

# Notice

**To  
The Members,  
MSP Steel and Power Limited**

Notice is hereby given that the Forty Ninth Annual General Meeting of MSP STEEL & POWER LIMITED will be held on Thursday, September 27, 2018 at Vidya Mandir, 1 Moira Street, Elgin, Kolkata-700017 at 4pm to transact the following business:

## **Ordinary business:**

- 1.** To receive, consider and adopt:
  - (a) the Audited Standalone Financial Statement of the Company, for the Financial Year ended March 31, 2018, and the Reports of the Board of Directors and the Auditors thereon; and
  - (b) the Audited Consolidated Financial Statement of the Company, for the Financial Year ended March 31, 2018, and the Report of the Auditors thereon.
- 2.** To appoint a Director in place of Mr. Manish Agrawal (DIN: 00124290), who retires by rotation and being eligible, offers himself for re-appointment

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 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the approval of members of the Company be and are hereby accorded to re-appointment Mr. Manish Agrawal (DIN: 00129240) as a Non-Executive Director, to the extent that he is required to retire by rotation."

- 3.** To appoint Auditors of the Company and fix their remuneration and in this regard 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 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Singhi & Co (Firm Registration No. 302049E) be and are hereby appointed as Auditors of the Company for a term of Four consecutive years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 52nd Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors in consultation with the Auditors.

## **Special Business:**

### **4. Ratification of Remuneration payable to Mr. Sambhu Banerjee, appointed as Cost Auditors of the Company for the F.Y. 2018-19**

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 (3) and other applicable provisions, if any of the

Companies Act, 2013 and Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) / or re-enactment(s) thereof for the time being in force) Rs. 25000/- be paid to Mr. Sambhu Banerjee (Membership No. 9780), Cost Auditor of the Company to conduct the Cost Audit for the financial year 2018-19 to conduct the audit of the cost accounting records maintained for the financial year ending March 31, 2018 as approved by the Board of Directors of the Company, on the recommendation of the Audit Committee and as detailed hereunder be and is hereby ratified.

**Registered Office:**

1, Crooked Lane  
Kolkata-700 069

By Order of the Board  
**MSP STEEL & POWER LTD**

**Shreya Kar**  
**Company Secretary**  
**Mem no.-A41041**

**Dated:** 14th August, 2018

## Notice

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to item no. 4 as mentioned above is annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements), 2015.
2. Brief profile of the Directors seeking re-appointment/appointment as mandated by the SEBI (Listing Obligations & Disclosure Requirements), Regulation 2015 is attached with this notice.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE AGM INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A Proxy can act on behalf of Members not exceeding 50 and holding in aggregate not more than 10% of the total issued share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total issued share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for another person or Shareholder..

Further, proxies submitted on behalf of authorized representative of the companies, societies etc. must be supported by appropriate resolution/authority, as applicable. Members who hold shares in dematerialized form are requested to bring their Photo Identity Card for easy identification of attendance at the meeting.

4. All the documents referred in the accompanying notice will be available for inspection at the Registered Office of the Company between 10:00 a.m. and 2:00 p.m. on all working days till the date of ensuing Annual General Meeting.
5. Corporate Members intending to send their authorized representatives to attend the Annual General meeting pursuant to section 113 the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with respective specimen signature of those representative(s) authorized under said resolution to attend and vote on their behalf at the meeting.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from September 14th, 2018 to September 27th 2018, both days inclusive.

7. In compliance with Section 108 of the Companies Act, 2013, read with relevant rules made there under (as amended from to time) and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 the Company has provided remote e-voting facility to the members through the electronic voting service facility provided by Karvy Computer Share Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote E-voting). The Board for this purpose has appointed Ms. Swati Bajaj, a Practicing Company Secretary, Partner, PS & Associates, as Scrutinizer to scrutinize the voting at AGM and remote e-voting process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for same purpose. The E-voting facility is commencing from 24th September, 2018 (9:00 AM IST) to 26th September, 2018 (5:00 PM IST).

8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 21, 2018. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, shall only be entitled to avail the facility of remote e-voting or voting at AGM through postal ballot, as the case may be. A person who is not a member on the cut-off date should consider this Notice as a information only without having any rights attached to in the voting of the AGM.

