

Date: 5th September, 2022

To,
The Manager,
National Stock Exchange of India Limited
"Exchange Plaza", C-1, Block-G
Bandra- Kurla Complex, Bandra (E)
Mumbai- 400 051
Company Symbol: MSPL

To,
The Manager,
BSE Limited
Phirozee Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Scrip Code No.: 532650

Dear Sir,

Sub: Submission of Notice of the 53rd Annual General Meeting (AGM) along with the Annual Report for the Financial Year ended 31st March, 2022

Pursuant to Regulation 30 read with Part A (Para A) of Schedule III and Regulation 34(1) (a) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), we hereby enclose the following:

- 1. Notice of the 53rd Annual General Meeting ("the AGM") of your Company to be held on Tuesday, September 27, 2022 at 3.30 P.M. (IST) through Video Conferencing or Other Audio Visual Means**
- 2. Annual Report of the Company for Financial Year ended March 31, 2022.**

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-Voting facility. **The remote e-voting period will commence on Saturday, September 24, 2022 (9:00 A.M. IST) and will end on Monday, September 26, 2022 (5:00 P.M. IST).** During this period, the Members of the Company, holding shares either in physical or dematerialized mode, as on the cut-off date, i.e. Friday, September 16, 2022, may cast their votes. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

The web-link of the Notice along with the Annual Report for the Financial Year ended March 31, 2022 is being sent only through e-mails to the shareholders of the Company at their registered e-mail addresses and the same has also been uploaded on the website of the Company at <https://www.mbspsteel.com/investors/annual-report>

This is for your information and record.

Thanking you.

Yours faithfully,

For **MSP STEEL & POWER LIMITED**


Shreya Kar
Company Secretary & Compliance Officer
Mem No: A41041
Encl.: As above



**MSP STEEL & POWER LIMITED****CIN: L27109WB1968PLC027399**

Registered Office: 16/S Block-A, New Alipore Kolkata-700053

Website: www.mspsteel.com; Email Id : investor.contact@mspsteel.com,

Phone No.: 033-4005 7777, Fax : 033-33-2398 2239/033-4005 7738

NOTICE**53rd ANNUAL GENERAL MEETING**

To
The Members,
MSP Steel & Power Limited

Notice is hereby given that the 53rd Annual General Meeting ("AGM") of **MSP STEEL & POWER LIMITED** will be held on Tuesday, 27th day of September 2022 at 3.30 p.m. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Auditors thereon, and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Auditors thereon, as circulated to the Members be and are hereby received, considered and adopted."

2. To appoint a Director, in place of Mr. Manish Agrawal (DIN: 00129240) who retires by rotation and being eligible, offers himself for re-appointment as a Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Manish Agrawal (DIN: 00129240), who retires by rotation in accordance with Section 152 of the Companies Act, 2013 and other applicable provision of the Company (including any statutory modification(s) or re-enactment(s) be and is hereby re-appointed as a director liable to retire by rotation."

3. To appoint M/s. S.K Agrawal & Co., Chartered Accountants LLP, Chartered Accountants as Statutory Auditors of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**: -

“RESOLVED THAT pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force M/s. S.K Agrawal & Co. Chartered Accountants LLP , Chartered Accountants, Kolkata, (*Institute of Chartered Accountant of India Firm Registration No. 306033E*), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Act, and rule 4 of the rules, be and are hereby appointed as Statutory Auditors of the company (in place of M/s. Singhi & Co., Chartered Accountants, the retiring auditors) for a term of Two years commencing from the conclusion of this meeting until the conclusion of the 55th Annual General Meeting of the Company.

FURTHER RESOLVED THAT the Board be and is hereby authorised to vary, alter, enhance or widen the remuneration payable to the Statutory Auditors, for the said tenure, from time to time, pursuant to the recommendation of the Audit Committee.

FURTHER RESOLVED THAT the Board be and is hereby also authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this Resolution and to settle any question or difficulty in connection herewith and incidental hereto.”

SPECIAL BUSINESS:

4. Ratification of Remuneration of the Cost Auditor of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and as approved by the Board of Directors of the Company, remuneration of Rs. 25,000/- (*Rupees Twenty-Five thousand only*) (Excluding applicable taxes & out of pocket expenses) to be paid to Mr. Sambhu Banerjee (Membership No. 9780), Cost Auditor of the Company to conduct the Cost Audit of the Company for the financial year 31st March, 2022, as approved by the Board of Directors of the Company based on the recommendation of the Audit Committee subject to the ratification by the shareholders of the Company.”

“RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and is hereby authorized to do all such deeds, acts and things as may be necessary and expedient for the said purpose.”

5. Appointment of Mr. Prateek Bansal (DIN 01836662) as an Independent Director.

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the provisions of Regulations 16 (1) (b), 17 and 25 (2A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015, as amended and that of the Articles of Association of the Company, Mr. Prateek Bansal (DIN 01836662), who was appointed as an Additional Director of the Company in the category of Independent Director by the Board of Directors with effect from 1st September, 2022 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, in the category of Independent Director, for a term upto 1st September 2027 (5 years).

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution”.

By order of the Board

Place : Kolkata
Date : 1st September, 2022

Shreya Kar
Company Secretary & Compliance Officer
ICSI Membership No: ACS 41041

NOTES:

- 1.** In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid -19”, General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021, 21/2021 dated January 13, 2021 December 14, 2021 and circular 02/2022 dated May 05, 2022 respectively in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at their AGM and accordingly, the **53rd Annual General Meeting** (the “AGM” or the “Meeting”) of **MSP Steel & Power Limited** (the “Company”) will be held through VC or OAVM in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the “Act”) and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”). Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 2.** Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- 3.** Corporate members intending to attend/vote at AGM through VC / OAVM by their respective authorized representative(s) pursuant to section 113 of the Act are requested to send their authorisations/ resolutions/ power of attorney on requisite non- judicial stamp paper , to the Scrutinizer by e-mail on ps@bajajtodi.in /swati@bajajtodi.in with a copy marked to evoting.karvy.com and Ms. Shreya Kar (shreya.kar@mspsteel.com) authorizing their representatives to attend and vote on their behalf at the Annual General Meeting of the Company.
- 4.** In accordance with the provisions of the Act, the Listing Regulations, and Secretarial Standard 2 on General Meeting issued by Institute of Companies Secretaries of India (ICSI) the proceeding of the AGM shall be deemed to be conducted at the Registered office of the company which shall be the deemed venue of AGM.
- 5.** Statement pursuant to Section 102 of the Act and the rules made thereunder setting out the material facts and the reasons for each item of Special Business is annexed hereto.

The recommendation of the Board of Directors of the Company (the “Board”) in terms of Regulation 17(11) of the Listing Regulations for each item of Special Business, which are

considered unavoidable by the Board, is also provided in the said Statement.

Necessary disclosures as required under Regulation 36(5) of the Listing Regulations are also included as a part of the Statement to the Notice. Necessary information of the Directors as required under Regulation 36(3) of the Listing Regulations and the Revised Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is also appended to the Notice.

The Statement read together with the Annexures hereto and these notes form an integral part of this Notice.

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The Register of Members and Share Transfer Books of the Company shall not remain close as the Company is not declaring any Dividend for the F.Y 2021-2022.
8. All the documents referred in the accompanying notice along with the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contract or Arrangements in which Directors are interested maintained under Section 189 of the Act will be available for inspection through electronic mode on all working days till the date of this Annual General Meeting. Shareholders who would like to inspect the above mentioned registers may send their request in advance latest by 23rd September 2022 system at shreya.kar@mspsteel.com
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and May 05, 2022 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- 10. *Dispatch of Annual Report through E-Mail***

In accordance with the MCA Circulars and the said SEBI Circular dated May 12, 2020 and January 15, 2021 and Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014 the Notice along with the Annual Report of the Company for the financial year ended March 31, 2022, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. K-Fin Technologies Limited (Formerly known as K-Fin Technologies Private Limited) or the Depository Participant(s). In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated

April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.mspsteel.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. The Notice and the Annual Report for the financial year ended March 31, 2022 shall be available on the websites of the Company viz., www.mspsteel.com and of the Stock Exchanges where Equity Shares of the Company are listed i.e. BSE Limited (<https://www.bseindia.com>) and National Stock Exchange of India Limited (<https://www.nseindia.com>) The Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

11. The instructions for members for Remote E-Voting and joining Annual General Meeting are as under: -

The remote e-voting period begins on Saturday, 24th Day of September, 2022 at 9:00 A.M. and ends on Monday, 26th Day of September 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 16th Day of September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 16th Day of September, 2022.

