

# KALYANI STEELS

C.I.N. : L27104MH1973PLC016350

KSL:SEC:

July 24, 2024

## BSE Limited

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Fort, Mumbai – 400 001  
**Scrip Code : 500235**

## National Stock Exchange of India Limited

Exchange Plaza,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051  
**Scrip Symbol : KSL**

Dear Sir,

**Sub. : Notice of 51<sup>st</sup> Annual General Meeting scheduled to be held on Thursday, August 22, 2024**

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 51<sup>st</sup> Annual General Meeting of the Company scheduled to be held on **Thursday, August 22, 2024 at 11.00 a.m.** (I.S.T.) through Video Conferencing / Other Audio Visual Means ('VC / OAVM') which is circulated to the shareholders on their registered email addresses.

The same is also available on the Company's website at the following link -

Click [here](#)

Information of AGM and E-Voting at a glance :

Particulars	Details
Date and time of AGM	Thursday, August 22, 2024 at 11.00 a.m. (I.S.T.)
Web-link for participating at AGM through VC / OAVM	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
Cut-off date for E-Voting	Thursday, August 15, 2024
Remote E-Voting Start Date and Time	Monday, August 19, 2024 at 9.00 a.m. (I.S.T.)
Remote E-Voting End Date and Time	Wednesday, August 21, 2024 at 5.00 p.m. (I.S.T.)
Remote E-Voting website	<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For KALYANI STEELS LIMITED

MRS.D.R. PURANIK  
COMPANY SECRETARY  
E-mail : [puranik@kalyanisteels.com](mailto:puranik@kalyanisteels.com)

Encl. : As above



KALYANI  
GROUP COMPANY

KALYANI STEELS LIMITED, CORPORATE BUILDING, 2ND FLOOR, MUNDHWA, PUNE – 411036, INDIA  
PHONE : +91 20 6621 5000 FAX : +91 20 2682 1124 E-mail : [investor@kalyanisteels.com](mailto:investor@kalyanisteels.com) Website : [www.kalyanisteels.com](http://www.kalyanisteels.com)

# KALYANI STEELS LIMITED

CIN : L27104MH1973PLC016350

Registered Office : Mundhwa, Pune 411 036

Phone No. : 020 - 66215000

Website : www.kalyanisteels.com, E-mail : investor@kalyanisteels.com



## NOTICE

**NOTICE is hereby given that the FIFTY-FIRST Annual General Meeting of the Members of Kalyani Steels Limited will be held on Thursday, August 22, 2024, at 11.00 a.m. (I.S.T), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business :**

### ORDINARY BUSINESS

1. To consider and adopt :
  - a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon.
  - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Report of the Auditors thereon.
2. To declare dividend on Equity Shares for the Financial Year ended March 31, 2024.
3. To appoint a Director in place of Mr.M.U. Takale (DIN 01291287), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 4. Re-appointment of Mr.B.N. Kalyani as a Director of the Company

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

"RESOLVED THAT pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules 2014 ("Rules") and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of members of the Company be and is hereby accorded to the re-appointment of Mr.B.N. Kalyani (DIN 00089380) as a Director of the Company, liable to retire by rotation, who has attained the age of 75 (Seventy-Five) years."

#### 5. Re-appointment of Mrs.Shruti A. Shah as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of Nomination & Remuneration Committee, Mrs.Shruti A. Shah (DIN 08337714 and IDDB Registration No. IDDB-DI-202001-005722), who meets the criteria for independence as prescribed in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a Second Term of 5 (Five) consecutive years with effect from January 29, 2025 to January 28, 2030."

#### 6. To approve the Remuneration of the Cost Auditors

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 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), consent of the Company be and is hereby accorded for the payment of remuneration of ₹ 500,000/- (Rupees Five Hundred Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, to Company's Cost Auditors, M/s S.R. Bhargave & Co., Cost Accountants, Pune (Firm Registration No.000218), appointed by the Board of Directors of the Company, for auditing the cost records maintained by the Company for the financial year ending March 31, 2025."

