

SACHETA METALS LTD

(GOVT. RECOGNISED EXPORT HOUSE)

MFRR & EXPORTER OF ALU & ST. STEEL KITCHENWARE CUTLERY & HOUSEWARE ITEMS

REGD. OFFICE: BLOCK NO 33 SACHETA UDYOGNAGAR VILL-MAHIYAL TAL-PRANTIJ SABARKANTHA GJ 383205 IN
CORPO. OFF: SEJ PLAZA BLDG, 502/5TH FLOOR, MARVE ROAD, NEAR NUTAN SCHOOL, MALAD WEST, MUMBAI-
400064, MAHARASHTRA

TEL NO: 00 91 22 28725948 /

E-MAIL: sacheta@sacheta.com, WEB SITE: www.sacheta.com

CIN NO. L51100GJ1990PLC013784

Date: 05th September, 2023

To,
The Listing Department,
BSE Limited.
PJ Towers, Dalal Street,
Mumbai - 400 001

**Sub: Annual Report 2022-23 and Book Closure - disclosure under Regulation 30 & 34 of SEBI
(LODR) Regulations, 2015**
Script Code: 531869

Dear Sir/Madam,

This is to inform you that Annual General Meeting ("AGM") of the Company is scheduled on Saturday, September 30, 2023 and other details are as follows: -

Date & Time of AGM	Saturday, 30 th September, 2023, 11.00 A.M.
Venue of AGM	Block No 33 Sacheta Udyognagar Vill-Mahiyal Tal-Prantij Sabarkantha 383215 Gujarat
Cut-off date for E-voting	23 rd September, 2023
Book Closure	24 th September, 2023 to 30 th September, 2023 (both days inclusive)
E-Voting Period	E-Voting will commence on Wednesday, September 27, 2023 (10.00 am IST) and end on Friday, September 29, 2023 (05.00 pm IST).
Dispatch of Annual Report along with Notice of AGM	Tuesday 05th September, 2023

Annual Report for the year 2022-23 along with notice of AGM is attached herewith.

Kindly take the above on records.

Thanking you,
FOR SACHETA METALS LIMITED

PRANAV SHAH
DIRECTOR
DIN: 06949685

Sacheta Metals Limited

Government Recognised Export House (INDIA)

House of Aluminium

Mfgr & Exporter of : Aluminium Utensils, Casting, Non-Stick Cookware, Pressure Cooker & other House ware, Aluminium Sheet, Coil, Foil Stock, Circle, Foil, Coil/Sheets for P.P. Caps, House Foil, Slugs, Chequered Sheet etc.

 Pan with cover	 Pan with cover & handle	 Pressure cooker	 Tea pan with flat lid	 Kadai	 Kadai with Alu. lid	 Fry pan with flat lid
 Baking top up, wash	 Casseroles with steel lid	 Tea kettle	 Elnha Dabba (Silver Touch)	 Milk can	 Milk jug	 Home Lanco (Shakar)
 Plate with flat handle	 Square tray	 Plate warmer	 Tease with Alu. lid	 Mugue katera	 Bowl	 Plate shal chaska
 Non Stick Frying Pan	 Non Stick Coroaave Tawa	 Non Stick Deepi Kadai	 Colour Coated Pressure Cooker			
Coil 	Sheet 	Circle 	Slugs 	Chequered Sheet 		

Quality & Service is our Moto...



33rd Annual Report

for the year ended 31st March 2023



SHRI SATISH SHAH
CMD



SHRI ANKIT SHAH
EXECUTIVE DIRECTOR



SHRI PRANAV SHAH
EXECUTIVE DIRECTOR



SACHETA METALS LIMITED

BOARD OF DIRECTORS	:	Mr. Satishkumar K. Shah Mrs. Chetnaben S. Shah Mr. Ankitkumar S. Shah Mr. Pranav S. Shah Mr. Kashyap Badheka *Mr. Jayeshkumar J Vakhariya Mr. Dilipkumar S. Sanghvi Ms. Zarna Shah	Managing Director Jt. Managing Director Executive Director Executive Director Independent Director Independent Director Independent Director Independent Director
AUDIT COMMITTEE	:	Mr. Kashyap Badheka Ms. Zarna Shah Mr. Satishkumar K. Shah	Chairman Member Member
STAKEHOLDER RELATIONSHIP COMMITTEE	:	*Mr. Jayeshkumar J Vakhariya Mr. Kashyap Badheka Mr. Ankitkumar S. Shah	Chairman Member Member
NOMINATION AND REMUNERATION COMMITTEE	:	*Mr. Jayeshkumar J Vakhariya Mr. Kashyap Badheka Ms. Zarna Shah	Chairman Member Member

**Appointed in company on 22.08.2022*

AUDITORS	:	Kiran and Pradip Associates Chartered Accountants
COMPANY SECRETARY & COMPLIANCE OFFICER:	:	Ms. Vibha Samaria
BANKERS:	:	State Bank of India, Malad, Mumbai
REGISTERED OFFICE:	:	Block No. 33, Sacheta Udyognagar Village Mahiyal, Tal: Talod-383215 Dist: Sabrkhantha(Gujarat)
CORPORATE OFFICE:	:	Sej Plaza Bldg, 502/5th Floor, Marve Road, Near Nutan School, Malad West, Mumbai-400064, Maharashtra Mail I'd: sacheta@sacheta.com Website: www.sacheta.com
REGISTRAR AND SHARE TRANSFER AGENT:	:	M/S Purva Sharegistry (India) Pvt. Ltd Gala No.9, Shiv Shakti Industrial Estate, Sitaram Mill Compound, J.R. Boricha Marg, Lower Parel (E), Mumbai-400011

SACHETA METALS LIMITED

CIN: L51100GJ1990PLC013784

Regd. Office: Block No.33, Sacheta Udyognagar

Village: Mahiyal, Tal: Talod, Dist. Sabarkantha. Gujarat-383215

NOTICE

Notice is hereby given that **thirty-three (33rd) Annual General Meeting** of the Members of **SACHETA METALS LIMITED** will be held on Saturday, 30th September, 2023 at 11.00 a.m. at the Registered office of the Company at Block No. 33, Sacheta Udyognagar, Village: Mahiyal Tal: Talod, Dist.: Sabarkantha (Gujarat) 383215 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and approve the audited financial statements of the Company for the Financial Year ended 31st March, 2023 including audited balance sheet, statement of profit and loss account and Cash Flow Statement together with the notes for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ankit Shah (DIN: 00237217) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and pass the following resolution as an Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby re-appoint of M/s. Kiran & Pradip Associates, Chartered Accountants, (FRN : 0112577W) , as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 38th AGM of the Company to be held in the year 2028 at such remuneration as may be mutually agreed between the Board of Directors of the Company & the Auditors.

SPECIAL BUSINESS:

4. Re-appointment of Mr. KASHYAP TAPPOOLAL BADHEKA (DIN: 08095265) as an Independent Director of the Company for a Second Term of Five consecutive Years:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings ,subject to the approval of the Members of the Company and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors)Rules, 2014 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 ("Listing Regulations")(including any statutory modification(s) or re-enactment thereof, for the time being in force),the approval of the Members of the Company be and is hereby accorded for re- appointment of Mr. KASHYAP TAPPOOLAL BADHEKA (DIN: 08095265), who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and he is eligible for re-appointment for a second term under the provisions of the Companies Act,2013, Rules made thereunder and Listing Regulations as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for second term of 5 (five) consecutive years on the Board of the Company w.e.f. 30th September 2023 till 29th September 2028,"

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

5. Re-appointment of Ms. ZARNABEN DHAVAL SHAH (DIN: 08351755) as an Independent Director of the Company for a Second Term of Five consecutive Years:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings ,subject to the approval of the Members of the Company and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors)Rules, 2014 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 (“Listing Regulations”)(including any statutory modification(s) or re-enactment thereof, for the time being in force),the approval of the Members of the Company be and is hereby accorded for re- appointment of Ms. ZARNABEN DHAVAL SHAH (DIN: 08351755), who hold the office till the 07th February, 2024 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and she is eligible for re-appointment for a second term under the provisions of the Companies Act,2013, Rules made thereunder and Listing Regulations as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for second term of 5 (five) consecutive years on the Board of the Company w.e.f. 08th February 2024 till 07th February 2029.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

**For, and on behalf of the Board
SACHETA METALS LTD**

**Date: September 02, 2023
Place: Prantij**

**SD/-
Satishkumar K Shah
Chairman & Managing Director**

NOTES

1. **DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**
In compliance with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated May 13, 2022, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website <https://www.sacheta.com/>, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com, and on the website of Company's Registrar and Transfer Agent, Purva Share registry (India) Pvt. Ltd. (Purva) at <https://www.purvashare.com/> Sacheta Metals Limited.
2. Explanatory Statement for the special business to be transacted at AGM, as required under Section 102 of the Companies Act, 2013 ("Act"), is attached herewith.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors retires by rotation and seeking appointment/re-appointment at this Annual General Meeting ("AGM") are annexed to the notice.
4. A member entitled to attend and vote is entitled to appoint a Proxy instead and the Proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) 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 or any other person or shareholder.
5. Proxies, 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. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
6. Members are requested to bring their copies of the Annual Report to the meeting. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
7. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members seeking any information with regards to the Accounts to be explained in the Meeting are requested to inform the Company at least 7 days in advance of the Annual General Meeting.
9. The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz. Purva Share registry India Pvt. Ltd., Unit: Sacheta Metals Limited, Gala No. 9, Shiv Shakti Industrial Estate, Sitaram Mill Compound, J R Boricha Marg, Mumbai – 400011. Those holding shares in dematerialized form may intimate any change in their addresses or bank details / mandates to their Depository Participants (DP) immediately. Members holding shares in dematerialized form may note that bank details registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request directly received from any member holding shares in dematerialized form for any change in such details. Such changes are to be advised only to the DP of the members.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to Purva Share registry India Pvt Ltd, the details of such folios together with the

share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

11. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrars and Transfer Agents, Purva Share registry India Pvt Ltd. for assistance in this regard.
12. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with Purva Share registry India Pvt Ltd in case the shares are held by them in physical form.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.sacheta.com/form-sh-13. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to Purva Share registry India Pvt Ltd in case the shares are held in physical form.
14. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, the 24th September, 2023 to Saturday, the 30th September, 2023 (both days inclusive) in connection with the Annual General Meeting.
15. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
16. Documents referred to in the Notice are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Annual General Meeting of the Company.
17. Details in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
18. Electronic copy of the Annual Report for 2022-23 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2022-23 is being sent in the permitted mode on demand. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.sacheta.com.
19. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investor.grivence@sacheta.com or support@purvashare.com

b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

20. Route map showing directions to reach the venue of the 33rd AGM is annexed.

21. Voting through electronic means.

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).**

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or [link of website of company http://www.sacheta.com/](http://www.sacheta.com/).

The e-voting period commences on 27th September 2023 (10:00 a.m. IST) and ends on 29th September 2023 (5:00 p.m. IST). During this period, shareholders of the Company may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date** of 23rd September, 2023. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investor.grivence@sacheta.com.

Mr. Jaymeen Trivedi, Practicing Company Secretary, Ahmedabad has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The facility for voting through Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:




Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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
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<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by

	providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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

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.

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 <https://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 are 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 121072 then user ID is 121072001***

***AGM EVEN: 121072**

5. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
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.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system 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 and join General Meeting on NSDL e-Voting system.**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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 jaymeen@csjka.in with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor.grivence@sacheta.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor.grivence@sacheta.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**For, and on behalf of the Board
SACHETA METALS LTD**

**Date: September 02, 2023
Place:- Prantij**

**SD/-
Satishkumar K Shah
Chairman & Managing Director**

Explanatory Statement
pursuant to Section 102 of the Companies Act, 2013

Item no: 4

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the Annual General Meeting held on 29th September 2018, Mr. KASHYAP TAPOOLAL BADHEKA (DIN: 08095265) was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years. Since Mr. KASHYAP TAPOOLAL BADHEKA will complete his first term as an Independent Director of the Company on 29th September 2023, he is eligible for re-appointment for one more term.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings and, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulations 16(1)(b), 17 and other applicable provisions, if any, of Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on his skills, experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is here by accorded to the re-appointment of Mr. KASHYAP TAPOOLAL BADHEKA as an Independent Non-Executive Director of the Company for the second term of 5 (five) years w.e.f. 30th September 2023 to 29th September, 2028. His term of office shall not liable to be determined by rotation.