The procedure for remote e-voting using NSDL e-voting is as under: -

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





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
Individual Shareholders holding securities in demat mode with NSDL.	1. 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

	<p>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 or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<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

	<p>https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. 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.</p> <p>3. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. 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.</p>
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 or joining virtual meeting & voting during the meeting.

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
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B) Login Method for e-Voting and joining virtual meeting 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 101456 then user ID is 101456001***

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 the company **122106** 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 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.

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 ps@bajajtodi.in/swati@bajajtodi.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. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **16th September, 2022**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Shreya.kar@mspsteel.com or einward@kfintech.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **16th September, 2022** may follow steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-Voting system" (Above).
3. 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.

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 Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

12. 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), AADHAAR (self-attested scanned copy of Aadhar Card) by email to investor.contact@mspsteel.com or shreya.kar@mspsteel.com or to the RTA at einward.ris@kfintech.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), AADHAAR (self attested scanned copy of Aadhar Card) to investor.contact@mspsteel.com or shreya.kar@mspsteel.com or to the RTA at einward.ris@kfintech.com. If you are an Individual shareholders 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.

13. The instructions for members for e-voting on the day of the AGM are as under: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

14. Instructions for members for attending the AGM through vc/ oavm are as under: -

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at shreya.kar@mspsteel.com latest by 5:00 p.m. (IST) on Tuesday 20th Day of September, 2022.
8. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at shreya.kar@mspsteel.com latest by 5:00 p.m. (IST) on Tuesday 20th Day of September, 2022. The same will be replied by the company suitably.
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre Senior Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.
11. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
12. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

- 15.** Members holding shares in physical mode or whose e-mail addresses are not registered, may cast their votes through e- Voting system, after registering their e-mail addresses by sending the following documents to the Company at shreya.kar@mspsteel.com or to the RTA at einward.ris@kfintech.com
- (i) Scanned copy of a signed request letter, mentioning the name, folio number/ demat account details and number of the shares held and complete postal address;
 - (ii) Self-attested scanned copy of PAN Card; and
 - (iii) Self-attested scanned copy of any document (such as AADHAAR Card/ latest Electricity Bill/ latest Telephone Bill/ Driving License/ Passport / Voter ID Card/ Bank Passbook particulars) in support of the postal address of the member as registered against their shareholding. Members, who hold shares in physical mod and already having valid e-mail addresses registered with the Company/ the RTA, need not take any further action in this regard
- 16.** Transfer of Unclaimed Amounts to the Investor Education and Protection Fund (IEPF)
- a. Pursuant to the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”) dividends that are unpaid or unclaimed for a period of seven years from the date of their transfer are required to be transferred by the Company to the IEPF, administered by the Central Government. Further, according to the said IEPF Rules, shares in respect of which unclaimed dividend in respect of Financial Year 2009-10 to 2011-12 have been transferred to the demat account of IEPF.
 - b. The dividend amount and shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the Unclaimed dividend are also available on the website at www.mspsteel.com and the said details have also been uploaded on the website of the IEPF Authority.
- 17. Other Information:**
- (i) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “e-voting” for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
 - (ii) Pursuant to the provision of Sec 108 of the Act, the Company has appointed CS Swati Bajaj, Practicing Company Secretary from Bajaj Todi & Associates (ACS: 13216/CP no: 3502) to act as the Scrutinizer, to scrutinize the e-voting process as well as voting by member (who have not casted their vote through remote e-voting) participating at the AGM through VC or OAVM as on the date of the AGM in a fair and transparent manner, who have communicated their willingness to be appointed.
 - (iii) The Scrutinizer shall after the conclusion of voting at the general meeting, unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - (iv) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.mspsteel.com, the e-Voting website of NSDL- www.evoting.nsdl.com and on the notice board of the Company’s registered office

immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited where shares of the Company are Listed.

- (v) Subject to receipt of requisite number of voter, the resolution proposed in the Notice shall be deemed to be passed on the date of the Meeting itself i.e. 27th September, 2022

By order of the Board

Place : Kolkata
Date : 1st September, 2022

Shreya Kar
Company Secretary & Compliance Officer
ICSI Membership No: ACS 41041

STATEMENT TO THE NOTICE (Refer Note No. 5 above)

Item No. 3

The Members of the Company at the 49th Annual General Meeting held on 14th August, 2018 approved the appointment of M/s. Singhi & Co. Chartered Accountants [*Institute of Chartered Accountant of India Firm Registration No. 302049E*], as the Statutory Auditors of the Company to hold office from the conclusion of the said 49th AGM until the conclusion of 53rd AGM. The remuneration payable to Singhi & Co. Chartered Accountants, including reimbursement of expenses payable for the financial year 2021-22 is Rs.15,28,000, details of which are given in Note No.29.1 of the Notes to Financial Statements for the financial year ended March 31, 2022.

