

BIHAR SPONGE IRON LIMITED

REGISTERED OFFICE & PLANT : UMESH NAGAR, CHANDIL-832401, DISTT. SARAIKELA- KHARSAWAN, JHARKHAND
Ph. +91 9955542302, E-mail: companysecretary@bsil.org.in / bsilchandil@gmail.com Website : www.bsil.org.in
CIN: L27106JH1982PLC001633

To
The Manager Listing
BSE Limited
25th Floor, P.J. Towers,
Dalal Street, Mumbai-400001.

Dated : 28-11-2023

Scrip Code : 500058

Subject : Notice of Postal Ballot of Bihar Sponge Iron Limited

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith a copy of the Notice of Postal Ballot dated 6th November 2023, seeking approval of Members of the Company, through Postal Ballot (through remote e-voting) for:

1. Appointment of Dr. Pramod Kumar Gupta (DIN: 10337571) as an Independent Director of the Company;
2. Appointment of M/s Doogar & Associates, Chartered Accountants as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s K. K. Jain & Co., Chartered Accountants.

In accordance with MCA circulars, the Company has completed today i.e. on 28th November, 2023, the dispatch of the notice of postal ballot along with the explanatory statement, instructions and manner of remote e-voting process, to all the Members whose email IDs are registered with the Registrar and Share Transfer Agent (RTA) of the Company or the Depository and whose names are recorded in the Register of Members/ List of Beneficial Owners as on 24th November, 2023 (Cut-off date).

The Notice of the Postal Ballot is also being uploaded on the website of the Company at www.bsil.org.in.

The details of the calendar of events for the Postal Ballot are as follows:

S. No.	Event	Date
1.	Voting rights reckoning date/ Cut-off date	24.11.2023
2.	Last date of completion of dispatch of Postal Ballot notice	28.11.2023
3.	Voting period start date	29.11.2023
4.	Voting period end date	28.12.2023
5.	Declaration of voting results -	On or before 30.12.2023

This is for your Information and record.

Thanking you,

For Bihar Sponge Iron Limited

Vimal Prasad Gupta
Company Secretary & Compliance Officer
FCS 6380
Attached - As above

BIHAR SPONGE IRON LIMITED

CIN: L27106JH1982PLC001633

Registered Office: Umesh Nagar, Chandil,

Dist. Saraikela-Kharsawan, Jharkhand-832401.

Ph. +91 9955542302, E-mail: companysecretary@bsil.org.in,Website: www.bsil.org.in**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.]

To
The Members,

NOTICE is hereby given to the Members of Bihar Sponge Iron Limited ("the Company") that pursuant to the provisions of Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India ("SS-2") and the Circulars issued by the Ministry of Corporate Affairs("MCA") and pursuant to other applicable laws and regulations, for seeking approval of the members by way of Special / Ordinary Resolution for the matters as considered in the resolutions appended below, through postal ballot only by means of remote e-voting ("**Postal Ballot**").

The proposed resolutions along with the Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts thereto are annexed herewith.

The Board of Directors has appointed Ms. Soniya Gupta (FCS 7493, COP No. 8136) proprietor of M/s. Soniya Gupta & Associates, Practicing Company Secretaries, as Scrutiniser for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner.

In conformity with the applicable provisions of the Act and the Rules made thereunder read with General Circular No(s) 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 issued by the MCA (collectively "MCA Circulars"), have allowed the companies to transact items through postal ballot in accordance with framework provided in the aforesaid Circulars up to 30th September, 2024. Members can vote only through remote e-Voting, for which purpose, they are requested to carefully read the instructions given in the notes forming part of this Notice. Remote e-Voting will commence on Wednesday, 29th November, 2023 from 09:00 A.M. (IST) and will end on Thursday, 28th December 2023 at 5:00 P.M. (IST).

The Company has engaged the services of Central Depository Services (India) Ltd. ("CDSL") as the agency to provide remote e-Voting facility.

The Scrutinizer will submit her report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced by the Company on or before 30th December, 2023. The results declared along with the Scrutiniser's report shall be placed on the website of the Company at www.bsil.org.in and on the website of CDSL at www.evotingindia.com and shall simultaneously be forwarded to BSE Ltd., where the shares of the Company are listed. The results of remote e-Voting along with the Scrutiniser's report will also be displayed at the Notice Board at the Registered Office of the Company.

SPECIAL BUSINESS:**1. Appointment of Dr. Pramod Kumar Gupta (DIN: 10337571) as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of 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 Regulation 16,17 & 25 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Dr. Pramod Kumar Gupta (DIN: 10337571), who was appointed as an Additional Non-Executive Independent Director on the Board of the Company w.e.f. 27th November, 2023 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director on the Board of the Company, for first term of five (5) consecutive years, commencing with effect from 27th November, 2023 upto 26th November, 2028, and whose office shall not be liable to retire by rotation.

