



# MSP STEEL & POWER LIMITED

(An ISO 9001 : 2015, 14001 : 2015 OHSAS 18001 : 2007 Certified Company)

Regd. Office : 1, Crooked Lane, Kolkata - 700 069, Phone : 033 2248 5096

CIN No. : L27109WB1968PLC027399

Date: 3<sup>rd</sup> September, 2019

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

To,  
The Manager  
BSE Limited  
Phirozee Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001  
Fax :(022) 22722037/39/41/61

Dear Sir,

## **Sub: Notice of 50<sup>th</sup> Annual General Meeting(AGM)**

Pursuant to Regulation 30 of the Securities and Exchange Board of India(Listing Obligations & Disclosure Requirements) Regulations,2015, we wish to inform you that notice of the 50<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Friday, 20<sup>th</sup> day of September, 2019 at 4:00 P.M in Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700 020 is enclosed herewith , which have been sent to Shareholders. The attendance slip, proxy form and route map forms part of this Notice.

This is for your kind information and record.

Yours faithfully,

For MSP STEEL & POWER LIMITED


Shreya Kar  
Company Secretary & Compliance Officer

**Encl:**

**Notice of 50<sup>th</sup> AGM  
Instructions for E-Voting  
Proxy Form & attendance Slip**



**MSP STEEL & POWER LIMITED**

**CIN : L27109WB1968PLC027399**

Registered Office : 1, Crooked Lane, Kolkata - 700 069

Corporate Office: 16/S, Block-A, New Alipore, Kolkata - 700 053

Website: [www.mspsteel.com](http://www.mspsteel.com); Email Id : [investor.contact@mspsteel.com](mailto:investor.contact@mspsteel.com),

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

## **NOTICE**

### **50<sup>th</sup> ANNUAL GENERAL MEETING**

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

Notice is hereby given that the Fiftieth Annual General Meeting of **MSP STEEL & POWER LIMITED** will be held on Friday, September 20, 2019 at Rotary Sadan, 94/2 Chowringhee road Kolkata - 700020, at 4:00 P.M to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director, in place of Mr. Dhananjay Uchit Singh (DIN: 01018678) who retires by rotation and being eligible, offers himself for re-appointment as a Director of the Company.

#### **SPECIAL BUSINESS:**

#### **3. Ratification of Remuneration payable to Mr. Sambhu Banerjee, appointed as Cost Auditors of the Company for the F.Y. 2019-20**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and as approved by the Board of Directors of the Company, remuneration of Rs. 25000/- (Rs. Twenty Five thousand only) (Excluding applicable taxes) to be paid to Mr. Sambhu Banerjee (Membership No. 9780), Cost Auditor of the Company to conduct the Cost Audit of the Cost records of the Company for the financial year 31<sup>st</sup> March, 2020, as approved by the Board of Directors of the Company based on the

recommendation of the Audit Committee subject to the ratification by the shareholders of the Company .”

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

**4. Appointment of Mrs. Suneeta Mohanty (DIN 08398436) as an Non-Executive Independent Director**

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, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time **Mrs. Suneeta Mohanty** (DIN 08398436), who was appointed by the Board of Directors as an Additional Director of the company w.e.f 25<sup>th</sup> March, 2019, and who holds the office up to the date of this Annual General Meeting in terms of section 161(1) of the Companies Act 2013, and who is eligible for appointment and in respect of whom the company has received a notice in writing under Section 160(1) of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and hereby appointed as a Director of the Company.

“**RESOLVED FURTHER THAT** Pursuant to Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Mrs. Suneeta Mohanty, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing 25<sup>th</sup> March, 2018 to 24<sup>th</sup> March, 2023, be and is hereby approved.”

**5. Re-appointment of Mr. Ashok Kumar Soin (DIN 02986145) as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and pursuant to recommendation of Nomination & Remuneration Committee, Mr. Ashok Kumar Soin (DIN 02986145), who was appointed as an Independent Director at the Forty Fifth Annual General Meeting of the Company and who holds office up to 25<sup>th</sup> September, 2019 and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI 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 under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 26<sup>th</sup> September, 2019 upto 25<sup>th</sup> September, 2024.”

**6. Re-appointment of Mr. Navneet Jagatramka (DIN 01579357) as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and pursuant to recommendation of Nomination & Remuneration Committee, Mr. Navneet Jagatramka (DIN 01579357), who was appointed as an Independent Director at the Forty Fifth Annual General Meeting of the Company and who holds office up to 25<sup>th</sup> September, 2019 and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI 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 under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 26<sup>th</sup> September, 2019 up to 25<sup>th</sup> September, 2024.”