In the opinion of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. KASHYAP TAPOOLAL BADHEKA, is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has received a declaration from Mr. KASHYAP TAPOOLAL BADHEKA, that he meets the criteria of independence as stipulated under Section 149(6) read with Schedule IV of the Act and Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. KASHYAP TAPOOLAL BADHEKA as an Independent Director.

Except Mr. KASHYAP TAPOOLAL BADHEKA being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members of the Company.

Item no: 5

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the Annual General Meeting held on 29th September 2018, Ms. ZARNABEN DHAVAL SHAH (DIN: 08351755) was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years. Since Ms. ZARNABEN DHAVAL SHAH will complete his first term as an Independent Director of the Company on 07th February 2024, she is eligible for re-appointment for one more term.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings and, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulations 16(1)(b), 17 and other applicable provisions, if any, of Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on her skills, experience, knowledge, contributions, continued valuable guidance to the management made by her during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is here by accorded to the re-appointment of Ms. ZARNABEN DHAVAL SHAH as an Independent Non-Executive Director of the Company for the second term of 5 (five) years w.e.f. 08th February 2024 to 07th February, 2029. Her term of office shall not liable to be determined by rotation.

In the opinion of the Nomination and Remuneration Committee and Board of Directors of the Company, Ms. ZARNABEN DHAVAL SHAH, is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has received a declaration from Ms. ZARNABEN DHAVAL SHAH, that he meets the criteria of independence as stipulated under Section 149(6) read with Schedule IV of the Act and Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. ZARNABEN DHAVAL SHAH as an Independent Director.

Except Ms. ZARNABEN DHAVAL SHAH being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members of the Company.

SACHETA METALS LIMITED

CIN: L51100GJ1990PLC013784

Regd. Office: Block No.33, Sacheta Udyognagar

Village: Mahiyal, Tal: Talod, Dist. Sabarkantha. Gujarat-383215

NOTICE

Notice is hereby given that **thirty-three (33rd) Annual General Meeting** of the Members of **SACHETA METALS LIMITED** will be held on Saturday, 30th September, 2023 at 11.00 a.m. at the Registered office of the Company at Block No. 33, Sacheta Udyognagar, Village: Mahiyal Tal: Talod, Dist.: Sabarkantha (Gujarat) 383215 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and approve the audited financial statements of the Company for the Financial Year ended 31st March, 2023 including audited balance sheet, statement of profit and loss account and Cash Flow Statement together with the notes for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ankit Shah (DIN: 00237217) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider and pass the following resolution as an Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby re-appoint of M/s. Kiran & Pradip Associates, Chartered Accountants, (FRN : 0112577W) , as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 38th AGM of the Company to be held in the year 2028 at such remuneration as may be mutually agreed between the Board of Directors of the Company & the Auditors.

SPECIAL BUSINESS:

4. Re-appointment of Mr. KASHYAP TAPPOOLAL BADHEKA (DIN: 08095265) as an Independent Director of the Company for a Second Term of Five consecutive Years:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings ,subject to the approval of the Members of the Company and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors)Rules, 2014 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 ("Listing Regulations")(including any statutory modification(s) or re-enactment thereof, for the time being in force),the approval of the Members of the Company be and is hereby accorded for re- appointment of Mr. KASHYAP TAPPOOLAL BADHEKA (DIN: 08095265), who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and he is eligible for re-appointment for a second term under the provisions of the Companies Act,2013, Rules made thereunder and Listing Regulations as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for second term of 5 (five) consecutive years on the Board of the Company w.e.f. 30th September 2023 till 29th September 2028,"

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

5. Re-appointment of Ms. ZARNABEN DHAVAL SHAH (DIN: 08351755) as an Independent Director of the Company for a Second Term of Five consecutive Years:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings ,subject to the approval of the Members of the Company and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors)Rules, 2014 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 (“Listing Regulations”)(including any statutory modification(s) or re-enactment thereof, for the time being in force),the approval of the Members of the Company be and is hereby accorded for re- appointment of Ms. ZARNABEN DHAVAL SHAH (DIN: 08351755), who hold the office till the 07th February, 2024 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and she is eligible for re-appointment for a second term under the provisions of the Companies Act,2013, Rules made thereunder and Listing Regulations as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for second term of 5 (five) consecutive years on the Board of the Company w.e.f. 08th February 2024 till 07th February 2029.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

**For, and on behalf of the Board
SACHETA METALS LTD**

**Date: September 02, 2023
Place: Prantij**

**SD/-
Satishkumar K Shah
Chairman & Managing Director**

NOTES**1. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**

- In compliance with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated May 13, 2022, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website <https://www.sacheta.com/>, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com, and on the website of Company's Registrar and Transfer Agent, Purva Share registry (India) Pvt. Ltd. (Purva) at <https://www.purvashare.com/> Sacheta Metals Limited.
2. Explanatory Statement for the special business to be transacted at AGM, as required under Section 102 of the Companies Act, 2013 ("Act"), is attached herewith.
 3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors retires by rotation and seeking appointment/re-appointment at this Annual General Meeting ("AGM") are annexed to the notice.
 4. A member entitled to attend and vote is entitled to appoint a Proxy instead and the Proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) 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 or any other person or shareholder.
 5. Proxies, 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. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
 6. Members are requested to bring their copies of the Annual Report to the meeting. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
 7. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 8. Members seeking any information with regards to the Accounts to be explained in the Meeting are requested to inform the Company at least 7 days in advance of the Annual General Meeting.
 9. The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz. Purva Share registry India Pvt. Ltd., Unit: Sacheta Metals Limited, Gala No. 9, Shiv Shakti Industrial Estate, Sitaram Mill Compound, J R Boricha Marg, Mumbai – 400011. Those holding shares in dematerialized form may intimate any change in their addresses or bank details / mandates to their Depository Participants (DP) immediately. Members holding shares in dematerialized form may note that bank details registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request directly received from any member holding shares in dematerialized form for any change in such details. Such changes are to be advised only to the DP of the members.
 10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to Purva Share registry India Pvt Ltd, the details of such folios together with the

share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

11. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrars and Transfer Agents, Purva Share registry India Pvt Ltd. for assistance in this regard.
12. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with Purva Share registry India Pvt Ltd in case the shares are held by them in physical form.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.sacheta.com/form-sh-13. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to Purva Share registry India Pvt Ltd in case the shares are held in physical form.
14. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, the 24th September, 2023 to Saturday, the 30th September, 2023 (both days inclusive) in connection with the Annual General Meeting.
15. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
16. Documents referred to in the Notice are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Annual General Meeting of the Company.
17. Details in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
18. Electronic copy of the Annual Report for 2022-23 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2022-23 is being sent in the permitted mode on demand. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.sacheta.com.
19. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investor.grivence@sacheta.com or support@purvashare.com

b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

20. Route map showing directions to reach the venue of the 33rd AGM is annexed.

21. Voting through electronic means.

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).**

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or [link of website of company http://www.sacheta.com/](http://www.sacheta.com/).

The e-voting period commences on 27th September 2023 (10:00 a.m. IST) and ends on 29th September 2023 (5:00 p.m. IST). During this period, shareholders of the Company may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date** of 23rd September, 2023. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investor.grivence@sacheta.com.

Mr. Jaymeen Trivedi, Practicing Company Secretary, Ahmedabad has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The facility for voting through Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:




Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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
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<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="755 1165 1226 1438" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by

	providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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

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.

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 <https://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 are 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 121072 then user ID is 121072001***

***AGM EVEN: 121072**

5. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
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.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system 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 and join General Meeting on NSDL e-Voting system.**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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 jaymeen@csjka.in with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor.grivence@sacheta.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor.grivence@sacheta.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**For, and on behalf of the Board
SACHETA METALS LTD**

**Date: September 02, 2023
Place:- Prantij**

**SD/-
Satishkumar K Shah
Chairman & Managing Director**

Explanatory Statement
pursuant to Section 102 of the Companies Act, 2013

Item no: 4

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the Annual General Meeting held on 29th September 2018, Mr. KASHYAP TAPOOLAL BADHEKA (DIN: 08095265) was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years. Since Mr. KASHYAP TAPOOLAL BADHEKA will complete his first term as an Independent Director of the Company on 29th September 2023, he is eligible for re-appointment for one more term.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings and, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulations 16(1)(b), 17 and other applicable provisions, if any, of Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on his skills, experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is here by accorded to the re-appointment of Mr. KASHYAP TAPOOLAL BADHEKA as an Independent Non-Executive Director of the Company for the second term of 5 (five) years w.e.f. 30th September 2023 to 29th September, 2028. His term of office shall not liable to be determined by rotation.

In the opinion of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. KASHYAP TAPOOLAL BADHEKA, is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has received a declaration from Mr. KASHYAP TAPOOLAL BADHEKA, that he meets the criteria of independence as stipulated under Section 149(6) read with Schedule IV of the Act and Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. KASHYAP TAPOOLAL BADHEKA as an Independent Director.

Except Mr. KASHYAP TAPOOLAL BADHEKA being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members of the Company.

Item no: 5

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder and as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the Annual General Meeting held on 29th September 2018, Ms. ZARNABEN DHAVAL SHAH (DIN: 08351755) was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years. Since Ms. ZARNABEN DHAVAL SHAH will complete his first term as an Independent Director of the Company on 07th February 2024, she is eligible for re-appointment for one more term.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings and, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulations 16(1)(b), 17 and other applicable provisions, if any, of Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on her skills, experience, knowledge, contributions, continued valuable guidance to the management made by her during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is here by accorded to the re-appointment of Ms. ZARNABEN DHAVAL SHAH as an Independent Non-Executive Director of the Company for the second term of 5 (five) years w.e.f. 08th February 2024 to 07th February, 2029. Her term of office shall not liable to be determined by rotation.

In the opinion of the Nomination and Remuneration Committee and Board of Directors of the Company, Ms. ZARNABEN DHAVAL SHAH, is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has received a declaration from Ms. ZARNABEN DHAVAL SHAH, that he meets the criteria of independence as stipulated under Section 149(6) read with Schedule IV of the Act and Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. ZARNABEN DHAVAL SHAH as an Independent Director.

Except Ms. ZARNABEN DHAVAL SHAH being an appointee, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested, financial or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members of the Company.

DIRECTORS' REPORT

Dear Members,

Your Directors have great pleasures in presenting you the Thirty three (33rd) Annual Report of the Company together with the Audited Financial Result for the year ended on March 31, 2023.

FINANCIAL RESULTS:

The Operating results of your Company for the period under review are as follows:

Particulars	(Rs. in Lakhs)	
	Current Year ended 31.03.2023	Previous Year ended 31.03.2022
Sales / Turnover	9796.32	9044.47
Profit before Interest, Depreciation & Tax	537.95	470.73
Less: Interest	76.03	38.84
Profit before Depreciation and Tax	461.92	431.89
Less: Depreciation for the year	180.39	129.83
Profit before tax	281.53	302.06
Less: Taxation including deferred tax	75.43	80.05
Less: Exceptional items	0	0
Net profit for the year after tax	206.09	222.01

FINANCIAL PERFORMANCE:

Your Company has generated a good revenue in comparison with that of previous year. The Company has registered total operating revenue of Rs. 9796.32 Lacs for the year ended 31st March, 2023 as compared to Rs. 9044.74 Lacs in the Previous Year. The Net Profit for the year stood at Rs. 206.09 Lacs for the year ended 31st March, 2023 against Rs. 222.01 Lacs reported in the Previous Year.

MATERIAL CHANGES OR COMMITMENT HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THIS REPORT WHICH AFFECT THE FINANCIAL STATEMENTS OF THE COMPANY IN RESPECT OF THE FINANCIAL YEAR:

No material changes or commitments have occurred between the end of the Financial Year and the date of this Report which affect the financial statements of the Company in respect of the Financial Year.

DIVIDEND:

The Board, in its meeting has decided not to declare dividend for the financial year ended March 31, 2023.

STATUTORY DISCLOSURES:

The Statutory disclosures in accordance with Section 134 read with Rule 8 of Companies (Accounts) Rules, 2014, Section 178, Section 197 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been made herein after paragraphs.

As per SEBI (LODR) Regulations, the Corporate Governance Report with the Auditors' Certificate thereon, and the Management Discussion and Analysis are attached, which forms part of this.

The Company has devised proper systems to ensure compliance with the provisions of all Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

DEPOSITS FROM PUBLIC:

Your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) from the public or the members and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

AMOUNTS TRANSFERRED TO GENERAL RESERVES:

Pursuant to provisions 134(3)(i) of the Companies Act, 2013, the Company has not proposed to transfer any amount to general reserves account of the Company during the year under review.