9. Members wishing to claim unpaid/unclaimed dividends for the financial years 2010-11 and 2011-12 are requested to write to the Company Secretary or Share Registrar Agent of the Company mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s) at the below mentioned addresses:

**Ms. Shreya Kar,**  
Company Secretary,  
16/S, Block-A, New Alipore  
Kolkata-700053

**M/s. Karvy Computershare Pvt. Ltd.**  
Share Registrar of the Company  
46, Avenue 4, Street No. 1  
Banjara Hills,  
Hyderabad- 500 034

Members are requested to note that the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. in terms of the provisions of Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), the details of unpaid/unclaimed dividend amount lying with the bank has been uploaded on the website of the company <http://www.mspsteel.com/>

[unpaid\\_dividend.php](#)

10. In keeping view with Ministry of Corporate Affairs "Green Initiatives" measures and applicable provisions of Companies Act, 2013 read with Rules there under, the Company requests members who have not registered their e-mail address so far, to register their e-mail address for receiving all communications including Annual Report, notices etc from the Company electronically.

**Ms. Shreya Kar,**  
Company Secretary,  
16/S, Block-A, New Alipore  
Kolkata-700053

**M/s. Karvy Computershare Pvt. Ltd.**  
Share Registrar of the Company  
46, Avenue 4, Street No. 1  
Banjara Hills,  
Hyderabad- 500 034

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit that PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA/Company.

12. Pursuant to Section 72 of the Companies Act, 2013 and the Rules made there under Shareholders may, at any time, nominate in the e-form SH-13, any person as his nominee in whom the securities shall vest in the event of his/her death. Member desirous of any cancellation/variation in the said nomination made can be done in form SH-14. The forms are available on Company's website.

13. Shareholders are also requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory demat mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate (If already complied with, please ignore this).

14. Members may also note that Annual Report for the Financial Year 2017-18 will be available on the Company's website at [www.mspsteel.com](http://www.mspsteel.com) and the physical copies of all documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and shall be available at the Company's Registered office for inspection during normal business hours.

15. Members/Proxies Authorized Representatives should bring the duly filled attendance slips enclosed herewith for attending the meeting. Duplicate admission slips or copies of the Reports and Accounts will not be made available at the AGM Venue.

16. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.mspsteel.com](http://www.mspsteel.com) and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to Stock Exchanges and any other authorities, if required.

17. Pursuant to Section 88 of the Companies Act, 2013 the Register of Members is required to be maintained in form MGT-1. In this respect, members holding shares in physical form are requested to inform/update the following additional details to the RTA, Karvy Computershare Pvt. Ltd., who have not yet updated.

- a. E-mail id (of the first holder)
- b. PAN
- c. Unique Identification Number (AADHAR NO.)
- d. Father's /Mother's/Spouse's Name
- e. Occupation
- f. In case the member is a minor, Name of the Guardian and date of birth of the Member
- g. CIN (In case the member is a body corporate)

#### **Instructions for Web Check-In/ Attendance Registration:**

5. Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.

6. To facilitate hassle free and quick registration/entry at the venue of the AGM, the Company has provided a Web-Check to enter the hall directly without going through registration formalities.

7. The online registration will be available from 24th September, 2018 (9:00 AM IST) to 26th September, 2018 (5:00 PM IST)(i.e during e-voting period)

**The Procedure for Web check-in is as follows:**

1. Log on to <https://karisma.karvy.com> and click on “**Web Checkin for General Meetings (AGM/EGM/CCM)**”.
2. Select the name of the company: Name of the Company
3. Pass through the security credentials viz., DP ID/Client ID/Folio no. entry, PAN No & “CAPTCHA” as directed by the system and click on the submission button.
4. The system will validate the credentials. Then click on the “Generate my attendance slip” button that appears on the screen.
5. The attendance slip in PDF format will appear on the screen. Select the “PRINT” option for direct printing or download and save for the printing.

The Members are requested to carry their valid photo identity proof such as PAN, Voter ID, Passport, Driving License or ADDHAR Card along with the above attendance slip to enter the AGM hall.

**Registered Office:**

1, Crooked Lane  
Kolkata-700 069

By Order of the Board  
**MSP STEEL & POWER LTD**

**Dated:** 14th August, 2018

**Shreya Kar**  
**Company Secretary**

**Annexure to the Notice****Item No. 4**

The Board of Directors of the Company based on the recommendation of the Audit Committee has appointed 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 31st March, 2018 on a yearly remuneration of Rs. 25,000/- (excluding applicable taxes) subject to the ratification by the shareholders of the Company.

