



**Notice of 16<sup>th</sup> Annual General Meeting**  
**To the Members of India Steel Summit Private Limited**

NOTICE is hereby given that the 16<sup>th</sup> Annual General Meeting (AGM) of the Members of **India Steel Summit Private Limited** will be held on Friday, the 23<sup>rd</sup> day of September 2022 at 11.00 A.M at the Registered Office of the Company at 2F-2G, Ecotech-III, Udyog Kendra, Greater Noida-201306 (Uttar Pradesh), to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2022, the statement of profit and loss and Cash Flow Statement for the year ended on that date, and the Report of the Board of Directors and Auditors thereon.

**SPECIAL BUSINESS**

2. To consider, and if thought fit, to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. N.N. Sharma & Associates., Cost Accountants (Firm Registration No. 101702), appointed as the Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost accounting records for the products falling under the specified Customs Tariff Act Heading, manufactured by the Company for the financial year 2022-23 be paid, 75,000/- plus out of pocket expenses and applicable taxes.”

3. To consider, and if thought fit, to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, consent of the company be and is hereby accorded for entering into related party transactions by the company with effect from 16<sup>th</sup> Annual General Meeting up to the maximum of per annum amounts as appended below:

**Particulars of Proposed transactions for approval u/s 188 of the  
Companies Act, 2013  
Maximum Value of contract/ Transaction (Per Annum) effective from 16th Annual General  
Meeting to 17<sup>th</sup> Annual General Meeting**

<b>Name of the Party</b>	<b>Relationship with Party</b>	<b>Nature of Transaction</b>	<b>Value of transaction (in Rs)</b>
F-TECH INC.	Parent Company	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	10,00,00,000
Fukuda Engineering Co., Ltd.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive-related dies	10,00,00,000
Kyushu F.tech Inc.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	1,00,00,000
Reterra Inc.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	1,00,00,000
Johnan Manufacturing Inc.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	1,00,00,000
Johnan Kyushu Manufacturing Inc.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	1,00,00,000
F&P MFG., INC.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	1,00,00,000
F&P AMERICA Mfg., Inc.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	1,00,00,000
F.TECH R&D NORTH AMERICA INC.	Fellow Subsidiary	Develop, and design automotive parts	1,00,00,000
Johnan America, Inc.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and	1,00,00,000

		related dies, machinery, and equipment	
F.E.G. DE QUERETARO S.A. DE C.V.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	1,00,00,000
F&P MFG DE MEXICO S.A. DE CV.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	1,00,00,000
Johnan De Mexico, S. A. DE C. V.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	1,00,00,000
F.TECH PHILIPPINES MFG., INC.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	1,00,00,000
F.tech R&D Philippines Inc.	Fellow Subsidiary	Develop, and design automotive parts	1,00,00,000
F-Tech Zhongshan Inc.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery and equipment	1,00,00,000
F-Tech WUHAN Inc.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery and equipment	1,00,00,000
YANTAI FUYAN MOULD CO.,LTD.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive-related dies	10,00,00,000
F.tech R&D (Guangzhou) Inc.	Fellow Subsidiary	Develop, and design automotive parts	1,00,00,000
Johnan Wuhan Inc.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	1,00,00,000
F.TECH MFG. (THAILAND) LTD.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	1,00,00,000

Johnan F-Tech (Thailand) Ltd.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	1,00,00,000
PT.JFD Indonesia	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	1,00,00,000
PT.F.TECH INDONESIA	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	1,00,00,000
Johnan UK Ltd.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery and equipment	1,00,00,000
PROGRESIVE TOOLS&COMPONENTS PVT.LTD.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	5,00,00,000
F-TECH AUTOMOTIVE COMPONENTS Pvt. Ltd.	Fellow Subsidiary	Automotive-related information collecting in India	1,00,00,000
Johnan Foshan Inc.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	1,00,00,000
VEE GEE AUTO COMPONENTS PVT.LTD	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	10,00,00,000

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things they may consider necessary, expedient, or desirable to give effect to this resolution.”