SHARE CAPITAL

The paid-up Equity Share Capital as at March 31, 2023 stood at Rs 19,12,94,000, comprising 19129400 Equity Shares each of Rs.10. The company has not issued shares with differential voting rights nor has granted any stock options or sweat equity.

As on March 31, 2023, none of the Directors of the company hold instruments convertible into equity shares of the Company.

SUBSIDIARIES & ASSOCIATE COMPANIES:

The Company does not have any Subsidiary Company or Associate Company as at 31st March, 2023, hence, the statement containing salient features of the financial statements of the subsidiary companies in Form AOC-1 pursuant to Section 129(3) of the Companies Act, 2013 is not applicable to your Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report as required under Regulation 2015 is set out in the **Annexure-I** to this report and gives details of the overall industry structure, economic developments, performance and state of affairs of your and Indian Alluminium industry, industrial and home improvement business, internal controls and their adequacy, risk management systems and other material developments during the Financial Year 2022-2023.

EXTRACT OF ANNUAL RETURN:

The copy of Annual Return is available on the website of the company as per section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, and the link of the website is <https://www.sacheta.com/>

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

The Independent Directors of the Company have submitted their Declaration of Independence, as required under the provisions of Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of Independence as provided in Section 149(6) of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has not granted any loans, or provided any guarantees and made any investments under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (meeting of Board and its Powers) Rules, 2014, during the year under review, hence no disclosure with respect to such loans, guarantee and investments made are required to be given.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

CORPORATE GOVERNANCE

The detailed report on Corporate Governance for the financial year from 01.04.2022 to 31.3.2023 on the line of requirements of SEBI (LODR) Regulations appears in the **Annexure-III** to the Directors Report and forms a part of this Annual Report.

NUMBER OF MEETINGS OF THE BOARD

The details of the number of meetings of the Board held during the Financial Year 2022-23 forms part of the Corporate Governance Report.

During the year under review, Nine (9) board meetings were held:

S No	Date of Meeting	Board Strength	No. of Directors Present
1	04/05/2022	7	7
2	18/05/2022	7	7
3	02/08/2022	7	7
4	22/08/2022	8	8
5	22/10/2022	8	7
6	25/01/2023	8	8
7	01/02/2023	8	8
8	23/02/2023	8	8
9	24/02/2023	8	8

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo, is given in the statement annexed hereto and forms a part of this Report as **Annexure-IV**.

POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE:

Your Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Company has zero tolerance towards sexual harassment of women at work place. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

During the year under review, no complaints with allegations of sexual harassment were received by the Company. To build awareness in this area, the Company has been conducting induction/refresher programmes in the Company on a continuous basis.

RELATED PARTY TRANSACTIONS

In line with the requirements of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, your Company has formulated a Policy on Related Party Transactions, which

is available on the Company's website www.sacheta.com. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's length Price.

All Related Party Transactions entered during the year were in Ordinary Course of Business and at the Arm's Length basis. No Material Related Party Transactions, i.e. transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statement were entered during the year under review.

As all transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 and the Rules made thereunder are not attracted. Therefore disclosure in form AOC-2 in terms of Section 134 of the Companies Act, 2013 is not applicable to the Company hence not provided.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in compliance with the provisions of Section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of SEBI(LODR) 2015, includes an Ethics and Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail or a letter to the Task Force or to the Chairman of the Audit Committee. The Vigil Mechanism and Whistle Blower Policy may be accessed on the Company's website www.sacheta.com

REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES:

The remuneration paid to the Directors and Key Managerial Personnel is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act., 2013 and Regulation 19 of the SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015(including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

The information required under Section 197 read with Rule 5 of Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force.) in respect of Directors/employees of the Company is furnished in below and set out in the **Annexure-V**

- i. Non-Executive Directors have waived sitting fees for attending the Board Meeting, or any other receipt.
- ii. Managing Director, Executive Directors, Other Key Managerial personnel and Senior Management will involve a balanced between fixed and incentive pay reflecting short and long term performance objectives appropriate to working of the company and its goals.

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which is a part of this report and is also available on www.sacheta.com

DIRECTORS:

The Company believes that the Board needs to have an appropriate mix of executive, non-executive and Independent Directors to maintain its independence and separate its functions of governance and management. As on 31st March, 2023, our Board comprise of eight members consisting four Executive Directors and four Independent Directors.

Pursuant to the provisions of Section 149 of the Act, the independent directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations

and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). There has been no change in the circumstances affecting their status as independent directors of the Company.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2023 are: Mr. Satishchandra K. Shah, Managing Director, Mrs. Chetaben S. Shah, Jt. Managing Director, Mr. Dashrathbhai K. Patel, Chief Financial Officer and Ms. Vibha Banger, Company Secretary & Compliance Officer.

Furthermore, the Nomination and Remuneration Committee and Board of Directors at their respective meetings held on 02nd September 2023 have recommended and approved the re-appointment of Mr. KASHYAP TAPOOLAL BADHEKA, whose first term as Independent Director of the Company will be expiring on 29th September 2023 and proposed to re-appoint as Independent Director for second term for period of 5 (five) years w.e.f. 30th September 2023 till 29th September 2028, subject to approval of Members at the ensuing Annual General Meeting of the Company.

Nomination and Remuneration Committee and Board of Directors at their respective meetings held on 02nd September 2023 have recommended and approved the re-appointment of Ms. ZARNABEN DHAVAL SHAH whose first term as Independent Director of the Company will be expiring on 07th February 2024 and proposed to re-appoint as Independent Director for second term for period of 5 (five) years w.e.f. 08th February 2024 till 07th February 2029, subject to approval of Members at the ensuing Annual General Meeting of the Company.

AUDIT COMMITTEE

The details pertaining to the composition of the audit committee are included in the Corporate Governance Report, which is a part of this report.

STATUTORY AUDITORS AND AUDIT REPORT

Pursuant to the recent amendment to Section 139 of the Act effective May 7, 2018, ratification by Shareholders every year for the appointment of the Statutory Auditors is no longer required and accordingly the Notice of ensuing Annual General Meeting does not include the proposal for seeking Shareholders approval for ratification of Statutory Auditors appointment.

M/s. Kiran & Pradip Associates, Chartered Accountants, Ahmedabad (FRN: 0112577W) has furnished a certificate of their eligibility and consent under Section 139 and 141 of the Act and the Companies (Audit and Auditors) Rules 2014 for their continuance as the Auditors of the Company for the FY 2022-23. And in the ensuing Annual General Meeting M/s. Kiran & Pradip Associates, Chartered Accountants, is re-appointed for the period of 5 (five) Financial years from F.Y -2023-24 to 2027-28.

In terms of the SEBI (LODR) Regulations, the Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI.

The Statutory Auditors' Report for FY 2022-23 on the financial statement of the Company forms part of this Annual Report.

The Statutory Auditors' report on the financial statements for FY 2022-23 does not contain any qualifications, reservations or adverse remarks or disclaimer.

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso to Section 143(12) of the Act. The observations made by the Auditors' in their report are self-explanatory and therefore, do not call for any comments.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Jaymeen Trivedi (Proprietor of M/s. Jaymeen Trivedi & Associates, Ahmedabad), FCS-10035, Company Secretary in Practice, to carry out the Secretarial Audit of the Company. The Report of the Secretarial Audit for FY 2022-23 is attached herewith as **Annexure-VI** There is a qualifications, observations or adverse remark or disclaimer in the said report which require any clarification/ explanation.

1. Company will comply with the provision of section 134(1) and all other necessary provision of the Companies Act, 2013.

CORPORATE SOCIAL RESPONSIBILITIES

Pursuant to Section 135 of the Companies Act, 2013, every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility (CSR) Committee of the Board.

Your Company does not fall under the provisions of aforesaid Section; therefore, CSR Committee has not been constituted.

RISK MANAGEMENT

However, the provisions of SEBI (LODR) Regulations, 2015 on Risk Management is not applicable to the Company, as the practice of good Corporate Governance, the Company has internal structure for review of risk assessment in the leadership of the Managing Director. The function of the internal structure on risk management is to implement and monitor the risk management plan for the Company and to monitor and review the risk management plan and ensuring its effectiveness. The major risks affecting business of the Company are identified and functions are systematically addressed through mitigating actions on a continuing basis.

BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

In a separate meeting of independent directors, performance of non-independent directors, the board as a whole and the Chairman of the Company was evaluated, taking into account the views of executive directors and non-executive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the board, its committees, and individual directors was also discussed. Performance Evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The details in respect of internal financial control and their adequacy are included in the Discussion and Analysis, which is a part of this report.

INSURANCE:

All the properties of the Company have been adequately insured.

DIRECTORS' RESPONSIBILITY STATEMENT:

As required under Section 134(3)(c) of the Companies Act, 2013 your Directors' confirm that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year as on March 31, 2023 and of the profit of the Company for that period.
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Annual Accounts have been prepared on a going concern basis.
- v. Internal financial control has been laid down and followed by the company and that such controls are adequate and are operating effectively.
- vi. Proper system has been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their deep sense of gratitude for the valuable assistance and co-operation extended by the Government Authorities, Bankers, Vendors, Customers, Advisors, the General Public and for the valued contribution, efforts and dedication shown by the Company Employees, Officers, and the Executives at all levels. Your Directors also sincerely acknowledge the confidence and faith reposed by the shareholders of the Company.

**For, and on behalf of the Board
SACHETA METALS LTD**

**Date: September 02, 2023
Place:- Prantij**

**SD/-
Satishkumar K Shah
Chairman & Managing Director**

ANNEXURE-I**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****Overview of the Company**

We, SACHETA METALS LIMITED, a Public Limited Company established in the year 1990. The Registered Office and Manufacturing Unit of our Company is situated at Sacheta Udyog Nagar, Opp. College, Mahiyal, Talod-383215, Gujarat. Our Corporate Office is situated at the Business Capital Centre of India Mumbai at Sakseria Industrial Estate, S. V. Road, Malad (West), Mumbai 400064 (INDIA).

We, SACHETA METALS LIMITED, are one of the major manufacturers & exporters of Aluminum, Stainless and mild steel Houseware Kitchenware Utensils - Casting - Sheet – Coils - Circles, Non Stick Cookware - Pressure Cooker, Foil Chaquered sheet, PP Caps / Slug & other Houseware & also Stainless Steel Kitchenware in India.

Financial Review

Turnover achieved for the year ended 31st March, 2023 was Rs. 99.29 Crores as against Rs. 91.96 Crores in the previous year.

Employee cost was Rs. 6.92 Crores as against Rs. 6.94 Crores in the previous year.

The finance cost of the Company was Rs. 0.76 Crores as against Rs. 0.39 Crores in the previous year.

Depreciation (including amortization) was increased of Rs. 1.80 Crores as against Rs. 1.30 Crores in the previous year.

Net Profit after tax for the current year reduced to Rs. 2.06 Crores as against Rs. 2.22 Crores in the previous year.

Earnings per share (EPS) for the year was Rs. 1.08 as against Rs. 1.16 in the previous year. The higher a company's EPS, the more profitable it is considered

New Activities:

a) Looking into the current market the Company is planning to expand its operations in production of steel and to foray in the production of copper utensils especially kitchen equipments. This project is in its initial stage and the Company will copout with detailed project in the next coming quarters.

b) Company has established dealership in many geographical area, for aluminium foils. The Company is planning to increase its market strength by spreading distributor's network across the India in the coming years. The Company has willingness to invite new distributorship for its products which are most welcomed.

Research & Development:

During the year under review, the Company has incurred capital expenditure Rs. 2908360 (P.Y.Rs. 289400), and revenue expenditure Rs. 377529 (P.Y. Rs. 2277800).

Aluminum industry in India

The Indian Aluminum Industry is a highly concentrated industry, with India being the world's second-largest producer. It has a share of nearly 5.3 percent of global aluminium output. In spite of rising demand, India's aluminium industry is thriving at an incredible rate. India's primary aluminium exports have risen rapidly in recent years. India Exports of aluminum was US\$9.06 Billion during 2021.

Aluminium is an important strategic metal for India's economy. After the iron and steel industry, aluminium is the second most important industry. Aluminium is used in the production and distribution of electricity in the modern world (it is a good conductor of electricity), household utensils and electric appliances, aircraft manufacturing, rail coaches, nuclear and defence accessories, and so on. It's also the fastest-growing metal, with nearly a 20-fold increase in the last 60 years (compared to 6 to 7 times for other metals).