Pursuant to Section 148 and all other applicable provisions, of the Companies Act, 2013 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 means of an Ordinary Resolution is sought for the resolution set out in Item No. 4 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item 05.

The Board of Directors recommends the resolution for your approval.

**Registered Office:**

1, Crooked Lane  
Kolkata-700 069

By Order of the Board  
**MSP STEEL & POWER LTD**

**Dated:** 14th August, 2018

**Shreya Kar**  
**Company Secretary**



## DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Manish Agrawal (liable to retire by rotation)
DIN	00129240
Date of birth	04-02-1980
Age	38years
Nationality	Indian
Date of Appointment on Board	05.07.2003
Shareholding in the Company	309,000 equity shares
Qualification	Management Graduate from IMI, New Delhi
Expertise in specific functional area	Corporate Finance
Relationship with other Director & KMP	Brother of Mr. Saket Agrawal
No. of Board Meetings attended during F.Y 2016-17	11
Terms of appointment/re-appointment along to details of the remuneration to be or paid	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
Meeting /Committee of Other Board in listed entity	3
List of Directorship held in other companies	Prateek Mines & Minerals Private Limited B S Confin Private Limited Emerald Tradelink Private Limited Maanraj Merchants Private Limited AA ESS Tradelinks Private Limited Suyash Finovest Private Limited Sampat Marketing Company Private Limited MSP Sponge Iron Limited Madanpur South Coal Company Limited Chaman Metallica Limited MSP Ferro And Power Limited MSP Mines & Minerals Limited MSP Power Limited R.M.B.Finance Company Limited MSP Metallica Ltd Howrah Gases Ltd.

## INSTRUCTIONS FOR E-VOTING

In case for Members whose email IDs are registered with the Company/Depository Participants (s)]:

In case a Member receives an email from Karvy informing them of their User ID and password.

i. Launch the internet browser by typing the URL: <https://evoting.karvy.com>.

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall

not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email [contactus@mspsteel.com](mailto:contactus@mspsteel.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "**Corporate Name\_Event No.**"

In case Members whose email IDs are not registered with the Company/Depository Participants

6. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.

7. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

#### GENERAL INSTRUCTIONS

In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website)

In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 21st September, 2018, he/she may obtain the User ID and Password in the manner as mentioned below :

If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

Member may call Karvy's toll free number 1800-3454-001.

Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavor to send User ID and Password to those new Members whose mail ids are available.

The remote e-voting period commences on 24th September, 2018 (9.00 A.M. IST) and ends on 26th September, 2018 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018, may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

**FORM NO. MGT-11****PROXY FORM**

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

Name of the Member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Folio No./ Client Id\*: \_\_\_\_\_

DP Id\*: \_\_\_\_\_

**I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:**

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

as my/our proxy to attend and vote (on ballot/poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 27th September, 2018 at 4:00 P.M. at Vidya Mandir, 12 Moira Street, Elgin, Kolkata-700017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No.	Resolutions	Optional*	
		For	Against
1.	Consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 March, 2018 and the Reports of the Board of Directors and Auditors thereon.		
2.	Appointment of Director in place of Mr. Manish Agrawal (DIN: 00129240), who retires by rotation and is eligible for re-appointment		
3.	Ratification of remuneration of Cost Auditor for the FY 2018-19		
4.	Appointment of Statutory Auditor		

Signed this \_\_\_\_ day of \_\_\_\_, 2018

Signature of the Shareholder \_\_\_\_\_

Signature of the Proxy holder (s) \_\_\_\_\_

**Note:**

i. This form of proxy in order to be effective should be duly completed and deposited at the registered corporate office of the Company, not less than 48 hours before the commencement of the Meeting.