By Order of the Board  
India Steel Summit Private Limited



Sitansu Sekhar Dash  
Company Secretary



Date: 26<sup>th</sup> July 2022  
Place: Greater Noida

**IMPORTANT NOTES:**

1. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") SETTING OUT MATERIAL FACTS CONCERNING THE BUSINESS UNDER ITEMS NOS. 2 TO 3 OF THE ACCOMPANYING NOTICE, IS ANNEXED HERETO. THE BOARD OF DIRECTORS OF THE COMPANY AT ITS MEETING HELD ON 26TH JULY 2022 CONSIDERED THAT THE SPECIAL BUSINESS UNDER ITEMS NOS. 2 TO 3, CONSIDERED UNAVOIDABLE, BE TRANSACTED AT THE 16TH AGM OF THE COMPANY.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER.
3. A PROXY TO BE VALID SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING, DULY COMPLETED AND SIGNED.
4. PURSUANT TO PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, READ WITH THE APPLICABLE RULES THEREON, 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 MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.
5. A PROXY MAY NOT VOTE EXCEPT ON A POLL.
6. 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 NORMAL BUSINESS HOURS (9.00 AM TO 5.00 PM) ON ALL WORKING DAYS EXCEPT SATURDAYS, UP TO AND INCLUDING THE DATE OF THE ANNUAL GENERAL MEETING OF THE COMPANY.
7. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES TO ATTEND THE MEETING ARE REQUESTED TO SEND TO THE COMPANY COPY OF THE AUTHORISATION LETTER AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.
8. MEMBERS / PROXIES / AUTHORIZED REPRESENTATIVES SHOULD BRING THE DULY FILLED ATTENDANCE SLIP ENCLOSED HEREWITH TO ATTEND THE MEETING.
9. 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 THE DIRECTORS ARE INTERESTED, MAINTAINED UNDER SECTION 189 OF THE ACT, WILL BE AVAILABLE FOR INSPECTION BY THE MEMBERS AT THE AGM.
10. IN LINE WITH THE MCA CIRCULARS, THE NOTICE OF THE 16TH AGM WILL BE AVAILABLE ON THE WEBSITE OF COMPANY AT [WWW.INDIASTEELSUMMIT.COM](http://WWW.INDIASTEELSUMMIT.COM)
11. THE ROUTE MAP IS ANNEXED IN THIS NOTICE.

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")**

### **Item No. 2**

The Board of Directors at their Meeting held on 26<sup>th</sup> July 2022 approved the appointment of M/s. N.N. Sharma & Associates., Cost Accountants (Firm Registration No. 101702) as Cost Auditors to conduct the audit of the cost records of the Company about products, falling under the specified Customs Tariff Act Heading, manufactured by the Company for the financial year 2022-23 at a remuneration of 75,000/- plus out of pocket expenses and applicable taxes. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 2 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year 2022-23. None of the Directors, Key Managerial Personnel, and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed Resolution. The Board recommends the Ordinary Resolution as set out in Item No. 2 of the Notice for approval by the Members.

### **Item No. 3**

The provisions of Section 188(1) of the 2013 Act that governs the following Related Party Transactions require a Company to obtain prior approval of the Board of Directors and shareholders, in case it exceeds the criteria mentioned in the Act and rules made thereunder:

Transactions covered under section 188

- sale, purchase, or supply of any goods or materials
- selling or otherwise disposing of, or buying, property of any kind
- leasing of property of any kind;
- availing or rendering of any services;
- appointment of any agent for purchase or sale of goods, materials, services or property;
- such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company
- underwriting the subscription of any securities or derivatives thereof, of the company

Further, the third proviso to section 188(1) provides that nothing shall apply to any transaction entered into by the company in its ordinary course of business other than transactions that are not on an arm's length basis.

In the light of provisions of the 2013 Act, the Board of Directors of your Company has approved the proposed transactions along with annual limits that your Company may enter into with its Related Parties (as defined under the Companies Act, 2013).