By Order of the Board of Directors  
For Kalyani Steels Limited

Pune  
May 10, 2024

Mrs.Deepti R. Puranik  
Company Secretary

**NOTES :**

1. Pursuant to General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020 and subsequent Circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, if any, of the Listing Regulations, for the time being in force read along with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 ("SEBI Circular"), the Fifty-First Annual General Meeting ("AGM") of the Company will be conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue.
2. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.kalyanisteels.com](http://www.kalyanisteels.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business under Item Nos.4 to 6 of the Notice to be transacted at the AGM is annexed hereto.
4. In terms of MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM.
5. National Securities Depositories Limited (NSDL) will be providing facility for voting through remote e-Voting and for participation in the AGM through VC / OAVM Facility and e-Voting during the AGM.
6. Members can join the AGM through VC / OAVM facility, by following the procedure as mentioned below, which shall be kept open for the Members from 10.30 a.m. (I.S.T.) i.e. 30 minutes before the scheduled start time of the AGM and will be open upto 15 minutes after the scheduled start time of AGM.
7. Members may note that the VC / OAVM Facility, provided by NSDL, allows participation of 1,000 Members on a first-come-first-served basis. This will not include large shareholders (i.e. 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 any restriction on account of first-come-first-served principle.
8. Members attending the AGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Share Transfer Books and the Register of Members of the Company will remain closed from Friday, August 16, 2024 to Thursday, August 22, 2024 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the AGM.
10. If the dividend on Equity Shares as recommended by the Board of Directors is declared at the AGM, the payment of such dividend will be made on or before Monday, September 2, 2024, to those members :
  - a) whose names appear as beneficial owners holding shares in electronic form, as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL), as at the close of the business hours on Thursday, August 15, 2024.
  - b) whose names appear in the Register of Members of the Company after giving effect to valid share transmission / transposition requests lodged with the Company or with the Registrar and Transfer Agents of the Company, as at the close of the business hours on Thursday, August 15, 2024.

**11.** Pursuant to the Finance Act, 2020, dividend income is taxable at the hands of shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For information on prescribed rates, members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their PAN details with Registrar and Transfer Agents (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder, if the total dividend to be paid to shareholders during FY 2024-25 by the Company does not exceed ₹ 5,000/-.

A resident individual shareholder with PAN who is not liable to pay income tax can submit a yearly declaration in Form 15G / 15H, to avail the benefit of non-deduction of tax, by submitting duly signed forms to Company's RTA at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> or send an email to [pune@linkintime.co.in](mailto:pune@linkintime.co.in) with a copy marked to [tds@kalyanisteels.com](mailto:tds@kalyanisteels.com) by Thursday, August 15, 2024 (upto 5.00 p.m. IST). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by updating details at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> alternatively send an email to [pune@linkintime.co.in](mailto:pune@linkintime.co.in) with a copy marked to [tds@kalyanisteels.com](mailto:tds@kalyanisteels.com). The said declarations need to be submitted by Thursday, August 15, 2024 (upto 5.00 p.m. IST).

On the said link, the user shall be prompted to select / share the following information to register their request:

- a) Select the company (Dropdown)
- b) Folio / DP-Client ID
- c) PAN
- d) Financial year (Dropdown)
- e) Form selection
- f) Document attachment – 1 (PAN)
- g) Document attachment – 2 (Forms)
- h) Document attachment – 3 (Any other supporting document)

Incomplete and / or unsigned forms and declarations will not be considered by the Company. All communications / queries in this respect should be addressed to the RTA, by email to [ksltaxexemption@linkintime.co.in](mailto:ksltaxexemption@linkintime.co.in) and Exemption Forms if forwarded to this email id will not be considered for the purpose of processing. Shareholders who have uploaded exemption forms (valid in all respect) on the portal are also required to forward the original forms to the RTA / Company.

- 12.** Those Members who have not encashed / received their Dividend Warrants for the previous financial year(s) may approach the Registrar and Transfer Agent of the Company, at their address given below, for claiming their unencashed / unclaimed dividend.
- 13.** Dividends which remain unencashed / unclaimed over a period of 7 years will have to be transferred by the Company to the Investor Education and Protection Fund (IEPF) constituted by the Central Government under Section 125 of the Companies Act, 2013. Further, under the amended provisions of Section 124 of the Companies Act, 2013, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred by the Company in the name of the IEPF.
- 14.** Equity Shares of the Company are under compulsory demat trading by all investors. Those shareholders, who have not dematerialized their shareholding, are advised to dematerialize the same to avoid any inconvenience in future.