The Board of Directors at its meeting held on 1st September,2022 based on the recommendation of Audit Committee have recommended the appointment of S K Agrawal & Co. Chartered Accountants LLP, Chartered Accountant [*Institute of Chartered Accountant of India Firm Registration No. E300272*]. in terms of Section 139 of the Companies Act, 2013 (as amended) (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 (as amended) at a remuneration of Rs. 12 Lakhs (plus taxes). This excludes out-of-pocket expenses, and any certification charges.

S K Agrawal & Co. Chartered Accountants LLP, Chartered Accountants have further confirmed that their appointment, if made, would be within the limits laid down by or under the authority of the Act. They have also confirmed that they are not disqualified for the proposed appointment under the Act, including under Section 141 of the Act, the Chartered Accountants Act, 1949 and the rules and regulations made thereunder.

The details required to be disclosed under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) are as under:

- **Proposed fees payable to the Statutory Auditor(s):** Rs. 12 Lakhs (plus taxes) which excludes out-of-pocket expenses and annual certification charges. Fees will be generally billed in a manner consistent with the progress of audit / engagements.
- **Terms of Appointment:** Appointment as statutory auditor for a period of 2 years from the conclusion of this Annual General meeting till the conclusion of 55th Annual General Meeting.
- **In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:** No Material Changes in the fee payable to S K Agrawal & Co. Chartered Accountants LLP
- **Bases of recommendation for appointment:** The Board and the Audit Committee in their meeting held on 1st September,2022 have considered the appointment of S K Agrawal & Co. Chartered Accountants LLP who have the capability to serve the Company in a Broader Spectrum and handle critical accounting issues faced in a manufacturing concern.
- **Credentials of the Statutory Auditor(s) proposed to be appointed:** S.K.Agrawal and Co. Chartered Accountants LLP (formerly known as S K Agrawal & Co.) have remarkable experiences over 50 years in the fields of Audit & Assurance, Advisory Services pertaining to Taxation and Legal, M&A Planning, various categories of Valuations of securities, Assets , Brand etc. Chartered Accountant profession in India is governed by the Chartered Accountants Act, 1949 ('the Act') and as per the provision of the Act, the firm is subject to peer reviews which are conducted regularly by Institute of Chartered Accountants of India – ICAI. The firm has a valid peer review certificate. The Firm serves large Clients like listed companies, Banks, Large Unlisted Companies etc.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item 3.

Your Director recommends the resolution as at Item no 3 for your approval.

Item No. 4

The Board of Directors of the Company based on the recommendation of the Audit Committee at its meeting held on 01st September, 2022 has considered and approved the appointment of Mr. Sambhu Banerjee, Cost Accountant (Membership No. 9780) as Cost Auditor of the Company to carry on the Cost Audit of the Company for the financial year ending 2022-2023 on a yearly remuneration of Rs. 25,000/- (excluding applicable taxes & out of pocket expenses) subject to the ratification by the shareholders of the Company.

Pursuant to Section 148(3) and all other applicable provisions, of the Companies Act, 2013 ('the Act') and the Rules made there under the remuneration paid to the Cost Auditor needs to be ratified by the shareholders of the Company. Accordingly members consent by Ordinary Resolution is sought for the resolution set out in Item No. 4 of the Notice.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item 4.

Your Director recommends the resolution as at Item no 4 for your approval.

Item No.5

On the recommendation of the Nomination & Remuneration Committee, Mr. Prateek Bansal (DIN 01836662), was appointed as an Additional Director by the Board with effect from September 01 2022, pursuant to Section 161 of the Companies Act, 2013, read with Article 123 of the Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Prateek Bansal will hold office upto the date of the forthcoming Annual General Meeting. The Company has received a Notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Prateek Bansal for the Office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) further provides that an Independent Director may hold office for up to two consecutive terms.