## ATTENDANCE SLIP

DP ID *	
Client ID*	

Folio No.	
No. of Shares	

**\* Applicable for investors holding shares in electronic form**

NAME OF THE SHAREHOLDER: \_\_\_\_\_  
(IN BLOCK LETTERS)

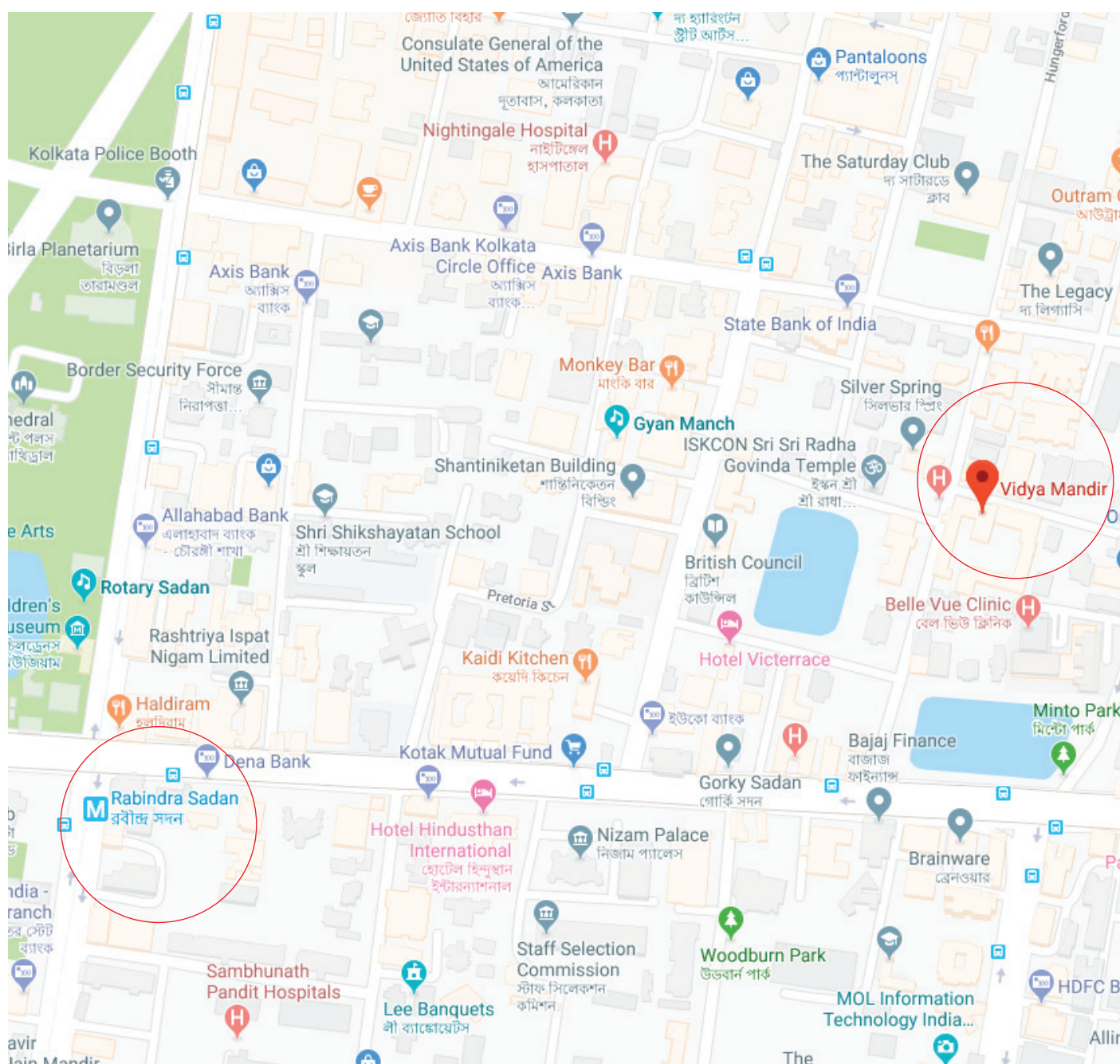
I /we hereby record my presence at the ANNUAL GENERAL MEETING of the Company held on Thursday, 27th September, 2018 at 4:00 P.M. at at Vidya Mandir, 1 Moira Street, Elgin, Kolkata-700017

\_\_\_\_\_  
Signature of Shareholder / proxy

Note:

- i. Please complete the Folio No./ DP ID-Client Id, and name, sign the attendance slip and handover at the entrance of the Meeting Hall;
- ii. Electronic copy of the Notice along with the Attendance Slip and Proxy Form is sent to all shareholders of the Company whose e-mail address is registered with the Depository Participant. Member receiving the electronic copy and attending AGM can print copy of the Attendance Slip ;
- iii. Physical copy of the AGM Notice along with the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all the members whose e-mail address is not registered and who have requested hard copy.

## VENUE MAP



## NOTES

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