In the downstream sector, it created over 8 lakh jobs directly and indirectly, as well as over 4000 SMEs. In terms of the Bauxite reserve base, India ranks seventh in the world. Bauxite is the primary raw material used in the production of aluminium. The National Mineral Exploration Trust was set up to ensure an increase in aluminium production and to make the required volume of raw materials available to the industries.

Government of India is targeted to provide electricity to all villages of the country and joint all villages with the national highways of the Country, which increase demand of aluminum in the country. In India, there is growth of aerospace industry, which is also directed to increase in aluminum supply and growth of aluminum industry.

Cautionary Statement

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downward trend in the particular industry, rise in input costs, exchange rate fluctuations, and significant changes in political and economic environment in India, environment standards, tax laws, litigation and labour relations.

Shareholders are cautioned that certain data and information external to the Company is included in this section. Though these data and information are based on sources believed to be reliable, no representation is made on their accuracy or comprehensiveness. Further, though utmost care has been taken to ensure that the opinions expressed by the management herein contain their perceptions on most of the important trends having a material impact on the Company's operations, no representation is made that the following presents an exhaustive coverage on and of all issues related to the same. The opinions expressed by the management may contain certain forward-looking statements in the current scenario, which is extremely dynamic and increasingly fraught with risks and uncertainties.

CEO AND CFO CERTIFICATION

We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2023 and to the best of our knowledge and belief:

- a) That :
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) That to the best of our knowledge and belief no transactions entered into by the Company during the year ended 31st March, 2023 are fraudulent, illegal or in violation of the Company's code of conduct,
- c) We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) That:
- i. There has not been any significant change in internal control over financial reporting during the year under reference;
 - ii. There has not been any significant change in accounting policies during the year except as has been disclosed in the notes to the financial statements: and
 - iii. We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Date: September 02, 2023
Place: Prantij

SD/-
Satish K Shah
Managing Director

SD/-
Dashrathbhai Kevalbhai Patel
Chief Financial Officer

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
Sacheta Metals Limited

We have examined the compliance of conditions of Corporate Governance by Sacheta Metals Limited ('the Company'), for the year ended March 31, 2023, as per Regulations 17-27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Practitioner's Responsibility

1. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
2. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable.

Restrictions on use

This certificate has been issued on the request of the Company pursuant to regulations as stipulated in the Listing Regulations and is not intended to be used for any other purpose.

Accordingly, we state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Kiran & Pradip Associates
Chartered Accountants
Firm Reg. No. 112577W

Date : May 13, 2023
Place : Ahmedabad
UDIN - 23035636BGWHZK1868

SD/-
Pradip Shah
Partner
M. No. 035636

CORPORATE GOVERNANCE REPORT**COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

In terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company's Report on Corporate Governance for the year ended March 31, 2023.

Sacheta Metals Limited is committed to executing sustainable business practice and creating long-term value for all its stakeholders. To pursue this objective, the company remains steadfast in its value systems that incorporate integrity, transparency and fairness across all its business activities.

The Company continues to focus on its commitments towards the development of the community where it operates. It has adopted best practices towards preserving the environment and adherence to the highest safety standards remains a focus area across all operations. Sacheta Metals Limited value systems are based on the foundation of fair and ethical practices in all its dealings with stakeholders including customers, vendors, contractors, employees and all others who are part of the company business value chain.

Towards this end, all Directors and Senior Management are committed to the company's Code of Conduct.

BOARD OF DIRECTORS**Composition:**

The Board of Directors of the Company has an ideal combination of the executive and non-executive Directors as on 31st March, 2023 i.e. the Board of Directors consists of the eight members, headed by the Executive Chairman and comprises of three Executive Directors and four Non-executive Independent Directors. Mr. Jagdish Gandhi, independent director of the company, ceased to be a Director on the Board of the Company due to his sad demise, w.e.f 13th April, 2022. The Company acknowledges his valuable contribution in the growth of the Company during his tenure.

During the year under review, following board meetings were held:

S No	Date of Meeting	Board Strength	No. of Directors Present
1	04/05/2022	7	7
2	18/05/2022	7	7
3	02/08/2022	7	7
4	22/08/2022	8	8
5	22/10/2022	8	7
6	25/01/2023	8	8
7	01/02/2023	8	8
8	23/02/2023	8	8
9	24/02/2023	8	8

The composition of the Board, number of public companies on the Board or Committee of which a Director is a Member or a Chairman as on 31st March, 2023 is given below: -

Name	Position/Category	No. of Board Meetings Attended	Attendance at last AGM	Total no. of directorships in other public companies (*)
Mr. Satish K Shah DIN: 00237283	Promoter and Chairman & Managing Director	9 of 9	Yes	None
Mrs. Chetna S. Shah DIN: 00237410	Promoter and Joint Managing Director	9 of 9	Yes	None
Mr. Ankit S. Shah DIN: 00237217	Executive Director (promoter group)	9 of 9	Yes	None
Mr. Pranav S Shah DIN: 06949685	Executive Director (promoter group)	9 of 9	Yes	None
Mr. Jayeshkumar Vakhariya* DIN: 02384653	Independent Non-Executive Director	6 of 9	Yes	None

Mr. Kashyap T. Badheka DIN: 08095265	Independent Non-Executive Director	9 of 9	Yes	None
Mr. Dilip S Sanghvi DIN: 06954684	Independent Non-Executive Director	8 of 9	Yes	None
Mrs. Zarnaben D. Shah DIN: 08351755	Independent Non-Executive Director	9 of 9	Yes	None

- Mr. Jayeshkumar Vakhariya Appointed on 22.08.2023

COMMITTEE OF THE BOARD

Board of Directors of the Company have constituted Board Committee to deal with specific areas and activities which concern the Company and required a closer review.

The Board currently has the following committee.

1. AUDIT COMMITTEE

The Audit Committee of the Board of Directors is entrusted with the responsibilities to supervise the Company's internal control and financial Reporting process. The composition, quorum, power, role and scope are in the accordance with Section 177 of the Companies Act, 2013 and as per the provision of Regulation 18 of the Listing Regulation.

Term of Reference:

The term of reference of the Audit Committee as laid down by the Board are in accordance with those specified in the Listing Regulations and Section 177 of the Companies Act, 2013.

Composition:

The Audit Committee met four times during the Financial Year 2022-23. The interval between the two meetings was as per the Section 173 of the Companies Act, 2013 read with Regulation 17 of the Listing Regulations. The following is the constitution of Committee, numbers of meetings held and attendance of each committee members:

Name of Member	Designation	Category	Audit Committee Meeting Held	
			Meeting Attended	Meeting held
Mr. Kashyap Badheka	Chairman	Independent, Non-executive Director	4	4
Mrs. Zarna Shah	Member	Independent, Non-executive Director	4	4
Mr. Satish K Shah	Member	Non-Independent, Executive Director	4	4

There has been no change in the composition of the committee during the year. The Company Secretary acts as the secretary to the audit committee. The Board accepted all the recommendations made by committee during the year.

2. STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee is constituted under Section 178 of the Companies Act, 2013 read with Regulation 20 of the Listing Regulations. The Committee consists of three Directors; two being Independent non-executive Directors and one executive director. The Chairman of the Committee is an Independent Director. The Stake Holders Relationship Committee met four times during the Financial Year 2021-22.

The Shareholders / Investors' Grievance Committee of the Board will look into the redressal of investors' complaints like non-receipt of Annual Reports, dividend payments etc. and matters related to Share transfers, issue of duplicate share certificates, dematerialisation / re-materialisation of shares, transfer / transmission of shares, other allied transactions and also delegates powers to the executives of the Company to process transfers etc.

Composition:

The following is the constitution of the Committee, numbers of meetings held and attendance of each committee members:

Name of Member	Designation	Category	Stakeholder Relationship Committee Meeting Held	
			Meeting Attended	Meeting held
Mr. Jayesh Vakhariya *	Chairman	Independent, Non-executive Director	2	2
Mr. Kashyap Badheka	Member	Independent, Non-executive Director	2	2
Mr. Ankit S. Shah	Member	Non-Independent, Executive Director	2	2

* Mr. Jayesh J. Vakhariya was appointed as a chairman of the committee in place of Mr. Jagdish Gandhi on 22.08.2022.

Details of the Queries/Complaints received and resolved by the Company during the Year 2022-23:

The Committee has not received any query/complaint from Shareholders/Investor during the year.

Compliance Officer:

Ms. Neha Kumari*

Block No. 33, Sacheta Udyognagar, Village Mahiyal, Tal: Talod-383215, Dist: Sabrkhantha (Gujarat)

Ms. Vibha Samaria is appointed as compliance officer dated 01.02.2023 in place of Ms. Neha Kumari.

3. NOMINATION AND REMUNERATION COMMITTEE:

The Remuneration Committee constituted as per Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of The Companies Act 2013, which comprises of three non-executive directors, with the Chairman being an independent director.

The Committee has been formed to decide and approve the terms and conditions for appointment of directors and senior management personnel of the company and remuneration payable to other directors and executives of the company and other matters related thereto.

The purpose of the Committee is to oversee the Company's nomination process for the senior management and specifically to identify, screen and review individuals qualified to serve as EDs, NEDs and IDs consistent with criteria approved by the Board and to recommend, for approval by the Board, nominees for election at the AGM of the shareholders. The Nomination and Remuneration Committee met four times during the Financial Year 2022-23.

Composition:

The following is the constitution of the Committee, numbers of meetings held and attendance of each committee members:

Name of Member	Designation	Category	Nomination and Remuneration Committee Meeting Held	
Mr. Jayesh Vakhariya *	Chairman	Independent, Non-Executive Director	3	2
Mr. Kashyap Badheka	Member	Independent, Non-Executive Director	3	3
Mrs. Zarna Shah	Member	Independent, Non-Executive Director	3	3

* Mr. Jayesh J. Vakhariya was appointed as a chairman of the committee in place of Mr. Jagdish Gandhi on 22.08.2022.

REMUNERATION OF DIRECTORS:

The Managing Director, Jt. Managing Director and Executive Director are paid remuneration as under:

Sr. No.	Name of Director	Salary	Contribution to PF	Perquisites	Total
1	Mr Satish K Shah	900000	-	-	900000
2	Mrs Chetnaben S Shah	720000	-	-	720000
3	Mr Ankit S Shah	840000	-	-	840000
4	Mr Pranav S Shah	900000	-	-	900000

DISCLOSURES

Materially significant related party transactions

All the Related Party Transactions are forming part of the notes to the Balance Sheet. Other than those there was no materially significant related party transaction with its promoters, directors or the management, their subsidiaries or relatives etc. that had a potential conflict with the interest of the Company at large

Details of noncompliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange or Securities and Exchange Board of India (SEBI) or any Authority on any matter related to capital markets during last three years:

The Company has complied with various rules and regulations prescribed by the Stock Exchanges, SEBI and all other regulatory and statutory authorities relating to the capital markets during the year under report.

CEO & CFO Certification;

The company has obtained necessary certificate from the CEO/CFO as required under the listing Regulations.

Risk Management:

Senior Management and the Audit Committee are presented the result of risk assessment and residual risk by the Board who takes responsibility for total process of risk management in the organisation. The Management is accountable for the integration of risk management practice into the day to day activities.

MEETING OF INDEPENDENT DIRECTORS:

During the year under review, the Independent Directors met on 31st March, 2023, inter-alia, to discuss:

1. Review of the performance of Non- independent Directors and the Board as a whole for FY 2022-23; and
2. To assess the quality, quantity and timeliness of flow of information between the management and the Board.

All the Independent Directors were present at the Meeting.

The performance of the Chairman was evaluated for FY 2022-23 by the 'Nomination and Remuneration Committee' and the Board.

Overview of implementation of Various Polices:

- **Anti-Sexual Harassment Policy**
- **Related Party Policy**
- **Policy On Material Event**
- **Term And Conditions Of Appointment Of Independent Directors**
- **Familiarisation For Independent Directors**
- **Fair Disclosure Code**
- **Criteria Of Making Payments To Ned**
- **Whistle Blower Policy / Vigil Mechanism**

Detail contain of above mention policy available on Company's website www.sacheta.com

Prevention of Insider Trading:

In line with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All Directors, employees and other designated persons, who could have access to the unpublished price sensitive information of the Company are governed by this code.

The trading window in dealing with the equity shares of the Company is closed during declaration of financial results and occurrence of any material events as per the code. During the year under review there has been due compliance with the said code.