15. The Securities and Exchange Board of India (SEBI) has mandated that w.e.f. April 1, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. In view of the same, members holding shares in physical form are requested to get them converted into dematerialized form.
16. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), information including brief Profile / Resume of Director(s) proposed to be appointed / re-appointed, their expertise in specific functional areas, relationships between directors inter-se, names of listed companies in which they hold directorships and memberships / chairmanships of Board Committees, their shareholding in the Company, are provided in Annexure – A forming part of the Notice.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form are therefore requested to submit their PAN to the Depository Participants with whom they are maintaining the demat account. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent of the Company, at their address given below.
18. Since the AGM will be held through VC / OAVM, the Proxy Form and Route Map for venue of AGM is not annexed to this Notice.
19. Members, who need assistance before or during the AGM, can contact Mr. Umesh Sharma of Link Intime India Private Limited, Registrar and Transfer Agent of the Company, at umesh.sharma@linkintime.co.in or call on 020-2616 1629 / 2616 0084. Kindly quote your Name, DP ID and Client ID / Folio No. and EVEN in all your communications.
20. The Register of Directors and Key Managerial Personnel and their shareholding, under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested under Section 189 of Companies Act, 2013 and all documents referred to in this Notice and accompanying Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection of the Members from the date of circulation of this Notice upto the date of AGM i.e. Thursday, August 22, 2024. Members seeking to inspect, can send an e-mail to Secretarial Department of the Company at investor@kalyanisteels.com.

**21. Voting through Electronic Means :**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members, holding shares as on Thursday, August 15, 2024 being the Cut-off date, facility to exercise their right to vote by electronic means and the business shall be transacted through e-Voting Services. The facility of casting the votes by members using the 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 Instructions for Members for remote e-Voting are as under :**

The remote e-Voting period begins on Monday, August 19, 2024 at 9.00 a.m. and ends on Wednesday, August 21, 2024 at 5.00 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 cut-off date i.e. Thursday, August 15, 2024, may cast their votes electronically. The voting rights 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 Thursday, August 15, 2024.

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.





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	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 held 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 &amp; voting during the meeting.</li> <li>4. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p>   <div style="display: flex; justify-content: space-around; margin-top: 5px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my Easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers website directly.
3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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 able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

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 above mentioned 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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](http://www.evoting.nsdl.com)



- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) 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 & Join Annual 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 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 [cs@svdandassociates.com](mailto:cs@svdandassociates.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://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](http://www.evoting.nsdl.com) or call on 022-48867000 or send a request to Ms.Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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 [pune@linkintime.co.in](mailto:pune@linkintime.co.in) with copy marked to [evoting@kalyanisteels.com](mailto:evoting@kalyanisteels.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 [pune@linkintime.co.in](mailto:pune@linkintime.co.in) with a copy marked to [evoting@kalyanisteels.com](mailto:evoting@kalyanisteels.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 / Member may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.

**Instructions for Members for e-voting on the day of Annual General Meeting**

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.

**Instructions for Members for attending the AGM through VC / OAVM**

1. Members 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” placed under “Join Meeting” menu against company name. You are requested to click on VC / OAVM link placed under Join 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. 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 investor@kalyanisteels.com. The same will be replied by the company suitably.
  6. Shareholders who would like to express their views / ask questions during the AGM, will have to register themselves as a “Speaker” and send their request mentioning their Name, Demat account number / folio number, email ID, mobile number at investor@kalyanisteels.com on or before Friday August 16, 2024 (6.00 p.m.). Only those members who have registered themselves as a Speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
22. Mr.Sridhar Mudaliar failing him Mrs.Meenakshi Deshmukh, Partners of M/s. SVD & Associates, Company Secretaries, Pune has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
23. The Scrutinizer shall immediately after conclusion of AGM, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall submit not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or the person authorized by him in writing who shall countersign the same. The Chairman or the person authorized by him, shall declare the result of the voting forthwith.
24. The results of voting along with the Scrutinizer’s Report shall be placed on the Company’s website www.kalyanisteels.com and on the website of NSDL 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 Stock Exchanges.

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Registrar & Transfer Agent  
**LINK INTIME INDIA PRIVATE LIMITED**  
Block No.202, Akshay Complex, 2nd Floor, Off Dhole Patil Road, Near Ganesh Mandir, Pune – 411 001  
Phone Nos. : 020 – 26161629 / 26160084  
E-mail : pune@linkintime.co.in

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**ANNEXURE TO THE NOTICE**  
**EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013**

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As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out, the material facts relating to Special Business Items as stated in the accompanying Notice dated May 10, 2024

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**ITEM NO.4**

Pursuant to the provisions of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company, Mr.B.N. Kalyani, Director of the Company, is retiring by rotation at this Fifty-First Annual General Meeting and being eligible, has offered himself for re-appointment.

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect, by the members of the listed entity.

