

Dated: 3rd March, 2023

To,
The Manager,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Scrip Code: MSPL

To,
The Manager,
BSE Limited
Phirozee .Jeejeebhoy. Towers,
Dalal Street
Mumbai 400 001
Scrip Code: 532650

Dear Sir/ Madam,

Sub: Notice of Postal Ballot disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 30 of the Regulations, 2015 (“SEBI Listing Regulations”), please find enclosed herewith a copy of the Postal Ballot Notice dated February 27, 2023 together with the Explanatory Statement thereto, seeking consent of the Members of MSP Steel & Power Limited (“Company”), on the following item of special business:

Sr. No.	Particulars	Type of Resolution
1.	Appointment of Mr. Pradip Kumar Dey (DIN: 00587842) as a Non- Executive Director of the Company	Ordinary Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. KFin Technologies Limited (Formerly known as K-Fin Technologies Private Limited) (“RTA”) and the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited as on the cut-off date i.e. Friday, February 24, 2023 and the same has also been uploaded on the website of the Company at <https://www.mbspsteel.com>.

The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolutions as mentioned above set out in the Postal Ballot Notice shall commence on Monday, March 6, 2023 at 9:00 A.M. (IST) and shall end on Tuesday, April 4, 2023 at 5:00 P.M. (IST).

This intimation is also being uploaded on the Company’s website www.mbspsteel.com in terms of Regulation 30 of the SEBI Listing Regulations.

This is for your information and record.

Thanking you,

Yours Sincerely,

For MSP STEEL & POWER LIMITED

Shreya Kar
Company Secretary & Compliance Officer
Mem. No. A41041



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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Monday, March 6, 2023 at 9:00 a.m. (IST)	Tuesday, April 4, 2023 at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 ('Act') and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') read with the General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022 and 11/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 respectively issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as '**MCA Circulars**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings ('**SS-2**') issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations {including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time}, the Ordinary Resolution for Special Business is proposed to be passed by the approval of Members of the Company by way of Postal Ballot only through voting by electronic means ('**remote e-voting**').

The proposed resolution and the Explanatory Statement pursuant to Section 102(1) of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto. Further, brief resume of the Directors seeking appointment, in terms of Regulation 36 of SEBI LODR Regulations and Secretarial Standard-2, are also annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the Company has provided only remote e-Voting facility to its members to enable them to cast their votes electronically instead of submitting the physical Postal Ballot Form. The instructions for remote e-voting are appended to this Notice.

The Board of Directors of the Company have appointed Ms. Swati Bajaj, Practicing Company Secretary from Bajaj Todi & Associates (Membership Number ACS: 13216 COP: 3502) as the Scrutinizer for conducting the postal ballot e-voting process in a fair and transparent manner.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent (“**FOR**”) or dissent (“**AGAINST**”) on the proposed resolution through the remote e-voting process not later than 5:00 p.m. (IST) on Tuesday, April 4, 2023, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as “**NSDL**” or “**Service Provider**”) for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. KFin Technologies Limited (Formerly known as K-Fin Technologies Private Limited), Registrar and Share Transfer Agent (“**RTA**”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company after completion of the scrutiny of the e-voting. Also note that pursuant to SS 2 the results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.mspsteel.com, on the website of NSDL at www.evoting.nsdl.com and shall also be displayed at the Registered Office of the Company, simultaneously being communicated to National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Tuesday, 4th April, 2023.

SPECIAL BUSINESS:

1. Appointment of Mr. Pradip Kumar Dey (DIN: 00587842) as Non- Executive Director 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 Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any {including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force} and in accordance with Securities and Exchange Board of India Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015, and subject to the provisions of Articles of Association of the Company and based on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Pradip Kumar Dey (DIN: 00587842), who was appointed as an Additional (Non-Executive) Director of the Company with effect from 10th January, 2023 pursuant to the provisions of Section 161 and other applicable provisions of the Act to hold office up to the date of the General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and is/are 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: 27-02-2023

Shreya Kar
Company Secretary & Compliance Officer
Membership No-A41041

NOTES:

1. The Explanatory Statement pursuant to Section 102 and Section 110 of the Companies, 2013 ('Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') and other applicable provisions, as amended from time to time setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of beneficial owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on Friday, 24th February, 2023 (the "Cut-Off Date") and who have registered their email addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s.KFin Technologies Limited (Formerly known as K-Fin Technologies Private Limited) (the "RTA"), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA Circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules, as amended from time to time and the SEBI Listing Regulations and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically/e-voting. The instructions for e-voting are provided as part of this Notice.
5. Members who have not registered their e-mail addresses may follow the process provided in the notes to receive the Postal Ballot Notice. In case of any query, a Member may send an e-mail to RTA at einward.ris@kfintech.com or contact at 18003094001
6. It is clarified that for permanent registration of email address, the Members are requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
7. The e-voting rights of the Members/beneficiary owners shall be reckoned on the shares held by them as on Friday, 24th February, 2023, being the Cut-off date for the purpose. The Members of the Company holding shares either in dematerialized or in physical form, as on the Cut-off date, can cast their vote electronically.
8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the Members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
9. A member cannot exercise his/ her vote through proxy on Postal Ballot. However corporate and institutional Members shall be entitled to vote through their authorised representatives. Corporate and institutional Members are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen Signature(s) of the duly authorized representative(s), to the Scrutinizer by e-mail to ps@bajajtodi.in/swati@bajajtodi.in with a copy marked to evoting@nsdl.co.in.
10. Once the vote is casted, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
11. Remote e-voting period commences from Monday, 6th March, 2023 (9.00 a.m. IST) and ends on Tuesday, 4th April, 2023 (5.00 p.m. IST). At the end of the e-voting period, the facility shall forthwith be blocked, and e-voting shall not be allowed beyond the said date and time.