SHAREHOLDERS INFORMATION:

GENERAL BODY MEETINGS:

The previous three **Annual General Meetings** of the Company held on the dates, at the time and venue given below:

Financial Year	Date & Time	Venue
2021-2022	Friday, September 30, 2022 at 11.00 a.m.	Register Office:- Block No. 33, Sachet Udyognagar, Village : Mahiyal, Tal: Talod, Dist. Sabarkantha-383215 (Gujarat)
2020-2021	Thursday, September 30, 2021 at 11.00 a.m.	Register Office:- Block No. 33, Sachet Udyognagar, Village : Mahiyal, Tal: Talod, Dist. Sabarkantha-383215 (Gujarat)
2019-2020	Wednesday, September 30, 2020 at 11:00 a.m.	Register Office:- Block No. 33, Sachet Udyognagar, Village : Mahiyal, Tal: Talod, Dist. Sabarkantha-383215 (Gujarat)

The Company is registered in the State of Gujarat, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs(MCA) is CIN: L51100GJ1990PLC013784

Day, Date & Time of AGM : Saturday, 30th September, 2023 at 11.00 a.m.
AGM Venue : Block No. 33, Sachet Udyognagar, Village : Mahiyal, Tal: Talod, Dist. Sabarkantha (Gujarat)

Financial Year : April 1, 2022 to March 31, 2023
Book Closure Dates : 24th September, 2023 to 30th September, 2023 (Both days inclusive)

Registered office & Plant	:	Block No. 33, Sacheta Udyognagar, Village : Mahiyal, Tal: Talod, Dist. Sabarkantha-383215(Gujarat)
Compliance officer	:	Ms. Neha Kumari
E-mail Address	:	sacheta@sacheta.com
Website address	:	www.sacheta.com

Tentative Calendar for the Financial Year ending March 31, 2023

Sr. No	Particular of the Quarter	Tentative date
1	First Quarter Results	Within 45 days from the end of June Quarter.
2	Second Quarter & Half Yearly Results	Within 45 days from the end of September Quarter.
3	Third Quarter & Nine-months Results	Within 45 days from the end of December Quarter.
4	Fourth Quarter & Annual Results	Within 60 days from end of March Quarter.

SHARE HOLDING PATTERN AS ON 31/03/2023

Category	No. of Holders	No. of Shares	% of Holding
Promoter & Promoter Group	4	9770667	51.08
Financial Institution/Bank	1	1,990	0.01
Public:-			
Individual	25157	9025014	47.18
Any other(Specify):-			
IEPF	1	23,582	0.12
NRI	57	25608	0.13
HUF	177	188292	0.98
Clearing Members	11	14805	0.08
Bodies Corporate	25	79442	0.42
Total	25433	1,91,29,400	100.00

DISTRIBUTION OF SHAREHOLDING:

Sr. No	Shareholding of Nominal Value	No. of Shareholders	No of Shares	% of Holding
1	Up to 5000	22204	2458115	15.95
2	5001-10,000	1864	1347072	7.60
3	10,001-20,000	852	1230235	6.55
4	20,001-30,000	241	631037	3.16
5	30,001-40,000	101	366243	1.82
6	40,001-50,000	66	377926	1.64
7	50,001-100,000	110	905848	3.89
8	1,00,001 and above	65	11812924	59.39
Total		32512	1,91,29,400	100

DIVIDEND

The company has decided to not to pay dividend this year.

DEMATERIALISATION OF SHARES

The company's Equity shares are also in Dematerialization form with both NSDL and CDSL having ISIN Security Code No. INE433G01012.

MEANS OF COMMUNICATIONS:

The Quarterly Results and other statutory publications are being normally published in 'Lokmitra' (Gujarati) and 'Free Press Journal' (English).

Listing Details:	BSE Ltd. PhirozeJeejeebhoy Towers, Dalal Street, Mumbai-400001
Stock Code:	531869
ISIN allotted to Equity Shares:	INE433G01012

Note: Listing fees for the year 2022-23 has been paid to BSE Ltd.

Timely disclosure of consistent, comparable, relevant and reliable information on corporate financial performance is at the core of good governance. Towards this end:

Quarterly/Half Yearly/ Nine Monthly/ Annual Results: The Quarterly, Half Yearly, Nine Monthly and Annual Results of the Company are intimated to the Stock Exchanges immediately after they are approved by the Board.

Publication of Quarterly/ Half Yearly/Nine Monthly/ Annual Results: The Quarterly, Half Yearly, Nine Monthly and Annual Results of the Company are published in the prescribed proforma within 48 hours of the conclusion of the meeting of the Board in which they are considered, at least in one English newspaper circulating in the whole or substantially the whole of India and in one Vernacular newspaper of the State of Gujarat where the Registered Office of the Company is situated.

Website: The Company's website www.sacheta.com contains a separate dedicated section "Investors" where information for shareholders is available. The quarterly/annual financial results, annual reports, stock exchange information, shareholding pattern, policies, investors' contact details, etc., are posted on the website in addition to the information stipulated under Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Stock market price data for the year at BSE Ltd.

Month	Open	High	Low	Close	No. of Shares
Apr 22	23.40	33.60	23.40	26.35	15,62,787
May 22	26.20	27.70	21.35	23.35	6,79,021
Jun 22	23.95	25.90	18.90	20.90	6,72,288
Jul 22	21.50	22.50	20.00	20.65	4,55,882
Aug 22	20.75	24.00	19.10	22.10	8,14,213
Sep 22	22.70	23.85	19.15	20.00	7,60,629
Oct 22	20.00	20.50	18.70	19.00	3,22,652
Nov 22	19.00	20.80	18.35	18.95	4,65,701
Dec 22	18.95	20.45	16.25	19.40	7,05,335
Jan 23	19.20	20.65	17.60	18.55	5,51,992
Feb 23	19.00	19.00	16.40	17.45	4,44,547
Mar 23	17.30	19.00	16.50	17.44	5,29,158

Non-Compliance of any Requirement of Corporate Governance:

There are no instances of non-compliance of any requirement of Corporate Governance Report as mentioned in sub-para (2) to (10) of Para (C) of Schedule V. The Company has been regularly submitting the quarterly compliance report to the Stock Exchanges as required under Regulation 27 of the SEBI (LODR Regulations) 2015.

Details about the outstanding Global Depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity-The Company has not issued any ADR/GDR

Registrar and Transfer Agent:	Purva Sharegistry India Pvt. Ltd., Unit: Sacheta Metals Limited, Gala No. 9, Shiv Shakti Industrial Estate, Sitaram Mill Compound, J R Boricha Marg, Mumbai – 400011
Share Transfer System	Registrar and transfer Agent carry out share transfer activities and compliance with as per the prevailing Act.

Investors Services:	Complaints received during the year is mentioned in Corporate Governance report.
Plant Location	Block No. 33 Sachet Udyog Nagar, Vill: Mahiyal, Tal: Talod, Dist: Sabarkantha, Gujarat 383215
Address for correspondence	<p>1) Shareholders correspondence should be addressed to our Registrars and Share Transfer Agents at the address mentioned above.</p> <p>2) Sacheta Metals Limited Block No. 33 Sachet Udyog Nagar, Vill: Mahiyal, Tal: Talod, Dist: Sabarkantha, Gujarat 383215</p> <p>3) Sej Plaza Bldg, 502/5th Floor, Marve Road, Near Nutan School, Malad West, Mumbai-400064, Maharashtra</p> <p>Email ID for investors' correspondence and redressal of their grievances and complaints. Email: sachet@sacheta.com, Investors.grivences@sacheta.com</p>

OTHER INFORMATION:**Corporate Benefits to Shareholders:****Dividend declared for the last 7 years:**

FINANCIAL YEAR	DIVIDEND PER SHARE	DIVIDEND RATE
2021-22	0.25	2.5%
2020-21	0.25	2.5%
2019-20	0.20	2.0%
2018-19	0.25	2.5%
2017-18	0.25	2.5%
2016-17	0.25	2.5%
2015-16	0.15	1.5%

Unclaimed Dividends:

The Ministry of Corporate Affairs ('MCA') has notified the provisions of section 124 of the Companies Act, 2013 ('Act, 2013) and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF RULES") w.e.f 7th September, 2016.

Under Section 124 (5) of the Companies Act, 2013, dividends that are unclaimed/un-paid for a period of seven years, are to be transferred statutorily to the Investor Education and Protection Fund (IEPF) administered by the Central Government.

Pursuant to Section 124 (5) of the Companies Act, 2013, the unpaid dividends that are due for transfer to the Investor Education and Protection Fund are as follows:

Financial Year	Total unclaimed Dividend Amount	Date of Declaration of Dividend	Last date for claiming Unclaimed Dividend
2020-21	103606	30.09.2021	29.09.2028
2019-20	58018	22.02.2020	21.02.2027
2018-19	66730	28.09.2019	27.09.2026
2017-18	50928	29.09.2018	28.09.2025
2016-17	52039	29.09.2017	28.09.2024
2015-16	36312	28.09.2016	27.09.2023

Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company or its Registrar, for obtaining payments thereof at appropriate time before they are due for transfer to the said fund.

In the 32nd Annual General Meeting of the company dated 30.09.2022, Ordinary Business i.e. To declare dividend on equity shares for financial year 2021-22 has disapproved by the members physically present in the meeting unanimously Dividend by show of hands.

Share transfer system:

Shares in physical form for transfer, should be lodged with the office of the Company's Registrar & Share Transfer Agent, Purva Sharegistry India Pvt. Ltd., Unit: Sacheta Metals Limited, Gala No. 9, Shiv Shakti Industrial Estate, Sitaram Mill Compound, J. R Boricha Marg, Mumbai – 400011 or at their branch offices at the addresses given above or at the registered office of the Company. The transfers are processed if found to be in order and complete in all respects. As per directives issued by SEBI, it is compulsory to trade in the Company's equity shares in dematerialised form.

Annexure IV

Report on Conservation of energy, Technology absorption and Foreign Exchange Earnings & Outgo:**A. CONSERVATION OF ENERGY****(i) Steps taken or impact on conservation of energy:**

The employees engaged in process, production, general maintenance undertake activities which are aimed at improvements in following areas.

- Energy conservation
- Capacity utilization
- Improvement in safety
- Maintenance and reliability in plant.

(ii) Steps taken by the company for utilizing alternate sources of energy:

The company has installed Gas Pipe Line as alternate sources of energy. The company is planning to set up solar plant at factory as an alternate source of energy.

(iii) Capital investment on energy conservation equipment:

The company has made capital investment: **NIL**

Total energy consumption and energy consumption per unit of production is mentioned herein below:

Sr No.	Particulars	2022-23	2021-22		
POWER AND FUEL CONSUMPTION:					
1	A-Purchase of GEB in Units	1634433	1997067		
	Total Amount in Rs.	16265255.00	17972852.00		
	Rate / Unit in Rs	9.9516	9.00		
	B- Own Generation in Unit	0.00	0.00		
2	Furnance Oil in Ltr	19695	43080		
	Total Amount in Rs.	969304.00	1925960		
	Rate / Unit in Rs	49.216	44.70		
3	Fire Wood in Kg	0	0		
	Total Amount in Rs.	0	0		
	Rate / Unit in Rs	0	0		
4	Gas in MMBTU	8990.663	9384.69		
	Total Amount in Rs.	16968741	14041649		
	Rate / Unit in Rs	1887.374	1496.23		
5	Details of consumptions per unit of production				
		2022-23		2021-22	
	Energy	Consumption Total Units	Consumption per unit (Qt in MT) Production	Consumption Total Units	Consumption per unit (Qt in MT) Production
	1. Electricity-unit	1634433	693.114	1997067	896.97
	2. Furnance Oil Ltr	19695	8.352	43080	19.35
	3. Fire Wood Kg	0	0.00	0.000	0.000
	4. Gas in MMBTU	8990.663	3.812	9384.69	4.21

B. TECHNOLOGY ABSORPTION:

- (i) The technology adopted is indigenous and hence there is no question of absorption of Technology.
- (ii) Expenditure incurred on Research and Development: the company has incurred a revenue expenditure of Rs. 377529/- and capital expenditure of Rs. 2908360/- on account of research & development.

C. Foreign Exchange Earning/Outgo:

Activities relating to exports, initiatives taken to increase export, development of new export market for products and service and export plans.

