

MINUTES OF THE 13TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ESL STEEL LIMITED (FORMERLY KNOWN AS ELECTROSTEEL STEELS LIMITED) HELD ON TUESDAY, THE 29TH SEPTEMBER, 2020, THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS(OAVM), COMMENCED AT 12:35 P.M. AND CONCLUDED AT 1:20 P.M.

Date of entry of Minutes: 10/10/2020

DIRECTORS PRESENT THROUGH VIDEO CONFERENCING:

Name	Designation	Place of Joining
Mr. Prasun Kumar Mukherjee	Chairman and Independent Director	Panjim
Mr. Pankaj Malhan	CEO and Whole Time Director	Bokaro
Ms. Poovannan Sumathi	Non-Executive Director	Tuticorin

INVITEES PRESENT THROUGH VIDEO CONFERENCING:

Mr. Mahesh Iyer	Chief Financial Officer	Bokaro
Mr. R P Singh	Statutory Auditor- M/s. Lodha & Co.	Kolkata
Ms. Sarita Pandey	Scrutinizer	Ranchi

IN ATTENDANCE – THROUGH VIDEO CONFERENCING:

Mr. Binaya Kumar Dash	Company Secretary	Bokaro
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SHAREHOLDERS PRESENT:

And 39 Members of the Company including representative of Promoter/Holding Company were present in the meeting through video conferencing.

1. WELCOME ADDRESS AND CONFIRMATION OF QUORUM

Mr. Prasun Kumar Mukherjee, Chairman of the meeting, extended a warm welcome to the 13th AGM of the Company which was being held through Video Conferencing, without physical presence of the Members at a common venue, as per the provisions of Companies Act, 2013 and the circulars issued by Ministry of Corporate Affairs.

Mr. Binaya Kumar Dash, Company Secretary, informed that the quorum for meeting is present. He informed that authorisation from Promoter, holding 95.49% in Company's paid up equity share capital, has been received. He further apprised that as physical attendance of members has been dispensed with, the facility for appointment of proxies by the members is not available for this meeting.

The requisite quorum being present, Chairman called the Meeting to order. The Chairman informed that Mr. Mahendra Singh Mehta, Independent Director of the Company, could not make it convenient to attend the meeting due to pre-occupation in other matters.

2. INTRODUCTION OF DIRECTORS AND INVITEES

The Chairman introduced the members of the Board, who were also attending the meeting through video conferencing, from various locations of India and also acknowledged the presence of himself in his capacity as Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee.

The Chairman also informed that the Chief Financial Officer, the Company Secretary, the Scrutinizer and the authorized representative of Statutory Auditors were present in the meeting.

3. AVAILABILITY OF STATUTORY REGISTERS FOR INSPECTION

The Chairman informed the Members that Register of Directors & Key Managerial Personnel and their shareholding, if any, and the Register of Contracts, those are required to be kept under Sections 171 and 189 of Companies Act, 2013, were available to the Members for inspection throughout the meeting in electronic mode and the same were available in the website of the Company i.e. <https://www.electrosteelsteels.com>.

4. NOTICE AND AUDITORS' REPORT

With the consent of the members present, the Chairman took their approval to treat the notice convening the Annual General Meeting together with the Explanatory Statement, dated 5th September, 2020, the Audited Financial Statement for the year ended 31st March, 2020, and the Directors' Report having already been circulated electronically to the Members, as read.

The Chairman further informed the Members that the Auditors' Report of the Company for the year ended 31st March, 2020, do not contain any qualification/ adverse remarks, therefore it is taken as read.

5. CHAIRMAN'S ADDRESS

Mr. Prasun Kumar Mukherjee, the Chairman, then delivered a formal address. The Chairman mentioned that it was the first time that all are physically not together and instead attending the AGM virtually. It was always a pleasure to meet shareholders in person, and that feeling of personal touch is surely being missed this time.

Mr. Mukherjee made his opening remark by informing the Members about approval of Scheme of Amalgamation of Vedanta Star Limited with the Company and consequentially Vedanta Limited becoming direct Holding Company of the Company.

He further informed that pursuant to the approved of Scheme of Amalgamation, the name of the Company has changed from Electrosteel Steels Limited to **ESL Steel Limited**, with effect from 26th day of September, 2020.

The Chairman in his speech provided an update on following:

1. Steel Business Scenario
2. The operational & financial performance of the Company
3. Environment Management
4. Corporate Social Responsibility

He expressed his sincere thanks to Government, the Banks, Financial Institutions, advisors/ consultants, customers, vendors, employees and other stakeholders for their valuable guidance, support, continued assistance and co-operation.