12. The proposed resolution, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be Tuesday, 4th April, 2023. The resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same have been passed at a general meeting of the Members.
13. This Notice shall also be available on the website of the Company at www.mspsteel.com, websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively, and on the website of National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com.
14. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to company.secretary@mspsteel.com stating their name and Folio no./DP ID-Client ID/ Beneficiary ID.

How do I vote electronically using NSDL e-Voting system?

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 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"> 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 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. 2. 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 3. 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

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. 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 and click on login icon & New System Myeasi Tab and then user 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 evoting is in progress as per the information provided by 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. 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 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 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 evoting 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.

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 022 - 4886 7000 and 022 - 2499 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 Members

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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (Company.secretary@mspsteel.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 (Company.secretary@mspsteel.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 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.

Contact Details:

Company	: MSP Steel & Power Limited Registered Office: 16/s Block-A, New Alipore, Kolkata-700053 CIN: L27109WB1968PLC027399 E-mail ID- Company.secretary@mspsteel.com / investor.contact@mspsteel.com
Registrar & Transfer Agent	: KFIN Technologies Limited Registered Office: Selenium, Tower B, ot No- 31 & 32, Financial District; Nanakramguda, Seritingampatly Hyderabad Rangareddi, Tetangana 500032, India Email ID- einward.ris@kfintech.com Contact No.: +91 40 6716 2222, 7961 1000
E-voting Agency	: National Securities Depository Limited E-mail ID: evoting@nsdl.co.in Phone : +91 22 2499 4890
Scrutinizer	: CS Swati Bajaj Practicing Company Secretary E-mail ID: ps@bajaitodi.in / swati@bajaitodi.in

ANNEXURE TO NOTICE EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

In terms of the provisions of Section 102 of the Companies Act, 2013 (“the Act”), Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the following statement sets out the material facts relating to **Item no. 1** of this Notice:

Item No. 1 – To approve the appointment of Mr. Pradip Kumar Dey, (DIN: 00587842) as a Director (Non-Executive, Non- Independent) of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Mr. Pradip Kumar Dey, (DIN: 00587842) as an Additional Director of the Company with effect from 10th January, 2023 subject to approval of Members of the Company.

The Company has received (i) a consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) an intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act from Mr. Pradip Kumar Dey. He does not hold any equity share of the Company.

The Company has also received a notice under Section 160 of the Act from a member proposing candidature of Mr. Pradip Kumar Dey for the office of a Director of the Company.

As per Regulation 17(1C) SEBI Listing Regulations, effective from 1st January, 2022, the Company is required to take approval of Members for appointment of a person on the Board of the Company at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the Company is seeking the approval of Members by way of Postal Ballot.

Brief profile and other details of Mr. Pradip Kumar Dey are provided in the annexure to the Notice pursuant to the provision of SEBI Listing Regulations and SS-2, issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Ordinary Resolution as set out in this Notice, for approval by the Members of the Company.

Mr. Pradip Kumar Dey is deemed to be interested in the said resolution as it relates to his appointment.

None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the resolution, as set out in this Notice.

By order of the Board

Place : Kolkata
Date: 27-02-2023

Shreya Kar
Company Secretary & Compliance Officer
Membership No-A41041

ANNEXURE TO NOTICE

Details of Directors seeking Appointment

Name of Director	Mr. Pradip Kumar Dey (DIN: 00587842)
Age, Date of Birth	60 years, 4 th May 1962
Nationality	Indian
Number of shares held	Nil
Date of appointment	10 th January, 2023
Qualification	Master in Arts (MA) Bachelor of Laws (LLB), Postgraduate Diploma in Social Work (PGDSW), Postgraduate Diploma in Business Management (PGDBM)
Brief Profile and Nature of expertise in specific functional areas	Mr. Pradip Kumar Dey is in charge of Statutory Compliance of industrial projects, Litigation Management, Corporate Co-ordination, Industrial Relation and Infrastructure Development.
Other Directorship as on 10th January, 2023	1. MSP Mines & Minerals Limited 2. MSP Sponge Iron Limited 3. Greenhood Spices & Foods Private Limited 4. Indoves Industrial Private Limited
Chairmanship/ Membership of the Committees of other Companies in which position of Director is held.	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company.	Nil
Names of listed entities from which the person has resigned in past three years.	Nil