Particulars	RS. in Lacs
1. Earning in Foreign Currency	6371.04
2. Expenditure in Foreign Currency	802.97

ANNEXURE-V**PARTICULARS REGARDING EMPLOYEES REMUNERATION**

As required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- a. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-23, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr . No.	Name and Designation of Director/KMP	Remuneration for F.Y.2022-23 Rs. In Lakh	% Increase in remuneration during the year	Ratio to Median to Remuneration
1.	Mr. Satish K. Shah Managing Director	9.00	N.A.	N.A.
2.	Mrs. Chetnaben S. Shah Jt. Managing Director	7.20	N.A.	N.A.
3.	Mr. Ankit S. Shah Executive Director	8.40	N.A.	N.A.
4.	Mr. Pranav S. Shah Executive Director	9.00	15.38	5.38
5.	Mr. D.K. Patel CFO	3.14	7.38	N.A.
6.	Ms. Neha Kumari CS	1.56	N.A.	N.A.

- b. The percentage increase in the median remuneration of employees in the financial year: Not Increased
- c. The number of permanent employees on the rolls of Company : 178

List of top ten employee in terms of remuneration drawn during the year 2022-23 and various details to them (Pursuant to Section 197(12) of the Companies Act 2013 and rules 5(2) and 5(3) of the Companies Act 2013 (Appointment and Remuneration of Managerial Personnel) Rules, 2014).

Note required as no employee has drawn remuneration exceeding the amount prescribed under rule 5(2) of the Companies Act 2013 (Appointment and Remuneration of Managerial Personnel) Rules, 2014).

For and behalf of the Board

SD/-

Satishkumar Shah

Managing Director

Annexure VI

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Sacheta Metals Limited
Sacheta Udyognagar,
Mahiyal, Talod,
Gujarat

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sacheta Metals Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-

- (v) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (vi) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (vii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and amendments from time to time; (Not applicable to the Company during the audit period)
- (viii) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;(Not applicable to the Company during the audit period)

- (ix) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
- (x) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (xi) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
- (xii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)

OTHER APPLICABLE LAWS:

- (i) The Environment (Protection) Act, 1986.
- (ii) The Water (Prevention and Control of Pollution) Act, 1974.
- (iii) The Air (Prevention and Control of Pollution) Act, 1981.
- (iv) Hazardous Wastes (Management & Handling) Rules, 2008.
- (v) The Employees' Provident Funds And Miscellaneous Provisions Act, 1952
- (vi) The Gujarat State Tax on Professions, Trades, Callings and Employment Act 1976
- (vii) The Workmen Compensation Act 1923

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following prima facie observations:

- Company should appoint internal auditor under the Companies Act, 2013
- The financial statement should be signed CS and CFO of the company.
- Company should require to file E-Form MGT-15 for filing Report on Annual General Meeting, however, the company has not filed E-Form MGT-15 for the annual general meeting held in the year 2022.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **Jaymeen Trivedi & Associates**
Company Secretaries and Trademark
Agent

SD/-

Jaymeen Trivedi

Proprietor

FCS No. 9137

CP No. 10035

UDIN: F009137E000831299

Ahmedabad, August 21, 2023

Annexure A

**To,
The Members
Sacheta Metals Limited**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Jaymeen Trivedi & Associates**
Company Secretaries and Trademark
Agent

SD/-

Jaymeen Trivedi

Proprietor

FCS No. 9137

CP No. 10035

UDIN: F009137E000831299

Ahmedabad, August 21, 2023

INDEPENDENT AUDITORS' REPORT

**To,
The Members,
Sacheta Metals Limited,**

Report on the Audit of the Financial Statements**Opinion**

We have audited the accompanying financial statements of **Sacheta Metals Limited (“The Company”)**, which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that :

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :

- i. The Company has disclosed the impact of pending litigations as on March 31, 2023 on its financial position in its standalone financial statements, Refer Note 28 to the financial statements.

ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

iii. There has been delay of 160 days for transfer of unpaid dividend to the Investor Education and Protection Fund for Financial Year 2014-15 by the Company.

iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The company had not declared or paid dividend during the year.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the order.

For Kiran & Pradip Associates.

Chartered Accountants
(FRN 112577W)

Place: Ahmedabad
Date: 13/05/2023
UDIN: 23035636BGWHZK1868

(Pradip Shah)
Partner
M.No.035636

Annexure 'B' to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Sacheta Metals Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company is not having any intangible asset. Therefore, the provisions of Clause (i)(a)(B) of paragraph 3 of the order are not applicable to the company.

(b) In our opinion Property, Plant and Equipment have been physically verified by the management at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deed of immovable properties are held in name of company.

(d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) In our opinion, physical verification of inventory has been conducted at reasonable intervals by the management and the coverage and procedure of such verification by the management is appropriate. No material discrepancies were noticed on such verification.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.

iii. During the year, the company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

In our opinion, the investments made are, prima facie, not prejudicial to the Company's interest.

iv. The company has not made any loans, investments, guarantees and security on which provisions of section 185 and 186 of the Companies Act 2013 are applicable. Therefore, the provisions of clause 3(iv) of the said Order are not applicable to the company.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

vii In respect of Statutory Dues:

- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023 on account of disputes are given below:

Nature of the statute	Nature of dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount of Dispute (Rs.)
The Income Tax Act, 1961	Income Tax	The Commissioner of Income Tax	F.Y2013-14 (A.Y 2014-15)	1,72,52,604/-*
The Gujarat Commercial Tax Act	VAT	The Gujarat VAT Tribunal	F.Y 2008-09	17,15,961/-**

*Out of above the company has paid Rs. 85,94,548/- has been paid under protest and stay order has been obtained.

** Out of above the company has paid full demand i.e. 17,15,961/- has been paid under protest and stay order has been obtained.

viii There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix.

- (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of any loan or other borrowings or any interest due thereon to any lender during the year.
- (b) In our opinion and according to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or Government or any Government authority.
- (c) In our opinion and according to the information and explanations given to us, the Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) In our opinion and according to the information and explanations given to us, there are no funds raised on short term basis which have been utilised for long term purposes.
- (e) In our opinion and according to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) In our opinion and according to the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x

- (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

xi.

- (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As auditor, we did not receive any whistle- blower complaint during the year.

xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable

xiii. As per the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv.

- (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year.

xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi.

- (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
- (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) As per the information and explanations received, the group does not have any CIC as part of the group.

xvii. The company has not incurred cash loss in current financial year as well in immediately preceding financial year.

xviii. There has been no resignation of the previous statutory auditors during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. There is not liability of the company under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility. Therefore, the provisions of Clause (xx) of paragraph 3 of the order are not applicable to the Company.

xxi. The company has not made investments in subsidiary company. Therefore, the company does not require to prepare consolidated financial statement. Therefore, the provisions of Clause (xxi) of paragraph 3 of the order are not applicable to the Company.

For Kiran & Pradip Associates.

Chartered Accountants
(FRN 112577W)

Place : Ahmedabad
Date : 13/05/2023
UDIN: 23035636BGWHZK1868

(Pradip Shah)
Partner
M.No.035636

Annexure – A to the Auditors' Report**Report on the Internal Financial Controls under Clause (i) of Sub - section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Sacheta Metals Limited (“the Company”) as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those

Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2022 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

For Kiran & Pradip Associates.

Chartered Accountants
(FRN 112577W)

Place: Ahmedabad
Date: 13/05/2023
UDIN : 23035636BGWHZK1868

(Pradip Shah)
Partner
M.No.035636

(Rupees in Thousands, except for share data and if otherwise stated)

Particulars	Note no.	For the year ended 31st March,2023		For the year ended 31st March,2022	
A. ASSETS					
(1) Non-current assets					
(a) Property, Plant & Equipment	4	1,03,580		1,08,178	
(b) Financial Assets:					
(i) Investments	5	6,485		8,733	
(ii) Loans	6	49,026		49,027	
(c) Other Non-current assets	7	4,995		2,173	
			1,64,086		1,68,111
(2) Current assets					
(a) Inventories	8	2,83,725		2,96,824	
(b) Financial Assets :					
(i) Investments		-		-	
(ii) Trade receivables	9	1,17,711		1,07,511	
(iii) Cash and cash equivalents	10	39,190		38,037	
(iv) Loans	11	96,213		1,11,994	
(c) Other current assets	12	16		36	
			5,36,855		5,54,403
Total Assets			7,00,941		7,22,513
B. EQUITY AND LIABILITIES					
(1) Equity					
(a) Equity Share capital	13	1,91,294		1,91,294	
(b) Other Equity	14	1,81,176		1,60,567	
Sub-Total Equity			3,72,470		3,51,861
(2) Non Current Liabilities					
(a) Deffered Tax Liabilities	15	(111)		251	
			(111)		251
(3) Current Liabilities					
(a) Financial Liabilities :					
(i) Borrowings	16	2,28,158		2,39,554	
(ii) Trade Payables	17	88,962		1,18,873	
(b) Other current liabilities	18	410		405	
(c) Provisions	19	9,026		10,287	
(d) Current Tax liabilities	20	2,026		1,283	
Sub-Total Current Liabilities			3,28,581		3,70,402
Total Equity and Liabilities			7,00,941		7,22,513

Notes Forming Part of Financial Statements

The accompanying Notes are an integral part of Financial Statements.

As per our report of even date attached herewith.

For, Kiran & Pradip Associates

Chartered Accountants

FRN: 112577W

SD/-

Pradip Shah

Partner

M.No. 035636

Place: Ahmedabad

Date: 13/05/2023

UDIN : 23035636BGWHZK1868

For and on behalf of the board of

Sacheta Metals Limited

SD/-

Satish K Shah

Managing Director

DIN : 00237283

SD/-

Chetnaben Shah

Jt. Managing Director

DIN: 00237410

SD/-

Dashrathbhai Patel

CFO

SD/-

Vibha Samaria

Company Secretary

SACHETA METALS LIMITED			
ANNUAL REPORT - 2022-23		SACHETA METALS LIMITED	
Statement of Profit and Loss for the year ended on 31st March, 2023			
(Rupees in Thousands, except for share data and if otherwise stated)			
Particulars	Note no.	For the year ended 31st March,2023	For the year ended 31st March,2022
(I) Revenue from operations	21	9,79,632	9,04,447
(II) Other Income	22	13,270	15,195
(III) Total Income (I+II)		9,92,902	9,19,642
(IV) EXPENSES			
Cost of Materials Consumed	23	7,65,761	7,72,929
Changes in Inventories of Finished goods, Work-in-Progress and by products	24	(33,339)	(1,44,170)
Employee Benefits Expense	25	69,268	69,433
Finance Costs	26	7,603	3,884
Depreciation and Amortization Expense		18,039	12,983
Other Expenses	27	1,37,416	1,74,376
Total Expenses (IV)		9,64,749	8,89,435
(V) Profit/(loss) before exceptional items and tax (I- IV)		28,153	30,206
(VI) Exceptional Items		-	-
(VII) Profit/(loss) before tax (V-VI)		28,153	30,206
(VIII) Tax Expenses :			
(1) Current tax		7,905	7,882
(2) Deferred tax		(362)	124
(IX) Profit (Loss) for the period from continuing operations (VII-VIII)		20,609	22,201
(X) Profit/(loss) from discontinued operations		-	-
(XI) Tax expense of discontinued operations		-	-
(XII) Profit/(loss) from Discontinued operations after tax (X-XI)		-	-
(XIII) Profit/(loss) for the period (IX+XII)		20,609	22,201
(XIV) Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
(XV) Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period)		20,609	22,201
(XVI) Earnings per equity share (for continuing operation):			
(1) Basic		1.08	1.16
(2) Diluted		1.08	1.16
(XVII) Earnings per equity share (for discontinued operation):			
(1) Basic		-	-
(2) Diluted		-	-
(XVIII) Earnings per equity share(for discontinued & continuing operations) :			
(1) Basic		1.08	1.16
(2) Diluted		1.08	1.16

Notes Forming Part of Financial Statements

The accompanying Notes are an integral part of Financial Statements.

As per our report of even date attached herewith.

**For and on behalf of the Board of
Sacheta Metals Limited**

For, Kiran & Pradip Associates

Chartered Accountants

FRN: 112577W

SD/-

Pradip Shah

Partner

M.No. 035636

Place: Ahmedabad

Date: 13/05/2023

UDIN : 23035636BGWHZK1868

SD/-

**Satish K Shah
Managing Director
DIN : 00237283**

SD/-

**Dashrathbhai Patel
CFO**

SD/-

**Chetnaben Shah
Jt. Managing Director
DIN: 00237410**

SD/-

**Vibha Samaria
Company Secretary**

Statement of Changes in Equity for the period ended on March 31, 2023

(Rupees in Thousands, except for share data and if otherwise stated)

A. Equity Share Capital

Particulars	No	Amount
Equity Shares of ` 10/- each issued, subscribed and fully paid		
Balance as on April 1,2022	19129400	191294
Shares issued during the year	-	-
Balance as on March 31, 2023	19129400	191294

B. Other Equity

	Securities premium account	Reserves and Surplus			Total
		Capital Reserve	General Reserve	Retained Earnings	
Balance at the beginning of the reporting period April 01, 2022	65685	1199	6924	86758	160567
Total Comprehensive Income for the year	0	0	0	20609	20609
Less Dividend Issued During The Year	0	0	0	0	0
Balance at the end of the reporting period March 31, 2023	65685	1199	6924	107368	181176

As per our report of even date attached.

