rendering of services, leasing/renting of property of any kind and paying/receiving the rent or giving/receiving the security deposit for such property, selling or otherwise disposing off or buying property of any kind including plant and equipment, reimbursements to be made or received. All the transactions are transacted on arm's length basis and are in the ordinary course of the business.</p> <p>The Audit Committee at its meeting held on 20th April 2024 has granted omnibus approval to related party transaction with ACBPL, to be entered into during FY 2024-2025 for the above-mentioned transactions up to the tune of 100 Crores rupees:</p>
Tenure of the proposed transaction (particular tenure shall be specified)	<p>The Transactions are repetitive in nature. Audit Committee of the Company considers and grants omnibus approval to the Related Party Transactions which are repetitive in nature before the commencement of a Financial Year, which is valid for one Financial Year in accordance with Regulation 23(3) of the Listing Regulations. The transactions entered into pursuant to the Omnibus Approval are placed before the Audit Committee on quarterly basis for review. In line with the same, the Audit Committee, at its meeting held on 20th April 2024 has granted its omnibus approval for the transactions to be entered into during FY 2024-25 with ACBPL. In accordance with Regulation 23(4) read with the Circular, approval of the members shall be valid for</p>

	a period of one year from the date of passing of this resolution by the members.
Justification for why the proposed transaction is in the interest of the Company	Both the Companies viz Indian Bright Steel Co Ltd and Azad Coach Builders Pvt Ltd are engaged in same line of business of manufacturing electric buses and coaches thereby acting as crucial supply chain by providing with the necessary inputs by way of working capital, setting up facilities, procuring land, machineries etc. and Setting up of these projects, requires some inter-company business transactions like extending funds for business operations, sale / purchase of products and other business support services
Where the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the Company or its subsidiary? If yes, provide the specified details as below:	No
Details of the source of funds in connection with the proposed transaction	Not applicable
Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments (Nature of indebtedness, cost of funds, tenure)	Not applicable
Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not applicable
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable
A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders;	In this case valuation report is not required.  All the Transactions with ACBPL are in the Ordinary Course of Company's business and are at Arm's Length basis.
A summary of the information provided to the Audit Committee.	All the information as provided in this table was presented to the Audit Committee.



The Related Party Transactions placed for Members' approval shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013 and shall remain within the proposed amount(s) being placed before the Members.

The existing/proposed transactions shall not, in any manner, be detrimental to the interest of shareholders and are in the best interest of the Company and its Members.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall not vote to approve the Special Resolution at Item No. 12 of the Notice.

None of the Directors, Key Managerial Personnel (except Mr. Bupinder Singh Chadha, and Mr. Charnjit Singh Chadha who are on the Board of both the Companies) and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolutions No. 12 as set out in this Notice.

Your directors recommend the said Resolutions for approval by the Members by way of Special Resolution.

### **ITEM NO. 13**

Pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017, a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting.

The Company is expected to avail and render support to other entities for the business requirement of Azad coach Builders Private Limited or any other entity. Therefore, the Company seeks the approval of the members to provide financial assistance by extending loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by entity which is associate or joint venture of the Company (in which any director (s) is or may deemed to be interested) subject to compliance requirement under the Companies Act, 2013 and rules made thereunder.

The members may note that Board of Directors shall carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the such loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

None of the Directors, Key Managerial Personnel except Mr. Bupinder Singh Chadha, and Mr. Charnjit Singh Chadha and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolutions No. 13 as set out in this Notice.

The Board proposes the Resolution at Item No. 13 of the notice for approval of the Shareholders by a Special Resolution.

**By Order of the Board of Directors  
For Indian Bright Steel Co. Limited,**

**Vedant Bhatt  
Company Secretary & Compliance Officer  
Place: Mumbai  
Dated: 20<sup>th</sup> April, 2024**

**Registered Office:**  
Aurum Platz, Pandita Ramabai Marg,  
B.N. Cross Lane, Mumbai,  
Maharashtra: 400 007  
**Website:** [www.indianbrightsteel.com](http://www.indianbrightsteel.com)  
**CIN:** L13209MH1960PLC011794

**ANNEXURE TO THE NOTICE:**

**BRIEF RESUME OF PERSONS TO BE APPOINTED / RE-APPOINTED AS DIRECTOR OF THE COMPANY AT THE GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 AND DISCLOSURE PURSUANT TO THE SEBI CIRCULAR NO. SEBI/HO/CFD/CFD-POD-1/P/CIR/2023/123 DATED JULY 13, 2023 AND SECRETARIAL STANDARD - 2 ON GENERAL MEETING IS PROVIDED AS ANNEXURE TO THIS NOTICE.**