All prescribed disclosures as required to be given under the provisions of the 2013 Act and the Companies (Meetings of Board and its Powers) Rules, 2014 are given herein below in a tabular format for kind perusal of the members.

**Particulars of Proposed transactions for approval u/s 188 of the  
Companies Act, 2013  
Maximum Value of contract/ Transaction (Per Annum) effective from 16th Annual General  
Meeting to 17<sup>th</sup> Annual General Meeting**

<b>Name of the Party</b>	<b>Relationship with Party</b>	<b>Nature of Transaction</b>	<b>Value of transaction (in Rs)</b>
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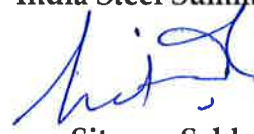
		related dies, machinery, and equipment	
F.E.G. DE QUERETARO S.A. DE C.V.	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	1,00,00,000
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VEE GEE AUTO COMPONENTS PVT.LTD	Fellow Subsidiary	Develop, design, manufacture, and sales for automotive parts, and related dies, machinery, and equipment	10,00,00,000

The Board of Directors of your company has approved this item in the Board Meeting held on 26<sup>th</sup> July 2022 and recommends the ordinary resolution as set out in item no. 3 of the notice for approval by the members of the Company.

None of the Directors, Managing Director, Whole Time Director, Manager, and Key Managerial Personnel of the Company and/or their relatives, are concerned or interested, financial or otherwise, in the resolution set out in Item No. 3.

By Order of the Board  
India Steel Summit Private Limited



Sitansu Sekhar Dash  
Company Secretary



Date:- 26<sup>th</sup> July 2022  
Place:- Greater Noida

**PROXY FORM**

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

**Annual General Meeting of the Members of INDIA STEEL SUMMIT PRIVATE LIMITED - 23<sup>rd</sup> September 2022**

Name of Member(s):  
 Registered Address:  
 Folio No./Client Id: ..... DP ID: ..... E-mail ID: .....

I/We, being the member(s) of .....Shares of the above-named Company, hereby appoint:

1. Name: ..... Address: .....  
 E mail Id: ..... Signature: ..... or failing him/her
2. Name: ..... Address: .....  
 E mail Id: ..... Signature: ..... or failing him/her
3. Name: ..... Address: .....  
 E mail Id: ..... Signature: ..... or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Members of the Company to be held on Friday, the 23<sup>rd</sup> September 2022 at 11.00 A.M. at the Registered Office of the Company at 2F-2G, Ecotech-III, Udyog Kendra, Greater Noida-201306 (Uttar Pradesh), and at any adjournment thereof in respect of such resolutions as are indicated below:

	Resolution	Vote (Optional see Note 2)		
		(Please mention no. of share)		
		For	Against	Abstain
1)	As Ordinary Resolution to receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March 2022, the statement of profit and loss and Cash Flow Statement for the year ended on that date, and the Report of the Board of Directors and Auditors thereon.			
2)	As Ordinary Resolution to approve the remuneration of cost auditor M/s. N.N. Sharma & Associates., Cost Accountants (Firm Registration No. 101702)			

3)	As Ordinary Resolution to approve related party transactions under Sections 188 of the Companies Act,2013			
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Signed this ..... day of ..... 2022.

Signature of Shareholder

Signature of Proxy holder(s)

Affix a Re.1/- Revenue Stamp
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**Notes:**

1. This Form, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

**ATTENDANCE SLIP**

**Annual General Meeting of the Members of India Steel Summit Private Limited-**

1. Full name of the Shareholder/ Proxy/ Authorized.....  
Representative: .....
2. Folio No. /Client Id: DP IL..... E-mail I.....  
.....  
.....
3. If Proxy/ Authorized Representative, Full Name .....  
of Shareholder: .....

I hereby record my presence at the Annual General Meeting of the Members of the Company held on Friday, the 23<sup>rd</sup> September 2022 at 11.00 A.M. at.....

\_\_\_\_\_  
**Signature of the Shareholder/ Proxy Holder/Authorized Representative**

**Note:** This attendance slip is to be handover at the entrance of the Meeting Hall.

# ROAD MAP

