

SUPER SMELTERS LTD.

Registered Office: PREMLATA, 39 Shakespeare Sarani, 2nd Floor, Kolkata-700017, Telefax: +91 33-2289 2734/35/36

Date: 27-09-2022

Dear Member's/Director's/Auditor's,

You are cordially invited to attend the 27th Annual General Meeting of the Members of **SUPER SMELTERS LIMITED** to be held at Shorter Notice as per the following details:

Date: **30-09-2022**

Day: **Friday**

Time: **03:00 P.M.**

Venue: **Premlata, 39 Shakespeare Sarani, 2nd Floor, Kolkata – 700 017**

The Notice of the Meeting, containing the business to be transacted, is enclosed.

Thanking You,

For and on behalf of

SUPER SMELTERS LIMITED

ISHANT JAIN

(Company Secretary & Compliance Officer)

Enclosures:

1. Notice of the AGM along with Explanatory Notes
2. Attendance slip
3. Proxy form (MGT-11)
4. Route Map
5. Financial Statement for the FY 2021-22
6. Board's Report for the FY 2021-22

SUPER SMELTERS LTD.

Registered Office: PREMLATA, 39 Shakespeare Sarani, 2nd Floor, Kolkata-700017, Telefax: +91 33-2289 2734/35/36

NOTICE

SHORTER NOTICE is hereby given that 27th Annual General Meeting of the Members of **SUPER SMELTERS LIMITED** will be held on Friday the 30th day of September, 2022 at 03:00 P.M. at its registered office at Premlata, 39, Shakespeare Sarani, 2nd Floor, Kolkata – 700 017 to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of the Audited Financial Statement (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2022**

To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon.

2. **Re-Appointment of Director retiring by rotation**

To appoint a Director in place of Mrs. Varshaa Khetan (DIN:07144156) as she retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.

3. **Re-appointment of JKVS & Co., Chartered Accountants, Kolkata (FRN: ICAI –318086E)**

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

“**RESOLVED THAT** based on the recommendation by the Audit Committee and also proposed by the Board of Directors and pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the rules made thereunder and other applicable provisions, if any, **JKVS & Co., Chartered Accountants, Kolkata (FRN: ICAI –318086E)** be and is hereby Re-Appointed as the Statutory Auditors of the Company for a period of five years i.e. to hold office from the conclusion of this Annual General Meeting of the Company (i.e. 27th AGM) till the conclusion of 32nd AGM of the Company at remuneration to be fixed after discussion with the Board of Directors of the Company;

FURTHER RESOLVED THAT any of the Board of Directors and/or Company Secretary, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E - Forms with Registrar of Companies.”

SPECIAL BUSINESS:

4. **Ratification of Remuneration of Cost Auditor**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 75,000/- per annum (Rupees Seventy Five Thousand only) plus additional taxes and actual out-of-pocket expenses, to be paid to **S Chhaparia & Associates**, Cost Accountants (Registration No. 101591) for auditing the Cost Accounting Records of the Company for the Financial Year 2022-23, as

SUPER SMELTERS LTD.

Registered Office: PREMLATA, 39 Shakespeare Sarani, 2nd Floor, Kolkata-700017, Telefax: +91 33-2289 2734/35/36

recommended by Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified.”

5. Approval of Related Party Transaction for the Financial Year 2022-23

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made there under, (including any modification and re-enactment thereof for the time being in force) approval of Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee constituted by the Board of Directors of the Company) for transactions entered or to be entered through contract or arrangement with the related parties by the Company upto the maximum amounts and other terms & conditions as set out in the Explanatory Statement;

RESOLVED FURTHER THAT any of the Board of Directors and/or Company Secretary, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, including delegation of powers, in the best interest of the Company.”

For and on behalf of

Date: 27-09-2022

SUPER SMELTERS LIMITED

Place: Kolkata

ISHANT JAIN
(Company Secretary & Compliance Officer)

SUPER SMELTERS LTD.

Registered Office: PREMLATA, 39 Shakespeare Sarani, 2nd Floor, Kolkata-700017, Telefax: +91 33-2289 2734/35/36

NOTES:

- The Explanatory Statement as required under Section 102 of the Companies Act, 2013 related to the Special Business to be transacted at the meeting is annexed hereto.
- A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL TO VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A blank proxy form is enclosed. The proxy form duly stamped and executed should be deposited at the registered office of the Company at least 48 hours before the time fixed for the commencement of the meeting.
- A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of 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.
- Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- The proxy holder shall prove his / her identity at the time of attending the Meeting.
- When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy stands automatically revoked.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- JKVS & Co., Chartered Accountants (ICAI Registration No.:318086E), has been re-appointed as the Statutory Auditors at the 27th Annual General Meeting of the Company for a period of five years upto the conclusion of 32nd Annual General Meeting. As per Companies (Amendment) Act, 2017 (Section 139 of the Companies Act, 2013), notified on 07th May, 2018, the requirement of ratification of appointment of the Statutory Auditor at every Annual General Meeting has been done away with. As such, resolution for ratification of appointment of Auditor is no longer required to be passed at the Annual General Meeting.
- The Register of Members and Share Transfer Books of the Company is not required to be closed.
- The Company hereby requests its Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, etc. from the Company electronically.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act read with Rules made there under will be available for inspection by the Members at the Meeting.
- Relevant documents referred to in this Notice / Explanatory Statement will be open for inspection by the Members at the Meeting and such documents will also be available for inspection in physical or in electronic form at the Registered Office of the Company on all working days, except Saturdays, from 11:00 A.M. to 1:00 P.M. up to and including the date of the Meeting and also at the Meeting.

SUPER SMELTERS LTD.

Registered Office: PREMLATA, 39 Shakespeare Sarani, 2nd Floor, Kolkata-700017, Telefax: +91 33-2289 2734/35/36

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

ITEM NO. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its Meeting held on 5th August, 2022 has considered and approved the appointment of **S Chhaparia & Associates**, Cost Accountants (Registration No. 101591) as the Cost Auditor of the Company for the Financial Year 2022-23 at a remuneration of ₹ 75,000/- per annum (Rupees Seventy Five Thousand only) plus additional taxes and actual out-of-pocket expenses.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee, is required to be subsequently ratified by the Members of the Company.

The Resolution as at Item No. 4 of the Notice is therefore set out as an Ordinary Resolution for approval and ratification by the Members.

Your Directors recommend the resolution as at Item No. 4 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution set out at Item No. 4 of the Notice.

ITEM NO. 5

Pursuant to the provisions of Section 188 of the Companies Act, 2013 (the Act) read with Rules made there under, all Related Party Transactions; beyond the prescribed threshold limit require Shareholders approval.

In terms of the above, approval of the Members is required on the transaction(s), which may be beyond the prescribed threshold limit and therefore, the Board has proposed the same to be placed before the shareholders for their approval as an Ordinary Resolution. Terms & Conditions as set below:

Name of the Related Party/Relationship	Nature and duration of the transaction	Maximum amount per transaction	Other terms and conditions, if any
Supershakti Metaliks Limited (Group Company)	Purchase and sale of Raw materials and Finished Goods /Availing and rendering of Services if including sale and purchase of licenses if any	Maximum amount of transaction ₹500 Crore for FY 2022-23	Business in the ordinary Course at prevailing market rates
Giridhan Metal Private Limited (Group Company)	Purchase and sale of Raw materials and Finished Goods /Availing and rendering of Services if including sale and	Maximum amount of transaction ₹500 Crore for FY 2022-23	Business in the ordinary Course at prevailing market rates

SUPER SMELTERS LTD.

Registered Office: PREMLATA, 39 Shakespeare Sarani, 2nd Floor, Kolkata-700017, Telefax: +91 33-2289 2734/35/36

	purchase of licenses if any		
Sai Electrocasting Private Limited (Group Company)	Purchase and sale of Raw materials and Finished Goods /Availing and rendering of Services if any	Maximum amount of transaction ₹200 Crore for FY 2022-23	Business in the ordinary Course at prevailing market rates
Sai Sponge (India) Private Limited (Promoter Group)	Purchase and sale of Raw materials and Finished Goods /Availing and rendering of Services if any	Maximum amount of transaction ₹100 Crore for FY 2022-23	Business in the ordinary Course at prevailing market rates
Sai Highrise Private Limited (Promoter Group)	Office Rent & maintenance /agreement for office premises	Consolidated Rent of ₹ 250 per square feet including Maintenance Charges etc. including interest free Security Deposit for FY 2022-23	Business in the ordinary Course at prevailing market rates
Robust Highrise Private Limited (Promoter Group)	362 Decimal Land given towards Lease Rent for 15 Years	Lease Rent of ₹ 18,000 per month for FY 2022-23	Excess land given towards agriculture farming to generate revenue. ₹ 54,000 Interest free SD received
Jai Guru Commodities Private Limited (Promoter Group)	Land taken on Lease Rent for 20 Years	Maximum Lease Rent of ₹ 5,000 per month for FY 2022-23	Business Requirements ₹ 36,000 paid as interest free SD
Sabita Agarwal (Relative of Director)	371 Decimal Land given towards Lease Rent for 15 years	Lease Rent of ₹ 19,000 per month for FY 2022-23	Excess land given towards agriculture farming to generate revenue ₹ 57,000 Interest free SD to be received
Vibha Agarwal (Relative Of Director)	316 Decimal Land given towards Lease Rent for 15 Years	Lease Rent of ₹ 16,000 per month for FY 2022-23	Excess land given towards agriculture farming to generate revenue ₹ 48,000 security deposit to be received
Sanjay Kumar Singhania (Relative of Director)	Salary	₹ 2,00,000 per month Max. of ₹ 30,00,000 Per annum for FY 2022-23	Normal Course

SUPER SMELTERS LTD.