Name of the Director	Mr. Bupinder Singh Chadha	Mr. Charnjit Singh Chadha
Date of Birth/ Age	10/01/1948	31/08/1960
Qualifications	Mr Bupinder Singh Chadha holds a degree in Bachelor of Arts from Delhi University.	Mr Charanjit Singh Chadha holds a degree in Bachelor of Arts (Honours) in History from Delhi University.
Experience/ Brief Profile and expertise in specific functional area	Mr Bupinder Singh Chadha has been associated in the fields of Bus Body Building business for more than four decades.	Mr Charanjit Singh Chadha has been associated in the fields of Bus Body Building business for more than four decades.
Justification for choosing appointee for appointment as Independent director	N.A.	N.A.
Terms and conditions of appointment or re-appointment	Refer Item No. 01 in the Explanatory Statement	Refer Item No. 02 in the Explanatory Statement
Remuneration last drawn (including sitting fees, if any)	NIL	NIL
Remuneration proposed to be paid	NIL	NIL
Date of Appointment on the Board	19.04.2024	19.04.2024
Reason for Change	Appointment	Appointment
Shareholding in the Company as on date	2,12,077 Equity shares and 48,60,000 Warrants convertible into Equity shares.	1,41,085 Equity shares and 32,40,000 Warrants convertible into Equity shares.
Relationship with other Directors, Manager & Key Managerial Personnel	Mr. Charnjit Singh Chadha is brother	Mr. Bupinder Singh Chadha is a brother
Directorships held in other Public Limited companies	-	-
Number of meetings of the Board attended during the year	-	-
Committee Memberships / Chairmanship in other companies	-	-

<b>Name of the Director</b>	<b>Mrs. Sheetal Bhavin Nagda</b>	<b>Mr. Nitin Atmaram Sarfare</b>
Date of Birth/ Age	23/02/1982	10/08/1970
Qualifications	She holds a degree of Masters of Science in Biochemistry and also holds a degree of B.Ed in Science from Mumbai University.	Mr Nitin Atmaram Sarfare is a member of The Institute of Company Secretaries of India (ICSI). He also holds a degree of Bachelors of Commerce from Mumbai University.
Experience/ Brief Profile and expertise in specific functional area	Mrs. Sheetal Nagda has an enriching experience of almost 17 years in the field of Education. She is certified Global Career Counsellor from University of California. Currently she occupies the position of Biology HOD & Facilitator in Fazlani L'Academie Globale. She started her career as a High School Biology Facilitator in Jamnabai Narsee School, Mumbai. However, her areas of service and experience extend far beyond her professional qualifications. She is dedicated to serve society by being an active member of the education committee for an NGO 'Su-Mati group'. Her honorary services also include conducting an awareness seminar for MULUND KVO on Interdisciplinary Education and imparting career guidance seminars for students.	Mr Nitin Atmaram Sarfare having in total of 25 years of experience in Secretarial and Legal sector.
Justification for choosing appointee for appointment as Independent director	Considering her Experience and skills in the her respective field, it is prudent to appoint her as her contribution will benefit the Company	He is having a vast experience in the field of Secretarial and Legal Sector.
Terms and conditions of appointment or re-appointment	Refer Item No. 03 in the Explanatory Statement	Refer Item No. 05 in the Explanatory Statement

Remuneration last drawn (including sitting fees, if any)	NIL	NIL
Remuneration proposed to be paid	-	-
Date of Appointment on the Board	14.02.2024	19.04.2024
Reason for Change	Appointment	Appointment
Shareholding in the Company as on date	-	-
Relationship with other Directors, Manager & Key Managerial Personnel	-	-
Directorships held in other Public Limited companies	Oriental Rail Infrastructure Ltd	-
Number of meetings of the Board attended during the year	2	-
Committee Memberships / Chairmanship in other companies	Oriental Rail Infrastructure Limited: Audit Committee: Member Nomination and Remuneration Committee: Member Stakeholders Relationship Committee: Member	-

<b>Name of the Director</b>	Mr. Ramesh Chandra Pareek
Date of Birth/ Age	13/08/1957
Qualifications	Mrs Ramesh Chandra Pareek holds a degree of Bachelors of Commerce.
Experience/ Brief Profile and expertise in specific functional area	Mrs Ramesh Chandra Pareek has an enriching experience of almost 35 years in the field of Accounts and Admin sector.
Justification for choosing appointee for appointment as Independent director	He is having a vast experience in the field of Accounts and Administration sector.
Terms and conditions of appointment or re-appointment	Refer Item No. 04 in the Explanatory Statement
Remuneration last drawn (including sitting fees, if any)	-
Remuneration proposed to be paid	-

Date of Appointment on the Board	19.04.2024
Reason for Change	Appointment
Shareholding in the Company as on date	-
Relationship with other Directors, Manager & Key Managerial Personnel	-
Directorships held in other Public Limited companies	-
Number of meetings of the Board attended during the year	-
Committee Memberships / Chairmanship in other companies	-

**INDIAN BRIGHT STEEL CO. LIMITED**

**Corporate Identification Number:** L13209MH1960PLC011794

**Registered Office:** "Aurum Platz", B.N. Cross Lane, Pandita Ramabai Marg, Mumbai 400007.

**Tel. No.** +91 22 30001700; **Email:** [indianbrightsteel@gmail.com](mailto:indianbrightsteel@gmail.com) ; **Web:** [www.indianbrightsteel.com](http://www.indianbrightsteel.com)

**PROXY FORM**

**(As per Form MGT -11 and Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)**

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No.	
DP ID & Client ID	

I/We, being the member(s) holding \_\_\_\_\_ shares of Indian Bright Steel Co. Limited, hereby appoint:

