



THE INDIAN INSTITUTE OF METALS

CIN: U80301WB1947GAP015157

Regd Office: "METAL HOUSE"
PLOT NO: 13/4, BLOCK-AQ, SECTOR-V, Salt Lake,
KOLKATA- 700 091

Website: <https://www.iim-india.net> Email: secretarygeneral@iim-india.net

NOTICE for 78th Annual General Meeting of The Indian Institute of Metals (IIM)

To: **All** Members of The Indian Institute of Metals

NOTICE is hereby given that the 78th Annual General Meeting of The Indian Institute of Metals will be held on Saturday, the 20th July 2024 at 15:00 hrs at Biswa Bangla Convention Centre, HFJF + XMC, Canal Bank Rd, DG Block, Action Area I, Newtown, Kolkata, West Bengal 700156 & through Video-Conferencing (VC) /Other Audio-Visual Means (OAVM), to transact the following business:

I. ORDINARY BUSINESS:

1. To consider, approve and adopt the **Report of the Council** for the year **2023-24** (1st April 2023 to 31st March 2024).
2. To consider, approve and adopt the **Audited Financial Statements** for the financial year ended 31st March 2024 and the Report of the Auditors thereon.
3. To appoint **M/s Basu & Basu, Chartered Accountants** as the Statutory Auditors, for a consecutive period of Five Financial Years.

II. SPECIAL BUSINESS:

4. **To appoint the Council and the Office Bearers** for the period 1st August 2024 to 31st July 2025 (Council Year 2024-25):

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

"RESOLVED THAT the members of The Indian Institute of Metals (the "IIM") approves the Recommendation of the Outgoing Council to appoint the New Council Members, from 1st August 2024 to 31st July 2025, for a period of 01 (One) Year. "

"RESOLVED FURTHER THAT the newly appointed Council of the IIM shall comprise of 11 Office Bearers and 52 Council Members, out of which a total of 60 Members shall be inducted during the Annual General Meeting (AGM) and rest two Members shall be co-opted later.

5. To Release the Standard Operating Procedures (SOP) of the Institute:

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

“RESOLVED THAT consent of the Members be and is hereby accorded to adopt the Standard Operating Procedures (SOP) of The Indian Institute Metals (the **“IIM”**) which shall be effective from 1st August 2024.

RESOLVED FURTHER THAT any amendments in the SOP shall be subject to the Approval of the Council of the IIM.

RESOLVED FURTHER THAT the soft version of the SOP shall be available to the Members through the online Membership Directory on the Institute’s website.”

6. To approve the Retirement & Appointment of Directors of the Company:

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

“RESOLVED THAT Mr. Satish Pai would retire from the Directorship of The Indian Institute of Metals as listed in MCA, and is hereby approved and taken on record of the Institute with effect from 1st August 2024.”

“RESOLVED FURTHER THAT any Director of the Institute be and is hereby authorized to file the information with the Registrar of Companies concerned in the prescribed form.”

“RESOLVED FURTHER THAT the Council places on record the valuable services rendered by Mr. Satish Pai during his tenure as President and Director of the Institute in MCA and expresses its deep sense of appreciation and gratitude for the same.”

“RESOLVED FURTHER THAT Mr. Sajjan Jindal, President [Elect] be appointed as the Director of The Indian Institute of Metals with effect from 1st August 2024.”

“RESOLVED FURTHER THAT Mr. Somnath Guha, Hon. Treasurer be appointed as Director of The Indian Institute of Metals w.e.f 1st August 2024.”

“RESOLVED FURTHER THAT the Secretary General, Brig. Arun Ganguli (Retd) be and is hereby authorized to take all necessary actions to implement the board decision.

By Order of the Council
For The Indian Institute of Metals

Brig Arun Ganguli (Retd)
Secretary General

DIN: 10298989

Date & Place: 05.07.2024/Kolkata

NOTES:

1. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the Registered Office of the Company during the Office Hours on all working days between 9.30 a.m. and 11.30 a.m. and excluding the date of the Annual General Meeting.

2. Members are requested to fill in the Attendance Slips for attending the Meeting.

3. The Members have the option of participating either In-person or through VC / OAVM.

4. The Ministry of Corporate Affairs (“MCA”) has vide its Circular dated September 25, 2023, permitted, the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue till 30th September, 2024. In compliance with the provisions of the Companies Act, 2013 and MCA Circulars, the AGM of the Company is being held in a hybrid mode, in-person and through VC / OAVM, in compliance with applicable provisions of the Act read with the MCA Circulars, the AGM of the Company is being conducted.

5. The Member’s log-in to the Video Conferencing platform shall be considered for record of attendance at the AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. In compliance with the aforesaid MCA Circulars, Notice of the AGM is being sent only through electronic mode. Members may note that the Notice will also be available on the Company’s website.

7. Members will be provided with a facility to attend the AGM through video conferencing platform. Members can join the AGM, 15 minutes before the scheduled time of commencement of the AGM.

8. Members may address their queries/communications, if any, at least 48 hours before the time appointed for the meeting to facilitate the answering thereto at secretarygeneral@iim-india.net

9. 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 Directors are interested, maintained under Section 189 of the Act read with Rules made thereunder will be available for inspection by the Members at the Meeting.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**'the Act'**), given hereunder sets out all the material facts relating to the Special Business mentioned at Item Nos. 4 to 6 of the accompanying Notice dated July 05, 2024.