In the Forty-Ninth Annual General Meeting held on August 1, 2022, approval of members by way of Special Resolution was obtained, for continuation of holding of office of Director, by Mr.B.N. Kalyani, upon attaining the age of 75 (Seventy Five) years on January 7, 2024, up to the expiry of his term of office as a Director of the Company.

As Mr.B.N. Kalyani is liable to retire by rotation at this Fifty-First Annual General Meeting and has attained the age of 75 (Seventy Five) years on January 7, 2024, approval of the members for his re-appointment is sought again by way of Special Resolution.

Brief Profile of Mr.B.N. Kalyani along with requisite disclosures pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2), along with the skills and capabilities required for the role as Director, is enclosed herewith as Annexure - A.

Considering the profound experience and expertise possessed by Mr.B.N. Kalyani over all the years which has been invaluable in navigating the Company through several challenges and opportunities over the years and based on the recommendations of the Nomination and Remuneration Committee (NRC), the Board recommends the re-appointment of Mr.B.N. Kalyani, as Non-Executive Director of the Company liable to retire by rotation and accordingly recommends the Special Resolution as set out at Item No.4 of the Notice for approval of the members.

Except Mr.B.N. Kalyani, being appointee and Mrs.Sunita B. Kalyani and Mr.Amit B. Kalyani, Directors of the Company, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the resolution, set out at Item No.4 of the Notice.

**ITEM NO.5**

The members at their Forty-Seventh Annual General Meeting held on September 25, 2020 had appointed Mrs.Shruti A. Shah, as an Independent Directors of the Company for the period of 5 (Five) consecutive years with effect from January 29, 2020 to January 28, 2025.

The Nomination and Remuneration Committee (NRC) of the Company, after taking into consideration skills and expertise of Mrs.Shruti A. Shah has recommended to the Board, re-appointment of Mrs.Shruti A. Shah (DIN 08337714 and IDDB Registration No. IDDB-DI-202001-005722) as an Independent Director of the Company. The Board, after undertaking detailed performance evaluation of the proposed appointee and after concurring with the recommendations of the NRC, is of the opinion that it is desirable to continue to avail services of Mrs.Shaah as Independent Director of the Company for a Second Term of 5 (Five) consecutive years with effect from January 29, 2025 to January 28, 2030.

The Company has also received a Notice in writing from a member, as per Section 160 of the Companies Act, 2013 ("Act"), proposing the candidature of Mrs.Shah as an Independent Director of the Company. The Company has also received a declaration in writing from Mrs.Shah that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority. Mrs.Shah has also given her consent to act as an Independent Director of the Company and is eligible to be appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mrs.Shah fulfills the conditions specified in Sections 149, 152 and any other applicable provisions, if any, of the Act, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and accordingly, the Board recommends the Special Resolution as set out at Item No. 5 of the Notice for approval of the members.

Brief Profile of Mrs.Shah along with requisite disclosures pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2), along with the skills and capabilities required for the role as Independent Director, is enclosed herewith as Annexure - A.

In view of the aforesaid facts and pursuant to Section 149 (10) of the Companies Act, 2013 and Regulation 25(2A) of the Listing Regulations, a fresh approval of the members is sought by way of a Special Resolution for the re-appointment of Mrs.Shruti A. Shah as an Independent Director of the Company for a Second Term of 5 (Five) consecutive years with effect from January 29, 2025 to January 28, 2030.

Except Mrs.Shruti A. Shah, being appointee, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the aforesaid resolution.

#### **ITEM NO.6**

The Board of Directors at their meeting held on May 10, 2024, based on the recommendation of the Audit Committee, had appointed M/s S.R. Bhargave & Co., Cost Accountants, Pune, as Cost Auditors of the Company for auditing the cost records maintained by the Company for the financial year ending March 31, 2025, at remuneration of ₹ 500,000/- (Rupees Five Hundred Thousand only) plus applicable taxes thereon and reimbursement of out of pocket expenses.

Pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. The Board recommends the resolution set out at Item No.6 of the Notice, for the approval of the members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the resolution.