1. Name.....  
Address.....  
.....  
E-Mail ID.....  
Signature.....

or failing him

2. Name.....  
Address.....  
.....  
E-Mail ID.....  
Signature.....

or failing him

3. Name .....  
Address.....  
.....  
E-Mail ID.....  
Signature.....

as my/our proxy to act for me/us at the Extra ordinary general meeting of the company to be held at The Kanara Saraswat Association, Ground Floor, Association Building, Javji Dadaji Marg, Mumbai - 400007, Maharashtra on Tuesday, 14<sup>th</sup> May, 2024 at 12.30 P.M. or any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	Type of Resolution	For	Against
1	Regularisation of Additional Director, Mr. Bupinder Singh Chadha by appointing him as Managing Director of the Company:	Special		
2	Regularisation of Additional Director, Mr. Charnjit Singh Chadha by appointing him as Executive Director of the Company:	Special		
3	Regularization of Additional Director, Mrs. Sheetal Bhavin Nagda by Appointing her As an Independent Director of the Company.	Special		
4	Regularization of Additional Director, Mr. Ramesh Chandra Pareek by appointing him as an Independent Director of the Company.	Special		
5	Regularization of Additional Director, Mr. Nitin Atmaram Sarfare by appointing him as an Independent Director of the Company.	Special		
6	Increase in the limit of Investment by Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs) And Non-Resident Indians (NRIs) in the Company's Equity Share Capital	Special		
7	Adoption of Memorandum of Association of the Company as per Companies Act, 2013	Special		
8	Adoption of new set of Articles of Association of the Company	Special		
9	Change in Company's Name	Special		
10	Authorization for Borrowing Money in Excess of Limit	Special		



11	Creation of Charges, Mortgages, Hypothecation on the Immovable and Movable Properties of the Company.	Special		
12	Approval of material related party transactions of the Company with Azad Coach Builders Pvt Ltd	Special		
13	To approve transactions under Section 185 of the Companies Act, 2013.	Special		

signed this \_\_\_\_\_ day of \_\_\_\_\_, 2024

Signature of Shareholder (s) -----

Signature of Proxy Holder (s) -----

Affix Revenue stamp of Re.1/-  
(Signature across the stamp)

**Notes:**

- 1) This form of proxy must be deposited at the registered office of **Indian Bright Steel Co. Limited** at "Aurum Platz", B.N. Cross Lane, Pandita Ramabai Marg, Mumbai 400007 at least 48 hours before the commencement of this said Meeting.
- 2) All alterations made in the form of proxy should be initialed
- 3) Please affix appropriate revenue stamp before putting signature
- 4) In case of multiple proxies, the proxy later in time shall be accepted.
- 5) Proxy need not be a shareholder of **Indian Bright Steel Co. Limited**
- 6) No person shall be appointed as a proxy who is a minor.
- 7) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting results. A member holding more than 10% of the 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.

**INDIAN BRIGHT STEEL CO. LIMITED**

**Corporate Identification Number:** L13209MH1960PLC011794

**Registered Office:** "Aurum Platz", B.N. Cross Lane, Pandita Ramabai Marg, Mumbai 400007.

**Tel. No.** +91 22 30001700; **Email:** [indianbrightsteelco@gmail.com](mailto:indianbrightsteelco@gmail.com) ; **Web:** [www.indianbrightsteel.com](http://www.indianbrightsteel.com)

**ATTENDANCE SLIP**

**EXTRA-ORDINARY GENERAL MEETING OF SHAREHOLDERS ON TUESDAY THE  
14TH DAY OF MAY, 2024 AT 12.30 P.M.**

<b>Folio No.</b>	<b>DP ID</b>	<b>Client ID No.</b>

I /We hereby record my/ our presence at the Extra Ordinary General Meeting of the shareholders of Indian Bright Steel Co. Limited, held at The Kanara Saraswat Association, Ground Floor, Association Building, Javji Dadaji Marg, Mumbai - 400007, Maharashtra on Tuesday, 14<sup>th</sup> May, 2024 at 12.30 P.M.

Name of First named Member/ : -----  
Proxy/ Authorised Representative

Name of Joint Member (if any) : -----

No. of Shares : -----

Signature of Shareholder/Proxy/ Authorized Representative

*Note: Please fill up this Attendance Slip and hand it over at the entrance of the meeting hall.*

**Notes:**

1. The shareholders attending the meeting in person or by proxy or through authorized representatives are requested to complete and bring the Attendance slip with them and hand it over at the entrance of the meeting hall.
2. The shareholders who come to attend the meeting are requested to bring their copy of the notice of the Extra Ordinary general meeting.
3. The shareholders are informed that in case of joint holders attending the meeting, only such joint holders whose name stands first in the Register of Members of **Indian Bright Steel Co. Limited** in respect of such joint holding will be entitled to vote.

## ROUTE MAP OF VENUE

**Address:** The Kanara Saraswat Association, 7, Chikhawadi Rd, Talmakiwadi Co-operative Housing Society, Chikalwadi, Tardeo, Mumbai, Maharashtra 400007.