**7. Continuation of Directorship of Mr. Kapil Deo Pandey (DIN 07208719) as Non-Executive Independent Director of the Company, not liable to retire by rotation**

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and other applicable laws, if any, approval of the members of Company be and is hereby accorded for continuation of directorship by Mr. Kapil Deo Pandey (DIN 07208719) who has attained the age of seventy five (75) years to continue to be a Non-Executive Independent Director of the Company till the conclusion of Annual General Meeting to be held for the Financial year 2020-21, being the expiry of his current term of office not liable to retire by rotation.”

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

**8. Re-appointment of Mr. Saket Agrawal (DIN 00129209) as the Managing Director of the Company w.e.f 14<sup>th</sup> November, 2019 to 13<sup>th</sup> November, 2024**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the members be and is hereby accorded for the appointment of Mr. Saket Agrawal (DIN: 0019209) as the Managing Director of the Company, for a period of 5 (five) years with effect from **14<sup>th</sup> November, 2019 to 13<sup>th</sup> November, 2024** upon the terms & conditions of appointment including the payment of remuneration, perquisites & other benefits and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (including its Committee thereof) to alter and vary the terms & conditions of the said Appointment in such manner as may be agreed to between the Board of Directors and Mr. Saket Agrawal.”

“**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorised to revise the remuneration of Mr. Saket Agrawal from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Registered Office:**  
1, Crooked Lane  
Kolkata-700 069

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

Dated: 14<sup>th</sup> August, 2019

---

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

## NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the 50<sup>th</sup> Annual General Meeting, is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.

Members/Proxies should fill in the Attendance Slip for attending the meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting. Members are requested to affix their signature at the space provided in the attendance slip with complete details including the Folio No. annexed to the proxy form and hand over the slip at the entrance of the place of meeting. Members are requested to notify change in their address, if any, immediately to the Company's Registrar.

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

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.

3. This Notice is being sent to all the Members, whose names appear in the Register of Members / Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 2<sup>nd</sup> August, 2019.
4. All relevant documents referred to in the accompanying Notice are open for inspection by members at the Registered Office of the Company on all working days between 11.00 a.m. to 2.00 p.m. upto the date of this Meeting.
5. The route map showing directions to reach the venue of the AGM is annexed and forms part of the Notice.
6. Every member entitled to vote at the meeting shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during business hours between 11 a.m. to 6 p.m., provided that not less than 3 days notice in writing of the intention to inspect is given by the member to the Company. The instrument appointing proxy must be deposited at the corporate/registered office of the company not less than forty-eight hours before the commencement of the AGM i.e by 10.00 am on 18<sup>th</sup> September, 2019.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from September 13, 2019 to September 20, 2019, both days inclusive.
8. In compliance with Section 108 of the Companies Act, 2013, read with relevant rules made there under (as amended from time 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 17<sup>th</sup> September,2019, (9:00 AM IST) to 19<sup>th</sup> September 2019 (5:00 PM IST).

9. 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. 12<sup>th</sup> September,2019. 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.
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/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.

15. 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.
16. 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)

Information and instructions relating to remote e-voting are as follows:

- A. In case a Member receives an email from Karvy (for Members whose email Ids are registered with the Company/DPs) :**
  - i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - ii) Enter the login credentials (i.e. User id and password mentioned on the e-voting Form).

Your Folio No. / DP ID / Client ID will be your user 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 minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and one 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 E-Voting Event Number (EVEN) for Vedanta Limited.
  - vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under each of the heading of the resolution and cast your vote by choosing the "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 overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to the resolution and "AGAINST" implies dissent to the resolution.
  - viii) You may then cast your vote by selecting an appropriate option and click on "Submit".



- ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- x) 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.
- xi) A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, 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 [scrutinizervedlagm@gmail.com](mailto:scrutinizervedlagm@gmail.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\_EVEN NO.”

**B. In case a Member receives physical copy of the AGM Notice by post (for members whose email Ids are not registered with the Company / DPs :**

- i) User ID and initial password - Initial password is provided in the below given format in the communication with respect to voting by electronic means enclosed with the Notice and forms integral part of it:

EVEN (E-Voting Event Number)	User ID	Password

Please follow all steps from Sr. No. (i) to (xii) as mentioned in (1) above, to cast your vote.