Registered Office: PREMLATA, 39 Shakespeare Sarani, 2nd Floor, Kolkata-700017, Telefax: +91 33-2289 2734/35/36

Fastspeed Creation Private Limited	Rent & Maintenance /agreement for hiring of Guest House	Maximum of ₹ 2,00,000 per month (inclusive of Maintenance) from 01-05-2019 for FY 2022-23	Normal Course
Linkview Realty Private Limited	Rent & Maintenance	Maximum of ₹ 10,00,000 per month from 01-01-2021	Normal Course Security Deposit of ₹ 15,00,000
Supershakti Energy Private Limited	Rent & Maintenance	Maximum of ₹ 50,000 per month (inclusive of Maintenance) from FY 2022-23	Normal Course Security Deposit of ₹ 50,000
Supershakti Mining Private Limited	Interest Free Advance	Maximum of ₹ 50 Crore for FY 2022-23	Normal Course for the purpose of Bidding in Mineral Block
Giridhan Mining and Infracon Private Limited	Interest Free Advance	Maximum of ₹ 50 Crore for FY 2022-23	Normal Course for the purpose of Bidding in Mineral Block

All the proposed transactions put up for approval are in Ordinary Course of business and at prevailing Market Rate. Though the transactions mentioned are in ordinary course of business and at prevailing market prices, as a matter of abundant caution the Board of Directors thought it prudent to seek shareholder's approval further.

All proposed transactions are proposed to be carried out based on business requirements of the Company and shall be in ordinary course of business and at prevailing Market Rate.

The above contracts/arrangements/transactions were approved by the Audit Committee at its Meeting held on 25th February, 2022 and recommended by the Board of Directors in its Meeting held on the same day to the shareholders of the Company for their approval.

Your Directors recommend the Resolutions as set out in Item no. 5 of the Notice for the approval of the Members of the Company.

Except Mr. Sitaram Agarwal, Mr. Dilipp Agarwal, Mr. Deepak Agarwal and their relatives, none of the Directors and/ or Key Managerial Personnel of the Company or their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution. In compliance with the provisions of the Companies Act, 2013, the related parties shall abstain from voting on the proposed resolution.

For and on behalf of
SUPER SMELTERS LTD.

Date: 27-09-2022

Place: Kolkata

ISHANT JAIN
(Company Secretary & Compliance Officer)

SUPER SMELTERS LTD.

Registered Office: PREMLATA, 39 Shakespeare Sarani, 2nd Floor, Kolkata-700017, Telefax: +91 33-2289 2734/35/36

ATTENDANCE SLIP

(To be handed over at the Registration Counter)

RECORD OF ATTENDENCE 27TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON FRIDAY, THE 30TH DAY OF SEPTEMBER, 2022 AT 03:00 P.M. AT ITS REGISTERED OFFICE AT PREMLATA, 39, SHAKESPEARE SARANI, 2ND FLOOR, KOLKATA-700017:

Folio No./DP ID – Client ID No.:	
No. of Shares	

I, certify that I am a registered Shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 27th Annual General Meeting of the Company on Friday, the 30th day of September, 2022 at 03.00 P.M. at its Registered Office at Premlata, 39, Shakespeare Sarani, 2nd Floor, Kolkata -700017.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note:

1. Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting hall.
2. Shareholder/Proxyholder desiring to attend the Meeting should bring his copy of the Annual Report for reference at the Meeting.

SUPER SMELTERS LTD.

Registered Office: PREMLATA, 39 Shakespeare Sarani, 2nd Floor, Kolkata-700017, Telefax: +91 33-2289 2734/35/36

FormNo.MGT-11

Proxy Form

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

CIN:

Name of the Company:

Registered office:

Name of the Member(s):

Registered address:

E-mail Id:

Folio No:

I/We, being the Member(s) of.....shares of the above named Company, hereby appoint:

1. Name:.....

Address:

E-mail Id:

Signature: _____

2. Name:.....

Address:

E-mail Id:

Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **27th Annual General Meeting to be held on Friday the 30th Day of September, 2022 at 03:00 P.M.** at Premlata, 39 Shakespeare Sarani, 2nd Floor, Kolkata – 700 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

1. Adoption of the Audited Financial Statement (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2022.
2. Re-Appointment of Director retiring by rotation.
3. Re-appointment of JKVS & Co., Chartered Accountants, Kolkata (FRN: ICAI –318086E).
4. Ratification of Remuneration of Cost Auditors.
5. Approval of Related Party Transactions.