RESOLVED FUTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, even on attaining the age of 75 years during the above term of appointment, Dr. Pramod Kumar Gupta (DIN: 10337571) shall continue as an Independent Director of the Company for five consecutive years on the same terms & conditions and the above resolution will be considered as requisite approval by Shareholders as required under the SEBI Regulations.

RESOLVED FURTHER THAT all the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

2. Appointment of M/s Doogar & Associates, Chartered Accountants as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s K. K. Jain & Co., Chartered Accountants.

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

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Audit Committee and in accordance with the approval of Board of Directors, the approval of the Members of the Company be and is hereby accorded, for the appointment of M/s Doogar & Associates, Chartered Accountants, FRN 000561N, as Statutory Auditors of the Company, w.e.f. 6th November, 2023 to fill up the casual vacancy caused by resignation of M/s K. K. Jain & Co., Chartered Accountants, FRN: 002465N upto the date of next Annual General Meeting of the Company to be held in the year 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize their terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, including Audit Fee, Certification Fee, Tax Audit Fee etc. plus reimbursement of out-of-pocket expenses.

RESOLVED FURTHER THAT all the Directors and/ or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things which are necessary to give effect to the above resolution.”

**For & on behalf of the Board
of Bihar Sponge Iron Limited
Sd/-
Vimal Prasad Gupta
Company Secretary
M. No.: FCS 6380**

Place : New Delhi

Date : 06-11-2023

Registered Office:

Bihar Sponge Iron Limited
Umesh Nagar, Chandil,
Distt.-Saraikela-Kharsawan,
Jharkhand-832401.
companysecretary@bsil.org.in
www.bsil.org.in
Ph. +91 9955542302

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of Item Nos. 1 to 2 of the Notice, is annexed hereto.
2. In conformity with the applicable provisions of the Act, the Rules made thereunder and MCA Circulars, the Notice of Postal Ballot is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 24th November 2023 (“cut-off date”) received from the Depositories and who have registered their e-mail addresses with Registrar and Share Transfer Agent (RTA) of the Company or the Depository. Members who may not have received this Notice due to non-registration of their e-mail Id with the Company’s RTA/Depository shall be entitled to vote in accordance with the process given in this Notice. In accordance with the said MCA Circulars, the requirement of sending the physical Notice of Postal Ballot along with the Postal Ballot Form in physical form has been dispensed with till 30th September 2024. Accordingly, the Company has not dispatched physical copies of Notice of Postal Ballot and Postal Ballot Form to any Member. Dispatch shall be deemed to be completed on the day on which RTA sends out communication for Postal Ballot by e-mail to the Members of the Company.
3. The Postal Ballot Notice will also be available on the Company’s website at www.bsil.org.in, website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
4. Voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 24th November 2023 and only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a member as on the cut-off date should treat the Notice for information purpose only.

5. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members of the Company in respect of the Resolutions contained in the Notice of Postal Ballot is being taken through remote e-Voting only.
6. The remote e-voting period begins on Wednesday, 29th November 2023 from 09:00 A.M. (IST) and will end on Thursday, 28th December 2023 at 05:00 P.M. (IST) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
7. The resolution(s), if approved, shall be deemed to have been passed on the last date of remote e-voting i.e. Thursday, 28th December 2023.
8. The Scrutiniser's decision on the validity of the votes cast through Postal Ballot will be final. Voting Right in the Postal Ballot cannot be exercised by proxy.
9. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
10. All documents referred to in this Postal Ballot Notice, if applicable, will be available for inspection electronically, until the last date for remote e-voting. Members seeking to inspect such documents can send an email to companysecretary@bsil.org.in.

Procedure for Remote E-Voting

In compliance with the provisions of Section 108 and 110 of the Act, read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 in relation to e-Voting facility provided by Listed Entities, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of CDSL to provide remote e-Voting facility to its Members.

The remote e-voting period begins on Wednesday, 29th November, 2023 from 09:00 A.M. (IST) and will end on Thursday, 28th December, 2023 at 05:00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The detailed procedure with respect to remote e-Voting is mentioned below:

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
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. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
	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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration .
	4)	Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin . 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 with NSDL	1)	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
	2)	If the user is not registered for IDeAS e-Services, the option to register is available at https://eservices.nsd.com . Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp
	3)	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)		You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
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
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “**SUBMIT**” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant 'Bihar Sponge Iron Limited' on which you choose to vote.
- (xi) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-Voting only:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; companysecretary@bsil.org.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 investor@beetalfinancial.com or beetalrta@gmail.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions (‘FAQs’) and e-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM No: 1

In compliance with the Companies Act, 2013 (the “Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “Listing Regulations”), the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, has appointed Dr. Pramod Kumar Gupta (DIN: 10337571), as an Additional Non-Executive Independent Director on the Board of the Company w.e.f. 27th November, 2023. Your directors have proposed the appointment of Dr. Pramod Kumar Gupta, as a Non-Executive Independent Director of the Company for 1st term of 5 years, w.e.f. 27th November, 2023 to 26th Novemeber, 2028 and a resolution to that effect has been set out as Item No. 1 of this Notice.