**C. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.**

*For queries related to e-voting the member may write to the Company at [comp.sect@vedanta.co.in](mailto:comp.sect@vedanta.co.in) or write to Karvy at [einward.ris@karvy.com](mailto:einward.ris@karvy.com) / contact at their toll free No. 1-800-34- 54-001 for any further clarifications.*

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

1. 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.
2. 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.
3. The online registration will be available from 17<sup>th</sup> September, 2019 (9:00 AM IST) to 19<sup>th</sup> September, 2019 (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: 14<sup>th</sup> August, 2019

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

---

## EXPLANATORY STATEMENT

---

As required under Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 3 to 8 of the accompanying Notice dated 14th August, 2019.

### **Item No. 3**

The Board of Directors of the Company based on the recommendation of the Audit Committee at its meeting held on 14th August, 2019 has considered and approved the appointment 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, 2020 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(3) 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. 3 of the Notice.

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

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

### **Item No. 4**

Based on the recommendation of Nomination and Remuneration Committee, The Board of Directors has appointed **Mrs. Suneeta Mohanty (DIN 08398436)** as Additional Director of the Company and also as an Independent Director not liable to retire by rotation for a term of 5 years i.e from 25<sup>th</sup> March, 2018 to 24<sup>th</sup> March, 2023 subject to approval of Members.

Pursuant to the provisions of Section 161(1) of the Act Mrs. Suneeta Mohanty (DIN 08398436) shall hold office up to the date of this Annual General Meeting (“AGM”) and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing their candidature for the office of Directors.

The Company has received declarations from Mrs. Suneeta Mohanty to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, each of these Directors fulfil the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as Independent Director and they are independent of the management of the Company. The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

A brief profile of the Independent Directors to be appointed is given below:

**Mrs. Suneeta Mohanty** is holding Master's Degree in Journalism and Mass communication having a specialization in Advertising and public relations. She is also holding a Bachelor degree in English and psychology, Journalism and Mass Communication and Law (LLB).

Further Details and current Directorships of Mrs. Suneeta Mohanty are provided in the Annexure to this Notice.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointments of Mrs. Suneeta Mohanty as Independent Director are now being placed before the Members for their approval.

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

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

#### **Item No. 5 & 6**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of **Mr. Ashok Kumar Soin (DIN 02986145)** and **Mr. Navneet Jagatramka (DIN 01579357)** as Independent Director, for a second term of five years from 26<sup>th</sup> September, 2019 up to 25<sup>th</sup> September, 2024, not liable to retire by rotation. **Mr. Ashok Kumar Soin** and **Mr. Navneet Jagatramka** was appointed as Independent Director at the Forty Fifth Annual General Meeting ("AGM") of the Company and holds office up to 25<sup>th</sup> September, 2019. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of **Mr. Ashok Kumar Soin** and **Mr. Navneet Jagatramka** would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 14<sup>th</sup> August, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company be and is hereby accorded for re-appointment of **Mr. Ashok Kumar Soin** and **Mr. Navneet Jagatramka** as an Independent Non-Executive Director of the Company for the second term of 5 (five) years w.e.f. 26<sup>th</sup> September, 2019 up to 25<sup>th</sup> September, 2024 and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, he has confirmed that he

is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

**Mr Ashok Kumar Soin** is holding an Engineering Degree in Electronics & Telecommunication. He is currently the Chief Executive Officer (CEO) and Director of Genius Wrap India Private Limited. He has over 40 years of experience in the Steel Industry.

**Mr. Navneet Jagtaramka** is a graduate in law. He is working as an industrial project consultant since 1997 based out of Raigarh. He is member of DIPC, a government body in Raigarh. He has been the secretary of State Bank, Grahak bank Sangh, the president of managing committee in ITI, Raigarh and the secretary of Indian Red Cross Society. He is also the partner of Mahanadi Minerals Private Limited, a pioneering unit of lime manufacturing.

Further Details and current Directorships of **Mr. Ashok Kumar Soin and Mr. Navneet Jagtaramka** are provided in the Annexure to this Notice.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointments of **Mr Ashok Kumar Soin and Mr. Navneet Jagtaramka** as Independent Director are now being placed before the Members for their approval.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item 5 & 6.

Your Director recommends the resolution as at Item no 5 & 6 for your approval.

#### **Item No. 7**

Regulation 17(1A) of SEBI (LODR) (Amendment) Regulations, 2018 notified on 9<sup>th</sup> May, 2018 prescribes that 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 seventy five years unless a special resolution is passed to that effect.