Dated:

Signature of Shareholder

Affix
Revenue
Stamp

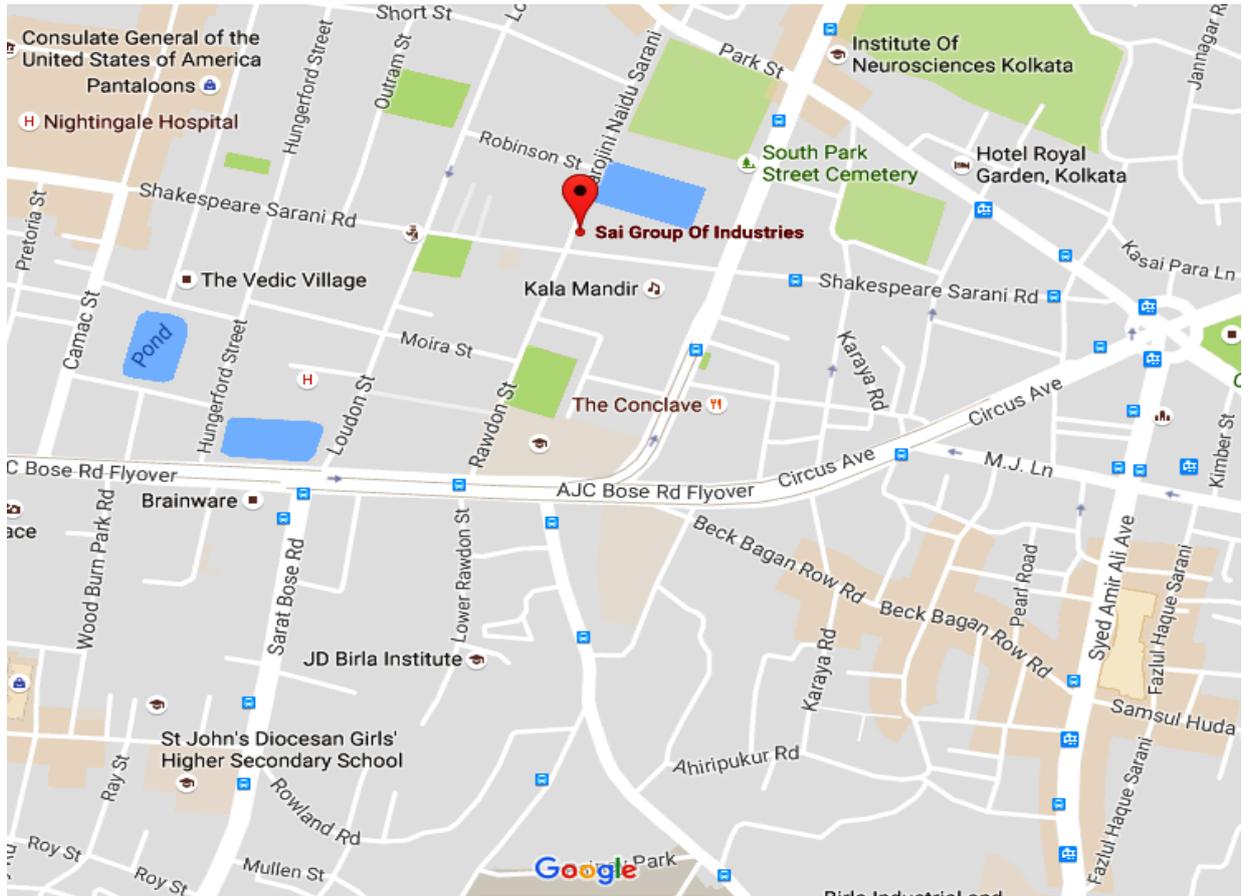
Signature of Proxy Holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

SUPER SMELTERS LTD.

Registered Office: PREMLATA, 39 Shakespeare Sarani, 2nd Floor, Kolkata-700017, Telefax: +91 33-2289 2734/35/36

ROUTE MAP



SUPER SMELTERS LIMITED

“PREMLATA” 39, SHAKESPEARE SARANI, 2ND FLOOR, KOLKATA – 700 017

Contact Person: Ishant Jain (Company Secretary & Compliance Officer), Contact No.: +91 9903837058