A Brief resume of Mr. Prateek Bansal, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, are provided in the statement giving details pursuant to Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 in respect of Directors seeking appointment /re-appointment at the forthcoming Annual General Meeting, annexed to this Notice. Mr. Prateek Bansal, aged 38 years, has 14 years of experience in Real Estate. He holds degree in Economics Honors from KNOX College, USA. Considering the rich experience that Mr. Prateek Bansal brings to bear, your Board considers that his appointment as a Director of the Company will be in its best interest.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. The Company has received a declaration from Mr. Prateek Bansal that he meets the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act and under the Listing Regulations. He is also independent of the management. Mr. Prateek Bansal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director.

A copy of the draft letter of appointment of Mr. Prateek Bansal setting out the terms and conditions of his appointment is available for inspection by the members at the registered office of the Company on all working days between 10.30 AM and 12.30 PM (except Sundays and Public Holidays) up to the date of the AGM and is also available on the website of the Company at www.mspsteel.com

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mr. Prateek Bansal or his relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. Your Directors recommend the resolution as at Item No.5 for your approval.

By order of the Board

Place : Kolkata
Date: 1st September,
2022

Shreya Kar
Company Secretary & Compliance Officer
ICSI Membership No: ACS 41041

ANNEXURE TO THE EXPLANATORY STATEMENT

Pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 and ss-2 issued by the institute of company secretaries of India (ICSI) details of director seeking appointment/re-appointment at the ensuing annual general meeting have been provided in the table below: -

Particulars	Item no. 2	Item No. 5
Name of the Director	Mr. Manish Agrawal (liable to retire by rotation)	Mr. Prateek Bansal (Independent Director)
DIN	00129240	01836662
Date of birth	04/02/1980	24/12/1984
Age	42	38
Nationality	Indian	Indian
Date of Appointment on Board	05.07.2003	01.09.2022
Shareholding in the Company	309,000 equity shares	Nil
Qualification	Management Graduate from IIM, New Delhi	Economics Honors from KNOX College, USA
Expertise in specific functional area and Suitability	Have hands on experience in corporate finance and Taxations. He has been associated with the Company right from its inception and is the principal promoter of the Company. His knowledge of tax planning have redefined the tax structure of the Company.	His experience in Real Estate will be instrumental in successfully channelizing our steel business in the Real Estate Market.
Relationship with other Director & KMP	Brother of Mr. Saket Agrawal – Managing Director	Nil
No. of Board Meetings attended during F.Y 2021-2022 *	12	Nil
Terms of appointment/re-appointment	Proposed to be appointed as Non- Executive Director on remuneration approved by the Board and as agreed. Provided that such appointment shall be liable to retire by rotation	Proposed to be regularized as an Independent Director from additional Director. Provided that Such appointment shall not be liable to retire by rotation.
Chairperson/Membership of Committee in other Company (Excluding MSP Steel & Power Ltd)	Nil	Nil
Remuneration Details (including sitting fees & commission)	Please refer to the 'Report on Corporate Governance which is a part of this Annual Report'	

List of Directorship held in other companies (Excluding MSP Steel & Power Ltd)	<ol style="list-style-type: none"> 1. Prateek Mines & Minerals Private Limited 2. B S Confin Private Limited 3. Emerald Tradelink Private Limited 4. AA ESS Tradelinks Private Limited 5. Suyash Finovest Private Limited 6. MSP Sponge Iron Limited 7. Madanpur South Coal Company Limited 8. MSP Mines & Minerals Limited 9. Sampat Marketing Company Private Limited 	<ol style="list-style-type: none"> 1. Ritman Fullmark Inks Private Limited 2. Greyhound Movers Private Limited 3. BCSI Realtors Private Limited 4. BCSI Infrastructure Private Limited 5. BCSI Projects Private Limited 6. BCSI Constructions Private Limited 7. B. Consultancy & Solutions India Private Limited
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- Mr. Manish Agrawal resigned from the post of Director from Howrah Gases Limited from 13th November 2021.
- *All Board Meetings for the financial year 2021-2022 were conducted physically.
- None of the above Directors are disqualified and/or debarred by virtue of any order passed by SEBI, MCA, any court or any other Statutory Authority, to be appointed/re-appointed/continue as a Director of the Company.

All documents referred to in the accompanying Notice are open for inspection only through electronic mode on all working days before the date of Annual General Meeting.

By order of the Board

Place : Kolkata
Date: 1st September, 2022

Shreya Kar
Company Secretary & Compliance Officer
ICSI Membership No: ACS 41041