**Mr. Kapil Deo Pandey** who was appointed as an Independent Directors of the Company at the 46<sup>th</sup> Annual General Meeting of the Company held on 21<sup>st</sup> September, 2015 for a period of five years by way of Ordinary resolution have attained the age of 75 years.

In view of the said provision of SEBI (LODR) (Amendment) Regulations, 2018, Nomination and Remuneration Committee discussed the matter and recommended the continuation of Directorship of the Mr. Kapil Deo Pandey as an Independent Director for the remaining period of his term.

Mr Kapil Deo Pandey, is a Metallurgical Engineering graduate from Banaras Hindu University passed in the year 1960. He is having more than 50 years of experience in extraction and other related metal production process.

The Board based on the recommendation of Nomination and Remuneration Committee and considering benefits of the expertise of the aforesaid Independent Director, has recommended the resolution for approval of shareholders by way of special resolution.

Except for Mr. Kapil Deo Pandey, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Your Director recommends the resolution as at Item no 7 for your approval.

### **Item No. 8**

Mr. Saket Agrawal is a commerce graduate from St. Xavier's College Kolkata and an MBA from IMI, Delhi. Mr. Saket Agrawal is involved in the steel business for over 16 years and has immense industrial and managerial experience. He joined the company as a Non-executive Promoter Director w.e.f 30<sup>th</sup> September, 2003. The Company expects that under the supervision of Mr. Saket Agrawal, it will be able to attain its goals and objectives.

Due to his remarkable contribution to the company, the Board of Directors of the Company on recommendation of the Nomination & Remuneration Committee in their respective meeting held on 14th August, 2019 subject to approval of Members of the company at this Annual General Meeting as per the provisions of Sections 196, 197, 203, read with Schedule V and all other applicable Sections, if any, of the Companies Act, 2013 and all relevant Rules made thereunder and considering the increased activities, responsibilities and contribution of Mr. Saket Agrawal in development and growth of the Company, consent of the Members is sought for the re-appointment of Mr. Saket Agrawal as Managing Director of the Company for further period of 5 years w.e.f. 14th November, 2019 to 13th November, 2024, on the terms and conditions as set out in this item of the Notice and as enumerated in the Agreement superseding the existing agreement entered into between the Company and Mr. Saket Agrawal with the Consent of the members.

Mr. Saket Agrawal satisfied all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment.

Disclosure under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Saket Agrawal as Managing Director of the Company w.e.f. 14th November, 2019 to 13th November, 2024. A Copy of Agreement entered into between the Company and Mr. Saket Agrawal for re-appointment of his terms is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days (except Saturday and Holidays) at the Registered Office of the Company.

Mr. Manish Agrawal and Mr. Suresh Kumar Agrawal may be considered as concerned or interested in the same, being relatives of Mr. Saket Agrawal. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

Your Director recommends the resolution as at Item no 8 for your approval.