For Kiran & Pradip Associates

Chartered Accountants

[Firm Reg. No. 112577W]

For And on behalf of the Board

SD/-

Pradip Shah

[Partner]

M.No. 035636

Place : Ahmedabad

Date: 13/05/2023

SD/-

SATISH K. SHAH

[Managing Director]

DIN : 00237283

SD/-

CHETNABEN SHAH

[Jt. Managing Director]

DIN : 00237410

SD/-

Dashrathbhai Patel**CFO**

SD/-

Vibha Samaria**Company Secretary**

Note - 4 : Prpoerty Plant and Equipments

S.N.	Descriptions	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Gross Carrying Value as at 01/04/2022	Addition during the year	Deduction during the year	Gross Carrying Value as at 31-03-23	Accumulated Depreciation as at 01/04/2022	Depreciation during the year	Accumulated Depreciation on Deletion	Accumulated Depreciation as at 31/03/2023	Carrying Value as at 31/03/2023	Carrying Value as at 31/03/2022
1.	Land	5518	--	--	5518		--	--		5,518	5,518
2.	Building	53186	1094	--	54280	31879	2301	--	34,180	20,100	21,307
3.	Plant & Machinery	264502	9578	3085	270994	194187	12947	2599	2,04,612	66,382	70,238
4.	Dies & Tools	13880	2908		16788	6877	1515	--	8,393	8,396	7,003
5.	Other Fixed Assets	2483		--	2483	2430	16	--	2,452	30	46
6.	Furniture & Fittings	3296	286	--	3582	2300	287	--	2,587	994	996
7.	Vehicles	11501	0	--	11501	8507	765	--	9,512	1,989	2,754
8.	Computers	3250	62	--	3312	2936	207	--	3,143	170	315
TOTAL		357616	13928	3085	368459	249116	18039	2599	264878	1,03,580	108178
PREVIOUS YEAR		314379	43237	0	357616	236133	12983	0	249116	108178	77924

Notes on Financial Statements for the year ended 31st March 2023	(Rs '000)
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Note - 5 : Investments	As at March 31, 2023	As at March 31, 2022
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Shres of Umiya Tube Limited Quoted (C.Y.727813 Shares Actual Cost 6395207) (P.Y.1037690 Shares Actual Cost 9121257) Valued at FMV	5,153	8,727
Shares of Talod Nagrik Sahkari Bank Unquoted (236 No. of Shares of Rs. 25/- each)	6	6
Shres of LIC Quoted (C.Y 2480 Shares Actual Cost 1389389) Valued at FMV Through Profit & Loss A/C	1,326	0
Total	6,485	8,733

Note - 6 : Loans (Non Current Assets)	As at March 31, 2023	As at March 31, 2022
--	-----------------------------	-----------------------------

a. Security Deposits		
Unsecured, considered good	49,026	49,027
Total	49,026	49,027

Note - 7 : Other Non Current Assets	As at March 31, 2023	As at March 31, 2022
--	-----------------------------	-----------------------------

Capital Advances		
Unsecured, considered good	4,995	2,173
Total	4,995	2,173

Note - 8 : Inventories	As at March 31, 2023	As at March 31, 2022
-------------------------------	-----------------------------	-----------------------------

Stock in Trade Account		
(As taken, valued and certified by the Managment)		
Stores & Spares	7,224	4,210
Raw Material	27,187	76,639
Finished Goods	2,49,314	2,15,975
Total	2,83,725	2,96,824

Note : Inventories are valued at Cost or Net Realizable Value Whichever is lower.

Note - 9 : Trade Receivables	As at March 31, 2023	As at March 31, 2022
-------------------------------------	-----------------------------	-----------------------------

Unsecured, considered good unless stated otherwise		
-considered good	1,17,711	1,07,511
-considered doubtful	0	0
Total	1,17,711	1,07,511
Provision for doubtful receivables	0	0
Total	1,17,711	1,07,511

For detailed please refer Separate Disclosure

Note - 10 : Cash and Cash Equivalent	As at March 31, 2023	As at March 31, 2022
---	-----------------------------	-----------------------------

a. Cash on hand	411	1,018
b. Balances with Banks		
In Current Account	2,304	4,463
Balances held as margin money deposits against guarantees	0	0
Balances held as margin money deposits against borrowings	36,474	32,556
Total	39,190	38,037

Cash and Cash equivalent as at March 31, 2023 and March 31, 2022 include restricted Cash and Bank Balance of Rs. **36473576 and Rs.32556094** respectively. The restrictions are primary on account of bank balances held as margin money deposits against guarantees, buyers credit and bank overdraft.

The deposit maintained by the Company with Banks and Financial Institution comprise time deposit which can be withdrawn by the Company at any time without prior notice or penalty on the principle.

Note - ANNUAL REPORT 2022-23	As at March 31, 2023	As at March 31, 2022
Unsecured :		
Advances for Expenses	615	914
Advances for Goods	15,110	10,688
Other Advances	16,610	21,721
Advance with Authority	63,878	78,672
Total	96,213	1,11,994
Note : Advance with Tax Authority is inclusive of VAT and Income Tax Paid which is disputable and for which appeal are pending with concerned authorities		

Note - 12 : Other Current Assets	As at March 31, 2023	As at March 31, 2022
Prepaid Expenses	16	36
Total	16	36

Note - 13 : Share Capital	As at March 31, 2023	As at March 31, 2022
a. The Authorised, Issued, Subscribed and fully paid up share capital are as follows:		
Authorised Share Capital		
2,50,00,000 Equity Shares of ` 10/- Each (P.Y. 2,50,00,000)	2,50,000	2,50,000
	2,50,000	2,50,000
Issued, Subscribed & Paid up Share Capital		
1,91,29,400 Equity Shares of ` 10/- Each (P.Y. 1,91,29,400)	1,91,294	1,91,294
Total	1,91,294	1,91,294

b. Reconciliation of the number of shares outstanding at the beginning				
Particula	31st March 2023		31st March 2022	
	Number	Amount	Number	Amount
Shares Outstanding at the Beginning of the Year	19129400	191294	19129400	191294
Add:				
Reissue of Forfeited Shares	-	-	-	-
Issue and allotted on Preferential basis	-	-	-	-
Less: Share brough back during the year	-	-	-	-
Shares Outstanding at the end of the Year	19129400	191294	19129400	191294

c. Terms / Rights attached to equity shares

The Company has Equity Shares having a par value of Rs. 10 per share. Each holder of Equity Share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees.

In the event of liquidation of the company, the holders of equity share will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d. Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held

	As at 31 March 2023		As at 31 March 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr Satish K Shah	36,81,616	19.25	36,81,616	19.25
Mrs. Chetnaben S Shah	31,71,695	16.58	31,71,695	16.58
Mr. Ankit S Shah	16,10,053	8.42	16,10,053	8.42
Mr. Pranav S Shah	13,07,303	6.83	13,07,303	6.83

ANNUAL REPORT - 2022-23 e. Details of Shareholding of Promoters	As at 31 March 2023			SACHETA METALS LIMITED As at 31 March 2022		
	No. of Shares held		% of Holding	No. of Shares held	% of Holding	% of Changes during the Year
Mr Satish K Shah	36,81,616		19.25	36,81,616	19.25	0%
Mrs. Chetnaben S Shah	31,71,695		16.58	31,71,695	16.58	0%
Mr. Ankit S Shah	16,10,053		8.42	16,10,053	8.42	0%
Mr. Pranav S Shah	13,07,303		6.83	13,07,303	6.83	0%

Note - 14 : Other Equity	As at March 31, 2023	As at March 31, 2022
a. Capital Reserves		
Opening Balance	1,199	1,199
(+) Current Year Transfer		
(-) Written Back in Current Year		
Closing Balance	1,199	1,199
b. Securities Premium Account		
Opening Balance	65,685	65,685
Add : Securities premium credited on Share issue		
<u>Less : Premium Utilised</u>	0	0
Closing Balance	65,685	65,685
C. General Reserve		
Opening Balance	6,924	6,924
Add : Current Year		
<u>Less : Utilised</u>		
Closing Balance	6,924	6,924
D. Deficit/ Surplus in the Statement of Profit and Loss		
Balance of Surplus in the statement of changes in equity	1,07,368	86,758
Less: Adjustment for Depreciation		
Closing Balance	1,07,368	86,758
Total	1,81,176	1,60,567

Note - 15 : Deferred Tax Liabilities :		
Deferred Tax Calculation	2022-23	2021-22
WDV As Per IT	1,04,020	1,07,180
WDV As Per Companies Act	1,03,580	1,08,178
Deferred Tax Asset / (Liability)	439	(997.49)
Prior Period Exps (Net of Income)		
Net Deffered Tax Assets / (Liability)	439	(997.49)
TAX RATE	0.2517	0.2517
Deferred Tax Asset / (Liability)	111	(251.05)
Balance As Per Account	251	127
Deferred Tax Asset / (Liability)	-111	251
Deferred Tax Income	362	(123.72)

Note - 16 : Borrowings	As at March 31, 2023	As at March 31, 2022
Secured :		
Letter of Credit From State Bank of India	9,715	0
Standby Line Of Credit (SLOC) From State Bank of India	12,485	12,506
Overdraft Facilities against Fixed Deposit From HDFC Bank	12,256	9,520
Packing Credit From State Bank of India	1,52,105	1,45,041
Sub Total	1,86,561	1,67,067
Unsecured :		
Loan From Directors	41,597	72,487
Sub Total	41,597	72,487
Total	2,28,158	2,39,554
<p>Note : - (Working Capital Advances from SBI Mumbai are secured by HYPOTHECATION / PLEDE OF Companies entire Goods. Movable & other Assets Such as book Debts Outstanding Monies, Receivable, claims. Bills. Invoice, Documetns, Contracts, Securities, Investments, & Rights all presents and future secured by : 1.Equitable Mortgage of Company's factory, C & B at block No. 33, Village Mahiyal. Talod (2) Hypothecation of Entire movable Machinery of the Company). Mr. S.K.Shah & Mrs. C.S.Shah, directors of Company gave personal Guarantee.</p>		

Note - 17 : Trade Payables	As at March 31, 2023	As at March 31, 2022
Sundry Creditors - Goods	42,871	58,159
Sundry Creditors - Expenses	8,511	11,371
Sundry Creditors - Capital Goods	170	1,541
Advance Recd for Goods	37,410	47,802
Total	88,962	1,18,873

The Amount outstanding to micro, small and medium enterprise is based on the information received and available with the company.
For Detailed Please Refer Separate Disclosure

Note - 18 : Other Current Liabilities	As at March 31, 2023	As at March 31, 2022
Statutory Liabilities	410	405
Total	410	405

Note - 19 : Provisions	As at March 31, 2023	As at March 31, 2022
(a) Provision for employee benefits		
Salary & Reimbursements		
(b) Others		
Provision for Other Expenses	9,026	10,287
Total	9,026	10,287

Note - 20 : Current Tax Liabilities (Net)	As at March 31, 2023	As at March 31, 2022
Current Tax Liabilities		
Provision for Income Tax	7,905	7,882
Current Tax Assets		
Advance Income Tax	5,500	5,500
TDS And TCS Receivable	379	1,099
Total (Net)	2,026	1,283

Note - 21 : Revenue from Operations	As at March 31, 2023	As at March 31, 2022
Income From Operations	SACHETA METALS LIMITED	
Export Sales	6,37,104	6,22,072
Local Sales	3,32,538	2,70,020
A	9,69,642	8,92,092
Export / License / DEPB Incentive	9,989	12,355
B	9,989	12,355
Total Revenue From Operation (A+B)	9,79,632	9,04,447

Note - 22 : Other Income	As at March 31, 2023	As at March 31, 2022
Other Income	13,270	15,195
TOTAL OTHER INCOME	13,270	15,195