Dr. Pramod Kumar Gupta aged 73 years is a Medical Consultant and Specialist. He has done his M.B.B.S and M.D. from Nagpur University and Pune University respectively. He possesses the relevant rich experience in general management and administration. He is a powerhouse of industry and policy knowledge. He has given his consent and intimation in writing to act as a Director in Form DIR-2 and intimation in form DIR-8. He is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013, and has given a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 & Regulation 16(1)(b) of the Listing Regulations as amended from time to time, has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority and a declaration that he is in compliance with the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has also received notice under Section 160 of the Act from a member proposing the candidature of Dr. Pramod Kumar Gupta for appointment as an Independent Director of the Company.

In the opinion of the Board, Dr. Pramod Kumar Gupta satisfies the conditions specified under the Companies Act, 2013 and rules made there under for his appointment as an independent director of the Company. His continuation on the board as an independent director will be beneficial to the Company. On the recommendation of Nomination and Remuneration Committee, the Board recommends the resolution set out under Item No. 1 of this notice for approval of the members as a special resolution.

On written request of members, copy of the draft letter for the appointment of Dr. Pramod Kumar Gupta as an Independent Director setting out the terms and conditions will be made available for inspection by the members during the normal business hours, from the date of circulation of this Notice upto the date of the closure of remote e-voting for Postal Ballot.

Except Dr. Pramod Kumar Gupta, being the appointee, none of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise in the proposed resolution.

Other relevent information of Dr. Pramod Kumar Gupta are given below:

Sr. No.	Name of the Director	Dr. Pramod Kumar Gupta
1)	Director Identification Number (DIN)	10337571
2)	Date of Birth	04-01-1950
3)	Age	73 years
4)	Date of appointment	27-11-2023
5)	Expertise in specific field	He is a Medical Consultant and Specialist. He has done his M.B.B.S and M.D. from Nagpur University and Pune University respectively. He possesses the relevant rich experience in general management and administration.
6)	No. of equity shares held in the Company	NIL
7)	Qualifications	M.B.B.S and M.D.
8)	List of directorships in other companies	SBEC Sugar Limited
9)	Membership/ Chairman of Committees of the other Companies including BSIL	NIL
10)	Relationship, if any between Directors inter se	Not related to any directors of the Company pursuant to definition of relative under section 2(77) of the Companies Act, 2013.

ITEM No: 2

The Members of the Company at its 40th AGM held on 30th September, 2022 had appointed M/s. K.K. Jain & Co., Chartered Accountants, (ICAI FRN: 002465N) as the Statutory Auditors of the Company to hold office from the conclusion of 40th AGM till the conclusion of 45th Annual General Meeting of the Company.

M/s. K.K. Jain & Co., Chartered Accountants, (ICAI FRN: 002465N) vide their letter dated 3rd November, 2023 have resigned as Statutory Auditors of the Company with immediate effect, thereby resulting into a casual vacancy in the office of Statutory Auditors of the Company.

In order to fill the casual vacancy caused by resignation of the Auditor, the Board of Directors at its meeting held on 6th November, 2023, upon the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s. Doogar & Associates, Chartered Accountants (FRN: 000561N), as Statutory Auditors of the Company, till the conclusion of next Annual General Meeting scheduled to be held in the Financial Year 2024, subject to the approval of the Shareholders. It is proposed to pay a statutory audit fee of Rs. 2.00 Lacs (excluding GST) plus out of pocket expenses and applicable taxes for the year 2023-24, which would be commensurate with the Company's business and the efforts expected to be put in by the new auditors. The proposed fees is equivalent to the fees paid to erstwhile statutory auditors. Fees for other permissible services will be paid separately as per mutual agreement between statutory auditors and Board of Directors.

M/s. Doogar & Associates is a Chartered Accountants Firm based in Delhi and established in the year 1976. They have the experience of more than 47 years in Audit field. Their Firm is a Peer Reviewed Firm having a valid peer review certificate (PRCN: 014161) issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Company has received consent letter and eligibility certificate from M/s. Doogar & Associates, Chartered Accountants, (FRN: 000561N), to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The Board was of the view that M/s. Doogar & Associates have sufficient experience and expertise to perform their duties as the statutory auditors and therefore appointed M/s. Doogar & Associates to fill up the casual vacancy caused by the resignation of M/s. K.K. Jain & Co.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends an Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

**For & on behalf of the Board
of Bihar Sponge Iron Limited**
Sd/-
Vimal Prasad Gupta
Company Secretary
M. No.: FCS 6380

Place : New Delhi
Date : 06-11-2023

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