**Registered Office:  
1, Crooked Lane  
Kolkata-700 069**

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

**Place: kolkata  
Dated: 14th August, 2019**

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

***ANNEXURE TO THE EXPLANATORY STATEMENT***

**PURSUANT TO REGULATION 36 OF THE SEBI(LODR) REGULATIONS, 2015 DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**

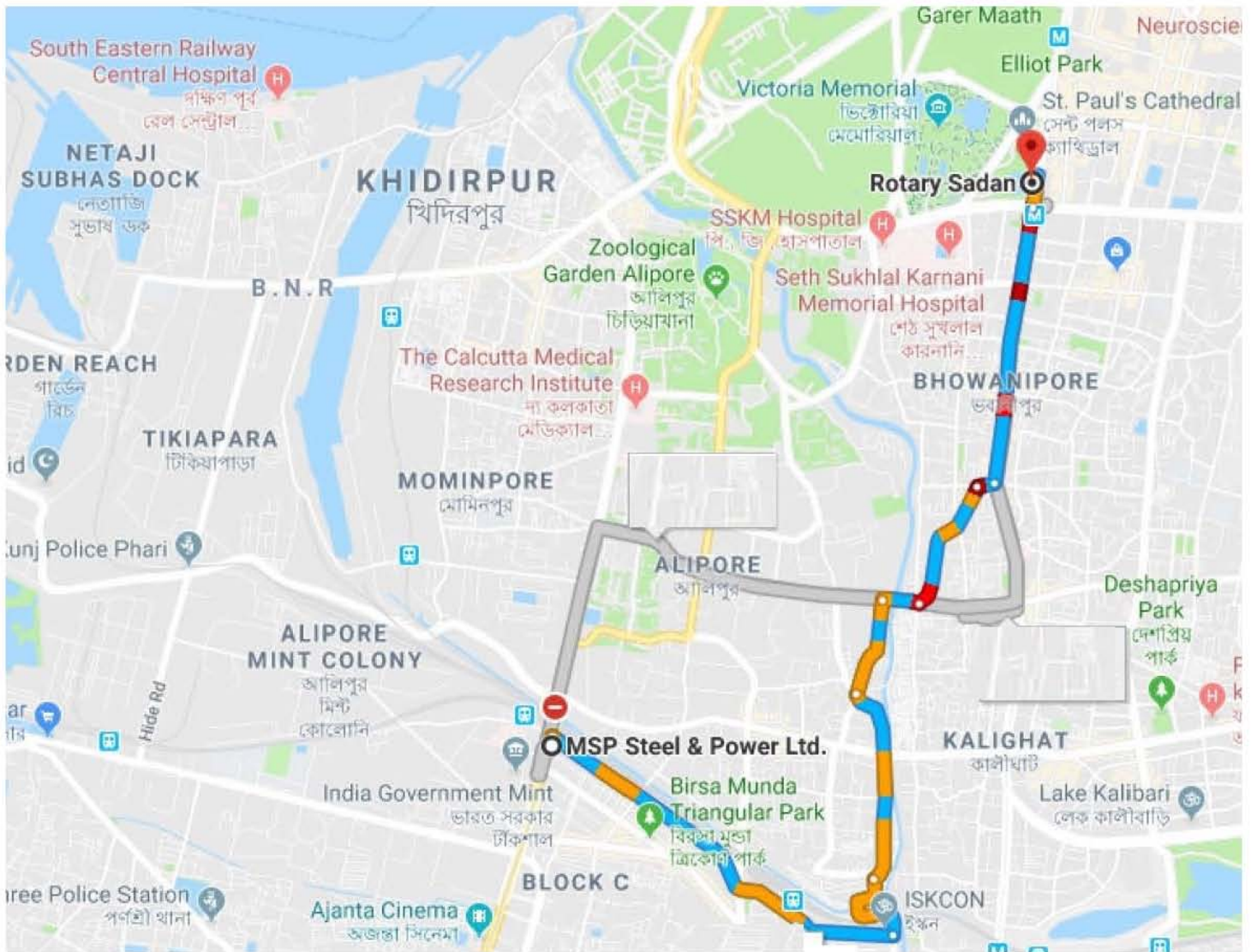
<b>Particulars</b>	<b>Item no. 2</b>	<b>Item no. 4</b>	<b>Item no. 5</b>	<b>Item no. 6</b>	<b>Item no. 8</b>
<b>Name of the Director</b>	<b>Mr. Dhananjay Uchit Singh (liable to retire by rotation)</b>	<b>Mrs. Suneeta Mohanty</b>	<b>Mr. Navneet Jagatramka</b>	<b>Mr. Ashok Kumar Soin</b>	<b>Mr.Saket Agrawal</b>
DIN	01018678	08398436	01579357	02986145	00129209
Date of birth	02-01-1941	04-05-1973	03-10-1968	02-04-1953	27-02-1980
Age	78 years	46 years	50 years	66 years	39 years
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Appointment on Board	21-09-2015	25-03-2019	12-12-2003	21-09-2012	30-09-2003
Shareholding in the Company	nil	nil	nil	nil	Nil*
<b>Particulars</b>	<b>Item no. 2</b>	<b>Item no. 4</b>	<b>Item no. 5</b>	<b>Item no. 6</b>	<b>Item no. 8</b>
<b>Name of the Director</b>	<b>Mr. Dhananjay Uchit Singh (liable to retire by rotation)</b>	<b>Mrs. Suneeta Mohanty</b>	<b>Mr. Navneet Jagatramka</b>	<b>Mr. Ashok Kumar Soin</b>	<b>Mr.Saket Agrawal</b>
Qualification	Metallurgical Engineer	Master's Degree in Journalism and Mass communication, Bachelor in Law ( LLB)	Law Graduate	Bachelor of Engineering in Electronic & Telecommunication from Jabalpur Engineering College	Management Graduate from IMI, New Delhi