By Order of the Board of Directors  
For Kalyani Steels Limited

Pune  
May 10, 2024

Mrs.Deepti R. Puranik  
Company Secretary

**Annexure – A**  
**Information pursuant to Regulation 36(3) of the Listing Regulations**  
**and Secretarial Standard on General Meeting (SS-2)**

**For Item No.3 of the Notice :**

<b>Name of the Director</b>	<b>Mr.M.U. Takale</b>
Director Identification Number	DIN 01291287
Date of Birth and Age	August 18, 1960 / 63 years
Educational Qualifications	MS in Industrial and Systems Engineering from Columbia University, New York, U.S.A. MBA from Western Carolina University, NC, U.S.A
Brief Resume of the Director and experience / expertise details	Mr.M.U. Takale is a Mechanical Engineer having more than 40 years experience in forging and automotive related industries. Mr.Takale, after having his initial graduation in Pune, completed his MS in Industrial and Systems Engineering from Columbia University, New York, U.S.A. and MBA from Western Carolina University, NC, U.S.A. He was in U.S.A. for six years and besides obtaining degree in Engineering and Management, has had considerable exposure to technological advancements in automotive field. He also has work experience in Automotive Industry in USA.
Nature of expertise in specific functional areas / skills / capabilities	Technology & Innovations, Strategy & Planning, Financial Skills, along with Industry knowledge and vast experience.
Date of first appointment on the Board	June 27, 2006
Number of Meetings of the Board attended during the year	Attended 4 out of 5 Board Meetings held during FY 2023-24
Justification of choosing the appointee as a Director / Independent Director	The Board recommends the re-appointment of Mr.Takale as a Director, considering his vast experience and expertise in Technology & Innovations, Strategy & Planning, Financial Skills, along with Industry knowledge.
Terms and Conditions of re-appointment	Re-appointment as Non-Executive Director liable to retire by rotation.
Remuneration last drawn	₹ 0.81 Million by way of Sitting Fees and Commission paid / payable for FY 2023-24.
Details of remuneration to be given	Mr.M.U. Takale will be entitled to receive remuneration by way of Sitting Fees for attending the Board and Committee Meetings, along with Commission determined by the Board on the recommendation of Nomination and Remuneration Committee, subject to overall limits as specified under the Act and the Rules framed thereunder.
Disclosure of relationships between Directors / Managers / Key Managerial Personnel inter-se	Mr.M.U. Takale is not related to any Director / Manager / Key Managerial Personnel.
Directorships held in other Listed Companies (including resignation, if any, in other listed companies in the past three years)	BF Investment Limited
Committee Memberships / Chairmanships held in other Listed companies	<u>BF Investment Limited</u> Stakeholders Relationship Committee - Chairman Corporate Social Responsibility Committee - Member Risk Management Committee - Member
Shareholding in the Company as on March 31, 2024	2,500 Equity Shares of ₹ 5/- each

**Information pursuant to Regulation 36(3) of the Listing Regulations  
and Secretarial Standard on General Meeting (SS-2)**

**For Item No.4 of the Notice :**

<b>Name of the Director</b>	<b>Mr.B.N. Kalyani</b>
Director Identification Number	DIN 08337714
Date of Birth and Age	January 7, 1949 / 75 years
Educational Qualifications	Mechanical Engineering from BITS Pilani M.S. from Massachusetts Institute of Technology, Boston, USA
Brief Resume of the Director and experience / expertise details	<p>Mr.B.N. Kalyani embarked upon his career with Bharat Forge, the flagship company of the Kalyani Group way back in 1972 and spearheaded the business operations of Bharat Forge and in turn, Kalyani Group heralding it to new heights of success. Mr.Kalyani has a deep understanding of steel, forging, automotive and engineering industry and his experience and expertise have been invaluable in navigating the Company through several challenges and opportunities over the years. Mr.Kalyani has been conferred with several prestigious awards and recognitions including Padma Bhushan - India; Order of the Rising Sun, Gold and Silver Star, Japan; Cross of the Order of Merit Germany; Commander First Class of the Royal Order of Polar Star, Sweden and Knight in the Order of the Legion of Honour, France etc.</p> <p>He is a Permanent Member of Prime Minister's Science Technology &amp; Innovation Advisory Council, Government of India; Co-Chairman of India-Japan Business Leaders' Forum; Co-Chairman of India-Sweden Business Roundtable; Member of Indo French CEOs' Forum; Member of India-Russia CEOs' Forum; Member of India-UK CEOs' Forum; Member of India-Israel CEOs' Forum and Founding President of Society of Indian Defence Manufacturers.</p>
Nature of expertise in specific functional areas / skills / capabilities	Business Strategy, Product Development, Branding and Business Management.
Date of first appointment on the Board	February 15, 1984
Number of Meetings of the Board attended during the year	Attended 5 out of 5 Board Meetings held during FY 2023-24
Justification of choosing the appointee as a Director / Independent Director	The Board recommends the re-appointment of Mr.Kalyani as a Director, considering his deep understanding of steel, forging, automotive and engineering industry and his experience and expertise have been invaluable in navigating the Company through several challenges and opportunities over the years.
Terms and Conditions of re-appointment	Re-appointment as Non-Executive Director liable to retire by rotation.
Remuneration last drawn	₹ 12.05 Million by way of Sitting Fees and Commission paid / payable for FY 2023-24.
Details of remuneration to be given	Mr.B.N. Kalyani will be entitled to receive remuneration by way of Sitting Fees for attending the Board and Committee Meetings, along with Commission determined by the Board on the recommendation of Nomination and Remuneration Committee, subject to overall limits as specified under the Act and the Rules framed thereunder.
Disclosure of relationships between Directors / Managers / Key Managerial Personnel inter-se	Mr.B.N. Kalyani is husband of Mrs.Sunita B. Kalyani, Director and father of Mr.Amit B. Kalyani, Director. Except this, Mr.B.N. Kalyani is not related to any other Directors / Managers / Key Managerial Personnel of the Company.