6. FORMAL BUSINESS

The Chairman than proceeded with the formal business of the meeting.

He informed the Members that the Board of Directors has appointed Ms. Sarita Pandey (CP NO. 20671), Proprietor of Sarita Pandey & Associates, Company Secretary as Scrutinizer for the purpose of conducting e-voting before and during AGM, in fair and transparent manner, as stipulated under the Companies (Management & Administrative) Rules, 2014.

The Chairman further informed that as all the resolutions set out in Notice of Annual General Meeting have already been put to vote through e-voting, the resolutions need not be proposed or seconded by shareholders at the meeting.

He apprised that in compliance with Companies Act, 2013 and the Companies (Management and Administrative) Rules, 2014, all shareholders, as on cut-off date, i.e. 22nd September, 2020, were provided the facility of e-voting on all the resolution forming part of the agenda of the AGM. The period for e-voting commenced on Saturday, 26.09.2020 (9:00 a.m.) and ended on Monday 28.09.2020 (5:00 p.m.).

The Chairman proceeded to transact the business of the meeting as contained in the Notice convening the meeting and asked the Company Secretary to read the resolutions in respect of business enumerated in the Notice in seriatim.

ORDINARY BUSINESS:

- i. To receive, consider and adopt the Audited Financial Statements including Balance Sheet as at 31st March, 2020 and Profit & Loss Account for the year ended as on that date, together with the Auditors' Report and Board's Reports thereon.

The **ordinary resolution** for the above item is:-

“RESOLVED THAT the Audited Standalone Financial Statement for the financial year ended March 31, 2020, together with the Board's Report and Auditors' Report thereon be and are hereby adopted.”

- ii. To appoint Mr. Pankaj Malhan (DIN: 08516185), Whole Time Director, who retires by rotation and being eligible, offers himself for re-appointment as a Director.

The **ordinary resolution** for the item No. 2 is:-

“RESOLVED THAT pursuant to the provisions of Sec. 152 of the Companies Act, 2013, Mr. Pankaj Malhan (DIN: 08516185), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Whole Time Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- iii. **Ratification of Cost Auditor's Remuneration:**

The **ordinary resolution** of item no 3 is:-

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby approves the remuneration of INR 50,000 (Indian Rupees Fifty thousand only) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s. S G & Associates, Cost Accountants (Firm Registration No.: 000138), who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year 2020-21.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things as may be necessary to give effect to this resolution.”

- iv. **To approve appointment of Ms. Poovannan Sumathi (DIN: 07147100) as Director of the Company:**

The **ordinary resolution** of item no 4 is:-

“RESOLVED THAT subject to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Poovannan Sumathi, (DIN: 07147100) who has been appointed by the Board of Directors as Additional Director of the Company and who holds office as such, up to the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things as may be necessary to give effect to this resolution.”

v. **Approval of increasing the borrowing powers of the Company u/s 180(1)(c) of Companies Act, 2013:**

The **special resolution** of item no 5 is:-

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any Body corporate/entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of INR 12,000 crores (Indian Rupees Twelve Thousand Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board which may have been constituted or hereinafter constitute to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

vi. **Creation of charges, mortgages, hypothecation on the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013:**

The **special resolution** of item no 6 is:-

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard authorizing the Board to mortgage/create charge on the assets of the Company and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the movable

or immovable, tangible and/or intangible properties of the Company, both present and future and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable, tangible and/or intangible properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed INR 12,000 crores (Indian Rupees Twelve Thousand Crores only), at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board which may have been constituted or hereinafter constitute to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

vii. **Change of registered office of the company**

The **special resolution** of item no 7 is:-

“**RESOLVED THAT** pursuant to Provisions of section 12 and any other provisions of the Companies Act, 2013, read along with Companies (Incorporation) Rules, 2014 and any other applicable provisions if any, the Registered office of the Company be and is hereby shifted from its present location at 801, Uma Shanti Apartments, Kanke Road, Ranchi-834008, Jharkhand to Electrosteel Steels Ltd., Vill. Siyaljori, Post – Jogidih, O.P. – Bangaria, PS- Chandankyari, Dist. Bokaro – 828 303, Jharkhand.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board which may have been constituted or hereinafter constitute to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

7. **VOTING**

The Chairman then informed that the facility of voting through electronic means is now open for the Members who are present and were not been able to cast their votes earlier. He requested the Members who have already cast their vote by remote e-voting not to cast their vote again as their vote will be treated as invalid and that the voting through electronic voting system will close 15 minutes after the close of business.