Expertise in specific functional area	Corporate Finance	Legal Compliance, Management Assurance & Governance	Legal Compliance, Management Assurance & Governance	Expertise in Telecommunication	Corporate Finance
Relationship with other Director & KMP	nil	nil	nil	nil	Son of Mr. Suresh Kumar Agrawal and Brother of Mr. Manish Agrawal
No. of Board Meetings attended during F.Y 2018-19	1	-	4	2	6
Terms of appointment/re-appointment	Proposed to be appointed as Non- Executive Director on remuneration approved by the Board and as agreed. Provided that such appointment shall be liable to retire by rotation.	Proposed to be regularized as an Independent Director from Additional Director. Provided that such appointment shall not be liable to retire by rotation.	Proposed for Re-appointment as Independent non-executive director for second term of five years. Provided that such appointment shall not be liable to retire by rotation	Proposed for Re-appointment as Independent non-executive director for second term of five years. Provided that such appointment shall not be liable to retire by rotation.	Proposed for Re-appointment as Managing Director for of five years. Provided that such appointment shall not be liable to retire by rotation.
Membership of Committee in other Company (Excluding MSP Steel & Power Ltd)	nil	nil	nil	nil	nil
Remuneration Details (including sitting fees & commission)	Please refer to the ' Report on Corporate Governance which is a part of this Annual Report'				
List of Directorship held in other companies (Excluding MSP Steel & Power Ltd)	nil	nil	1. Mahanadi Lime Private Limited	1. Genius Wrap (India) Private Limited	1. Moira Madhujore Coal Limited 2. Devesh Advisory Services Private Limited 3. MSP Cement Limited 4. MSP Mines & Minerals Limited 5. Madanpur South Coal Company Limited 6. Rajnath Vyapaar Private Limited 7. Msp Metallica Limited 8. Aa Ess Tradelinks Pvt Ltd 9. Procheta



					Consultants Pvt. Ltd 10. High Time Holdings PvtLtd 11. Danta Vyapar Kendra Ltd 12. Jaik Leasing And Commercial Investment Limited 13. M.A.Hire Purchase Private Limited
--	--	--	--	--	---

\* Shareholding is only required for Non-Executive Director & Saket Agrawal is the Managing Director of the Company





**MSP STEEL & POWER LIMITED**

CIN: L27109WB1968PLC027399

Registered Office: 1, Crooked Lane, Kolkata; 700 069

Corporate Office: 16/S, Block-A, New Alipore, Kolkata- 700 053; Phn No.: 033-4005 7777;

Fax No. 033-23982239; Website: [www.mspsteel.com](http://www.mspsteel.com); E-mail: [contactus@mspsteel.com](mailto:contactus@mspsteel.com)

**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:

<b>1.</b>	Name	:	_____	Address	:	_____
	E-mail Id	:	_____	Signature	:	_____ or failing him/her
<b>2.</b>	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 Friday, 20th September, 2019 at 4:00 P.M. at at Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No.	Resolutions	Optional*	
		For	Against
1.	Adoption of Annual Accounts		
2.	Appointment of Mr. Dhananjay Uchit Singh as Director liable to Retire by Rotation		
3.	Ratification of Remuneration payable to Mr. Sambhu Banerjee, appointed as Cost Auditor of the Company for the F.Y. 2019-20		
4.	Appointment of Mrs. Suneeta Mohanty (DIN 08398436) as an Non-Executive Independent Director		
5.	Re-appointment of Mr. Ashok Kumar Soin (DIN 02986145) as an Independent Director of the Company		
6.	Re-appointment of Mr. Navneet Jagatramka (DIN 01579357) as an Independent Director of the Company		
7.	Continuation of Directorship of Mr. Kapil Deo Pandey (DIN 07208719) as Non-Executive Independent Director of the Company, not liable to retire by rotation		
8.	Re-appointment of Mr. Saket Agrawal (DIN 00129209) as the Managing Director of the Company w.e.f 14th November, 2019 to 13th November, 2024		

Signed this \_\_\_ day of \_\_\_, 2019

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

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

Affix  
Revenue  
Stamp not  
less than `

Note:

- 1. 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.



**MSP STEEL & POWER LIMITED**

CIN: L27109WB1968PLC027399

Registered Office: 1, Crooked Lane, Kolkata; 700 069

Corporate Office: 16/S, Block-A, New Alipore, Kolkata- 700 053

Phn No.: 033-4005 7777; Website: [www.mspsteel.com](http://www.mspsteel.com); E-mail: [contactus@mspsteel.com](mailto:contactus@mspsteel.com)

**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 50<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Friday, 20th September, 2019 at 4:00 P.M. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700020

**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.