Directorships held in other Listed Companies (including resignation, if any, in other listed companies in the past three years)	<p>Bharat Forge Limited Automotive Axles Limited BF Utilities Limited</p> <p>Mr.B.N. Kalyani has resigned as Non-Executive Director from Hikal Limited with effect from December 29, 2023.</p>
Committee Memberships / Chairmanships held in other Listed companies	<p><u>Bharat Forge Limited</u> Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee - Member Risk Management Committee - Member</p> <p><u>BF Utilities Limited</u> Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee - Member</p>
Shareholding in the Company as on March 31, 2024	1,118 Equity Shares of ₹ 5/- each



**Information pursuant to Regulation 36(3) of the Listing Regulations  
and Secretarial Standard on General Meeting (SS-2)**

**For Item No.5 of the Notice :**

<b>Name of the Director</b>	<b>Mrs.Shruti Anup Shah</b>
Director Identification Number & IDDB Number	DIN 08337714 and IDDB Registration No. IDDB-DI-202001-005722
Date of Birth and Age	June 5, 1980 / 43 years
Educational Qualifications	B.Com., LL.B. and Chartered Accountant
Brief Resume of the Director and experience / expertise details	Mrs.Shah, is a qualified Chartered Accountant in practice for the last 20 years. Mrs.Shah graduated in Commerce from Mumbai University and also holds a degree in Law from Mumbai University. She has been a partner of M/s. Pravin P. Shah & Company since November, 2007 and is engaged in providing Income Tax Advisory for HNIs and Corporates, Estate Planning in the form of Wills, Trusts etc.
Nature of expertise in specific functional areas / skills / capabilities	Direct / Indirect Tax Laws, Estate Planning Services etc.
Date of first appointment on the Board	January 29, 2020
Number of Meetings of the Board attended during the year	Attended 5 out of 5 Board Meetings held during FY 2023-24
Justification of choosing the appointee as a Director / Independent Director	The Board recommends the re-appointment of Mrs.Shah as an Independent Director, considering her expertise in taxation matters and estate planning services.
Terms and Conditions of re-appointment	Term of 5 (Five) consecutive years with effect from January 29, 2025 to January 28, 2030.
Remuneration last drawn	₹ 1.22 Million by way of Sitting Fees and Commission paid / payable for FY 2023-24.
Details of remuneration to be given	Mrs.Shah will be entitled to receive remuneration by way of Sitting Fees for attending the Board and Committee Meetings, along with Commission determined by the Board on the recommendation of Nomination and Remuneration Committee, subject to overall limits as specified under the Act and the Rules framed thereunder.
Disclosure of relationships between Directors / Managers / Key Managerial Personnel inter-se	Mrs.Shah is not related to any Director / Manager / Key Managerial Personnel.
Directorships held in other Listed Companies (including resignation, if any, in other listed companies in the past three years)	Balkrishna Industries Limited Jai Corp Limited Kalyani Investment Company Limited Sanghi Industries Limited
Committee Memberships / Chairmanships held in other Listed companies	<u>Balkrishna Industries Limited</u> Audit Committee - Member Nomination & Remuneration Committee - Member Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee - Member  <u>Jai Corp Limited</u> Nomination & Remuneration Committee - Member  <u>Kalyani Investment Company Limited</u> Audit Committee - Member Investment Committee - Member  <u>Sanghi Industries Limited</u> Audit Committee - Chairperson Nomination & Remuneration Committee - Member Risk Management Committee - Member Corporate Social Responsibility Committee - Member
Shareholding in the Company as on March 31, 2024	Nil