Note - 23 : Cost of Material Consumed	As at March 31, 2023	As at March 31, 2022
A). Raw Material Consumption		
Opening stock	76,639	52,929
Add: Purchases	6,94,135	7,69,562
	7,70,774	8,22,491
Less: Closing stock	27,187	76,639
C	7,43,587	7,45,852
B). Consumption of stores		
Opening stock	4,210	2,795
Add: Purchases	25,188	28,493
	29,398	31,288
Less: Closing stock	7,224	4,210
D	22,174	27,078
Total Raw Material Consumption (C + D)	7,65,761	7,72,929

Note - 24 : Changes In Inventories	As at March 31, 2023	As at March 31, 2022
Closing Stock of Finished	2,49,314	2,15,975
Semi Finished		
	2,49,314	2,15,975
Less: Opening Stock of Finished & Semi Finished Goods	2,15,975	71,806
Increase / Decrease in Inventories	-33,339	-1,44,170

Note - 25 : Employee Benefit expense	As at March 31, 2023	As at March 31, 2022
Salaries & Wages (Factory)	54,682	55,087
Salaries & Wages (Back Office)	2,493	2,159
Bonus To Workers	3,747	3,673
Leave Salary	2,140	1,992
Medical Expenses	75	58
Staff Welfare	1,418	1,592
Gratuity Expenses	1,080	1,149
Festival Expenses	272	363
Directors' Remuneration	3,360	3,360
Total Employee Benefit Expenses	69,268	69,433

Note - 26 : Financial Expenses	As at March 31, 2023	As at March 31, 2022
Bank Interest	7,603	3,631
Other Interest Exps	0	252
Total	7,603	3,884

Note - 24	Other Expenses - 2022-23	As at March 31, 2021	As at March 31, 2022
	Charity & Donations	319	738
	Total	319	738

Manufacturing Expenses			
	Electricity Expenses	16,265	18,224
	Inward Freight	729	1,423
	Polution Expense	23	0
	Security Expenses	1,293	1,038
	Clearing Charges	543	705
	Custom Duty Exps	1	2
	Detention Exps	277	22
	Excise MOT charges	0	0
	Labour Charges	502	744
	Total manufacturing Expenses	19,633	22,158

Administrative, Selling and Distribution			
Administration expenses			
	Auditors' Remuneration	180	180
	Bank Commission and Charges	1,243	2,930
	Building Repairs & Maintanance	901	338
	Computer Repairing Exps	69	331
	Commission Expense	36,201	35,060
	Bad Debts /Advances Written Off	319	4,700
	Electricity Charges	935	1,972
	Export Shipping Freight	32,075	33,351
	Terimnal Handling Charges	6,221	8,209
	Insurance Charges	800	1,223
	Outward Transportation Exps	7,894	6,916
	Licence Benefit Exps	0	78
	Legal & Professional Charges	1,883	1,410
	Machinary Repairs & Maintenance	947	1,792
	Loss on Hedging Transaction	0	29,618
	Office Exps	601	884
	Rent,Rates and Taxes	932	647
	Travelling Expense	1,566	857
	Other Administration Exps	24,320	20,857
	Advertisement Exp	377	127
	Total Administrative, Selling and Distribution Expenses	1,17,464	1,51,480
	Toal Other Expenses	1,37,416	1,74,376

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

(Rupees in Thousands, except for share data and if otherwise stated)

Particulars	31-03-2023	31-03-2022
A.CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extraordinary Items	28,153	30,206
Adjustments For :		
Depreciation	18,039	12,983
Unrealised Loss/(Profit) on Equity Shares of Listed Entities	911	396
(Profit) / Loss on sales of Equity Shares of Listed Entities	405	-
Profit on sale of Property Plant & Equipments	(1,164)	-
Compensation on Cancellation of Agreement	(500)	
Interest Charged	7,603	3,884
Operating Profit before Working Capital Changed	53,447	47,469
Adjustment for :		
Trade & Other Receivables	(10,200)	333
Inventories	13,099	(1,69,295)
Other Current and Non Current Assets	13,480	(17,081)
Trade Payables	(29,911)	38,646
Other Current Liabilities	5	3
Provision	(1,260)	(1,476)
Current Tax Liabilities	(7,162)	(9,641)
Cash Generated From Operations	31,497	(1,11,043)
Cash Flow before Extraordinary Items		
Extraordinary Items	-	-
Net Cash from Operating activities	31,497	(1,11,043)
B.CASH FROM INVESTING ACTIVITIES		
Acquisition of Property, Plant and Equipment	(13,928)	(43,237)
Purchase of Equity Shares of Listed Entity	(1,954)	(185)
Sales of Equity Shares of Listed Entity	2,886	-
Sale of Property, Plant and Equipment	1,650	-
Net Cash used in Investing Activities	(11,346)	(43,422)
C.CASH FLOW FROM FINANCING ACTIVITIES		
Acceptance of Secured Loan	19,493	42,554
Acceptance of Unsecured Loan from Director Advance	(30,890)	72,487
Dividends (Including Dividend Tax)	0	(16,499)
Interest Paid	(7,603)	(4,782)
Net Cash used in Financing Activities	(18,999)	89,876
Net (decrease) / Increase in Cash equivalents	1,152	(64,589)
Cash and Cash Equivalents as AT 1.04.2022	38,037	1,02,626
Cash and Cash Equivalents as AT 31.03.2023	39,190	38,037
Note: (i) Figures in Brackets represent outflows. (ii) Previous year's figure were re-grouped necessary		

Notes Forming Part of Financial Statements

As per our report of even date attached.

For Kiran & Pradip AssociatesChartered Accountants
[Firm Reg. No. 112577W]

SD/-

Pradip Shah[Partner]
M.No. 035636
Place : Ahmedabad
Dated : May 13, 2023

SD/-

SATISH K. SHAH
[Managing Director]
DIN : 00237283SD/-
Dashrathbhai Patel
CFO

For And on behalf of the Board

SD/-

CHETNABEN SHAH
[Jt.Managing Director]
DIN : 00237410SD/-
Vibha Samaria
Company Secretary

SACHETA METALS LIMITED

CIN:L51100GJ1990PLC013784

Registered Office: Block No 33 Sacheta Udyognagar Vill-Mahiyal Tal-Prantij Sabarkantha-383215.Website www.sacheta.com • Tel:02770-221739 • Fax : 0091 2770 220839**Dear Shareholder(s),****Sub: Service of Documents through Electronic Mode**

Your Company is making an effort to build a greener world and we request your support.

You are requested to subscribe to a soft copy of the Company's various documents like Notices of Meetings, Annual Reports and other shareholder communication by registering your email id with your Depository Participant (DP)/Company, if you have not already done so. You are also requested to keep your DP/Company informed of any change in your email id.

With this one small action, you could leave a greener legacy for future generations.

We look forward to your support.

Thanking you

SACHETA METALS LIMITED

CIN: L51100GJ1990PLC013784

Registered Office: Block No 33 Sacheta Udyognagar Vill-Mahiyal Tal-Prantij Sabarkantha-383215.Website www.sacheta.com • Tel:02770-221739 • Fax : 0091 2770 220839**ATTENDANCESLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE AUDITORIUM

Name and address of the registered member	:	
Folio No./DP ID No./ Client ID No.	:	
No. of Shares	:	

I hereby record my presence at the 33rd Annual General Meeting of the Company to be held at Block No. 33, Sacheta Udyognagar, Village: Mahiyal Tal: Talod, Dist. Sabarkantha (Gujarat) 383215 on Saturday, September 30, 2023 at 11.00 a.m.

Signature of the Member/Joint Member/Proxy attending the Meeting

Electronic Voting Event	UserID	Password

Note: Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.



SACHETA METALS LIMITED

CIN:L51100GJ1990PLC013784

Registered Office: Block No 33 Sacheta Udyognagar Vill-Mahiyal Tal-Prantij Sabarkantha-383215Website www.sacheta.com • Tel:02770-221739 • Fax : 0091 2770 220839**33rd Annual General Meeting on Saturday, September 30, 2023 at 11.00 a.m.****PROXYFORM***[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN	L51100GJ1990PLC013784
Name of the Company	SACHETA METALS LIMITED
Registered Office	Block No. 33, Sacheta Udyognagar, Village : Mahiyal Tal: Talod, Dist. Sabarkantha
Name of Member(s)	
Registered Address	
Email ID	
Folio No./ DP ID – Client ID	

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

- (1) Name: Address:.....
 Email ID: Signature:Or failing him/her
- (2) Name: Address:.....
 Email ID: Signature:Or failing him/her
- (3) Name: Address:.....
 Email 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 33rd Annual General Meeting of the Company to be held on Saturday, September 30, 2023 at 11.00 a.m. at the Block No. 33, Sacheta Udyognagar, Village: Mahiyal Tal: Talod, Dist. Sabarkantha (Gujarat) 383215 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:

Resoluti on No.	Resolution	For	Against
1.	To receive, consider and approve the audited financial statements of the Company for the Financial Year ended 31 st March, 2023 including audited balance sheet, statement of profit and loss account and Cash Flow Statement together with the notes for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Ankit Shah (DIN: 00237217) who retires by rotation and, being eligible, offers himself for re-appointment.		
3.	To appointment of Auditor		
4.	Re-appointment of Mr. KASHYAP TAPOOLAL BADHEKA (DIN: 08095265) as an Independent Director of the Company for a Second Term of Five consecutive Years:		
5.	Re-appointment of Ms. ZARNABEN DHAVAL SHAH (DIN:08351755) as an Independent Director of the Company for a Second Term of Five consecutive Years:		

Signed this.....day of.....2023

Signature of Member(s):.....

Signature of Proxy holder(s):.....

Affix Revenue Stamp of RS.1

Notes:

1. 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.
2. For the Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the 33rd Annual General Meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

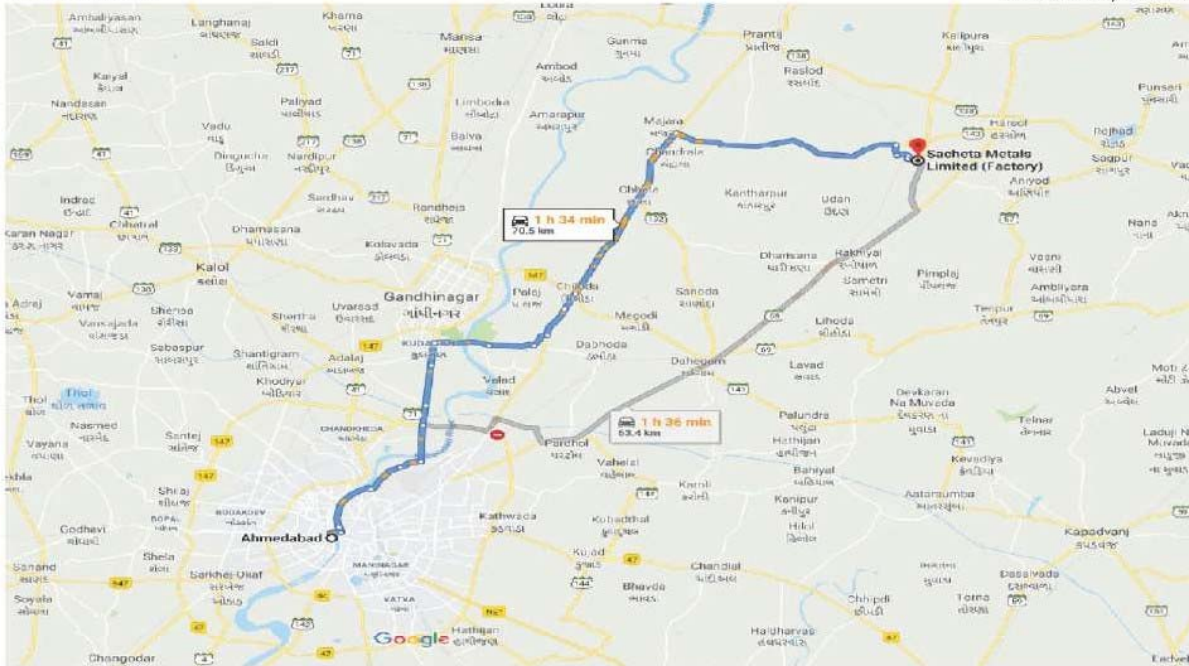
Book-Post

Route MAP for AGM Venue



Ahmedabad to Talod Road, Mahiyal, Gujarat 383215
Sacheta Metals Ltd.

Drive 70.5 km, 1h 34 min



If undelivered please return to :
Regd. Office :- Block No.33, Sacheta Udyognagar,
Village Mahiyal Tal: Talod, Dist. Sabarkantha-383215 (Gujarat).