Item No. 4:

The present Council and Office Bearers of The Indian Institute of Metals (the "**IIM**") are to hold office only till the 31st of July 2024.

The newly appointed Council Members shall be liable to hold office from 1st of August, 2024 to 31st of July, 2025 for a period of 1 (One) Year.

The Newly appointed Council Members of the IIM shall comprise of 11 Office Bearers and 52 Council Members, out of which a total of 60 Members shall be inducted during the Annual General Meeting and rest two Members shall be co-opted in further course of action.

The Board recommends the appointment of new Council Members and Office Bearers to hold office from the 1st of August 2024 to 31st July 2025, as set out in **Item No. 4** of the accompanying notice, for the approval of Members.

None of the Directors of the Company or their respective relatives are, in any way, concerned or interested, in the Resolutions set out in this Notice.

Item No. 5:

The Council had noted the importance of Standard Operating Procedures (SOP) in the administration of The Indian institute of Metals ("**The IIM**") in its meeting dated 21st May 2024 and in line with the said decision an SOP has been framed and made available for the members on the Institute's website.

Accordingly, the SOP shall be effective for adoption, for all Council Members on and from 1st of August, 2024.

The Council recommends the approval of the SOP by the members of the Institute, as set out in **Item No. 5** of the accompanying Notice.

Any amendments to the SOP shall be subject to the approval of the Council of the Institute.

None of the Directors of the Company or their respective relatives are, in any way, concerned or interested, in the Resolutions set out in this Notice.

Item No. 6:

The Board of Directors, at its Council Meeting scheduled on 20th of July, 2024 shall approve the resignation of Mr. Satish Pai as the President and Director of The Indian Institute of Metals, subject to the approval of Members.

The Board places on record their appreciation for Mr. Satish Pai's invaluable contribution during his tenure.

The Board of Directors, at its Council Meeting held on 03rd of July, 2018, approved the appointment of Mr. Somnath Guha, as an Additional Director in the Company, in accordance with Section 161 of the Companies Act, 2013, subject to the approval of the members.

Presently Mr. Somnath Guha is the Managing Director of Metalist Consultants Pvt. Ltd. (Engineering & Management Consultancy Services) since September, 2011.

Mr. Somnath Guha has worked in different capacities in Steel Industry for 30 years.

His last position held was COO at Usha Martin Limited, one of the largest Speciality Steel producers in India and amongst the top two in the world for Steel Wire Ropes, having more than Rs.3000 crores turnover. During tenure of 30 years in Steel Industry, worked in various fields like Quality Assurance, Technical Service, Product Development, Overall, In-charge of Operation of Steel Plant and In-charge of Marketing in India and Overseas. Led Start-Up & commercial production of integrated Iron Ore Mine. In-charge of various brown field expansion Projects in Iron & Steel Manufacturing, Rolling, Power Plant, DRI and other integrated facilities. Also executed as Business Head, various modernization projects from time to time involving setting up of New Plants, infrastructure, etc. involving CAPEX small size up to Rs.2000 crores. Extensively travelled to most of the leading Iron & Steel producing countries of the world. Led the Company for achieving ISO9000 Certificate & maintaining same as 'Management Representative'. Usha Martin, being the first Steel Plant in India to achieve such distinction in 1994.

The Board of Directors at its Council Meeting to be held on 20th of July, 2024 shall approve the appointment of **Mr. Sajjan Jindal as a Director**, subject to the approval of the Council Members.

An accomplished Business Leader and a second-generation entrepreneur, Mr. Sajjan Jindal had the foresight to lead the Steel industry and JSW Group in particular on a transformational journey, contributing significantly to India's growth philosophy.

With a visionary approach, he has transformed the Steel industry and the JSW Group, expanding the business landscape across Energy, Infrastructure, Sports, Cement, and Paints. Recently, JSW has also ventured into the Automobile and Electric Vehicle space.

A Mechanical Engineer, Mr. Jindal has led the JSW Group through some of its most exciting phases, including the public offer announcements of JSW Steel and JSW Energy in 1995 and 2009 -10, respectively. In 2023, JSW Infrastructure, under the visionary leadership of

Mr. Jindal, continued the legacy of success for the JSW Group with a remarkable IPO listing, contributing to the group's impressive growth trajectory. Today, the USD 24 Billion Group takes pride in its outstanding growth and success.

Mr. Jindal is a firm believer in the "Make in India" philosophy and has received several global awards for his commendable work. He was awarded the "EY Entrepreneur of the Year" in Feb 2023, and in the past, he received the "CEO of the Year 2019" Award by Business Standard (India's leading business publication) and the "Best CEO Award 2019" by Business Today Magazine. He has also been recognized as the "Outstanding Business Leader of the year 2018" by IBLA - CNBC TV18 (India's leading business news channel). Furthermore, he was awarded the JRD Tata Award 2017 for "Excellence in Corporate Leadership in Metallurgical industry," and the "2014 National Metallurgist Award: Industry" instituted by the Ministry of Steel, Government of India.

The Board and the Company shall benefit from his experience and expertise.

Accordingly, the Board recommends the resolution set out in **Item No. 6** of the accompanying notice, for the approval of the members of the Company.

Except for the afore-stated Directors, none of the other Directors of the Company or their respective relatives are, in any way, concerned or interested, in the Resolutions set out in this Notice.

**By Order of the Council
For The Indian Institute of Metals**



**Brig Arun Ganguli (Retd)
Secretary General**

DIN: 10298989

Date & Place: 05.07.2024/Kolkata