The Chairman thereafter informed that the Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock and count the votes cast during the AGM, and votes cast through remote e-voting. He informed that Ms. Sarita Pandey, Scrutinizer shall submit consolidated Scrutinizer’s Report of the total votes in favour or against, if any, to him and the results would be announced not later than 48 hours of conclusion of the AGM, which shall be countersigned by the Company Secretary.

He further informed that the results declared along with the Scrutinizer’s Report shall be placed on the website of the Company www.electrosteelsteels.com and on the website of NSDL www.evoting.nSDL.com, immediately after the result is declared.

8. **QUESTION & ANSWER SESSION**

The Chairman then invited the Members, who have pre-registered themselves, to express their views or ask questions relating to accounts or any other items of the business, with a request to limit their time to 3 minutes and avoid repetition of questions.

The Chairman then requested the shareholders to speak in order of their registration.

The Company had received questions from following Members:

- i. Mr. Manoj Kumar
- ii. Mr. Mehulkumar Manubhai Makvana
- iii. Mr. Aditya Satyaprasad Nayak
- iv. Ms. Bina Kabra
- v. Ms. Bijayenee Das
- vi. Mr. Baljeet Singh Chawla

The questions raised by them were:

- i. How coronavirus has impacted ESL and its operations?
- ii. What is the saving by conducting AGM through VC/OAVM, instead of physical meeting?
- iii. Why company wants to raise borrowing limit instead of raising capital through Share Sale or IPO route for Funding requirements of future?
- iv. How the company will assure the shareholders that the Company will not face similar Debt Trap Situation in coming future? (As the company in past already faced insolvency and Bankruptcy resolution process. If borrowing increases, it will increase the chance of company to fall in debt trap as earlier experienced by the company.)
- v. Do you suggest shareholders to hold the shares for long time for future merger with the present Vedanta Group?
- vi. When will ESL get listed?
- vii. What is the current value of shares?

The Chairman responded to the queries of shareholders and thanked them for their participation.

9. VOTE OF THANKS

At last, the Chairman expressed his thanks to the shareholders for taking time to attend the meeting and for their continuing support and showing interest in the affairs of the Company. He also thanked all the Directors, auditors and officials of the Company, for joining the Meeting virtually.

Thereafter, the Chairman authorized Company Secretary to carry out e-voting process and conclude the meeting.

The meeting concluded at 1:25 P.M. with vote of thanks to the Chair.

Scrutinizer Report was declared on 01st October, 2020. The combined results of remote e-voting and e-voting at the AGM as enclosed and marked as "Annexure A" and declared all the items/resolutions as stated in the Notice convening the 13th Annual General Meeting, as passed with requisite majority on the Date of the Meeting i.e. 29th September, 2020.

Place: Panjim
Date : 10/10/2020

s/d
(Prasun Kumar Mukherjee)
Chairman

Annexure A

SUMMARY OF CONSOLIDATED SCRUTINIZER REPORT DATED 29th September, 2020

E-Voting Results
13th AGM of ESL STEEL LIMITED (Formerly known as "Electrosteel Steels Limited, held on 29.09.2020)

Sr. No.	Resolution	Total votes		Favor			Against		
		No. of members participated	No. of votes	No. of members	No. of votes	%	No. of members	No. of votes	%
1	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2020 together with the Auditors' Report and Board's Reports thereon	90	1765600721	82	1765595007	99.9997	8	5714	0.0003
2	To appoint Mr. Pankaj Malhan DIN 08516185, Whole Time Director, who retires by rotation and being eligible, offers himself for re-appointment as a Director	90	1765600808	69	1765594151	99.9996	21	6657	0.0004
3	Ratification of Cost Auditor's Remuneration	89	1765600708	75	1765594221	99.9996	14	6487	0.0004
4	To approve appointment of Ms. Poovannan Sumathi DIN 07147100 as Director of the Company	89	1765600627	70	1765594131	99.9996	19	6496	0.0004
5	Approval of increasing the borrowing powers of the Company us 1801c of Companies Act, 2013	90	1765600721	70	1765594068	99.9996	20	6653	0.0004
6	Creation of charges, mortgages, hypothecation on the immovable and movable properties of the Company under Section 1801a of the Companies Act, 2013	90	1765600721	70	1765593012	99.9996	20	7709	0.0004
7	Change of registered office of the company	89	1765600711	74	1765594209	99.9996	15	6502	0.0004

SARITA PANDEY Digitally signed by SARITA PANDEY
Date: 2020.10.01 17:22:33 +0530'