

03rd June, 2024

To,

BSE LIMITED

Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400001

BSE Scrip Code: 532604

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Exchange Plaza, Plot No C/1, G-Block,
Bandra – Kurla Complex, Bandra (E),
Mumbai – 400051

NSE Symbol: SALSTEEL

Sub: CORRIGENDUM IN CONTINUATION TO THE NOTICE CONVENING THE 01/EGM/2024-25 EXTRA ORDINARY GENERAL MEETING TO BE HELD ON SATURDAY, 08TH DAY OF JUNE 2024.

Dear Sir/Madam,

This is further to our letter dated 16th May 2024, wherein the Company had informed about the 01/EGM/2024-25 Extra Ordinary General Meeting (“EGM”) of the Shareholders of SAL Steel Limited (“the Company”) which is scheduled to be held on **Saturday, June 08, 2024, at 12:30 P.M. (IST)** through Video Conference (“VC”)/ Other Audio-Visual Means (“OAVM”).

The Notice of the EGM dated 11th May 2024, was sent to the shareholders of the Company on 16th May 2024, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

In this regard, we wish to inform about the changes in the Explanatory Statement to the Notice of the EGM vide this Corrigendum which shall form an integral part of the Notice of EGM dated 11th May 2024, which has already been circulated to Shareholders of Company and on and from the date hereof, the Notice of the EGM shall always be read in conjunction with this Corrigendum.

A copy of the detailed Corrigendum is enclosed herewith. The said Corrigendum is also being uploaded on the website of the Company at www.salsteel.co.in.

Except as detailed in the attached Corrigendum, all other items of the Notice of the EGM along with Explanatory Statement dated 11th May 2024, shall remain unchanged.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we kindly request you to consider the above submissions.

Kindly take the same on records.

Thank you.
Yours faithfully,
For SAL Steel Limited

Vinay Kumar Mishra
Company Secretary & Compliance Officer
M. No.: F11464

Enclosed: A/a.

CORRIGENDUM IN CONTINUATION TO THE NOTICE AND EXPLANATORY STATEMENT ATTACHED THERETO DATED 11TH MAY 2024 CONVENING THE 01/EGM/2024-25 EXTRA-ORDINARY GENERAL MEETING OF SAL STEEL LIMITED.

This Corrigendum is being issued by SAL Steel Limited ("Company") for convening **01/EGM/2024-25 Extra-Ordinary General Meeting** ("EGM") of the Shareholders of the Company on **Saturday, 08th day of June, 2024 at 12:30 PM IST** through Video Conferencing/Other Audio-Visual Means ("VC")/"OAVM") ("hereinafter referred to as "electronic mode"). The Notice of the EGM dated 11th May 2024 ("EGM Notice") was dispatched to all the shareholders of the Company on 16th May 2024, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India. This corrigendum is being issued to give notice to amend / provide additional details as mentioned herein and pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company through this communication wishes to bring to the notice of the Shareholders, following changes in the said Notice of the EGM, which shall be considered as substituted in the original Notice of the EGM dated 11th May 2024 and other details are remain the same:

Changes to the Explanatory Statement to Item / Resolution Number 3:

Point No: (d): Basis on which the price has been arrived at and justification for the price (including premium), if any:

The Equity Shares of Company are listed on Main Board of BSE Limited (BSE) and National Stock Exchange of India Limited ("NSE"), recognised stock exchanges for a period of more than 90 trading days as on the relevant date i.e. Thursday, 09th May, 2024 and are frequently traded on both the Stock Exchanges in accordance with ICDR Regulations. Further, the Articles of Association of the Company don't contain any article which provides for determination of price in case of preferential issue.

The Price of the Warrants convertible into the Equity Shares of the Company to be allotted to Promoter Allottee of the Company shall not be less than the price determined in accordance with the ICDR Regulations. Currently, ICDR Regulations, provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) In case of "frequently traded shares (Regulation 164(1) of the ICDR Regulations):

In terms of the applicable provisions of ICDR Regulations, the price at which Warrants convertible into the Equity Shares of the Company shall be allotted shall not be less than higher of the following:

- The 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the relevant date i.e. Thursday, 09th May, 2024; or



- The 10 trading day's volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange preceding the relevant date i.e. Thursday, 09th May, 2024.

Further, if the Articles of Association of the Company provides for a method of determination which results in a floor price higher than that determined under above regulations, then the same shall be considered as the floor price for Equity Shares to be allotted pursuant to the preferential issue.

b) Regulation 166 A (1) of the ICDR Regulations:

Further, in case any preferential issue, which result in a change in control or allotment of more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

Further that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Since, in the proposed Preferential issue of Warrants, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottee and the Allottees acting in concert, the provisions of Regulation 166 A (1) of the ICDR Regulations shall be applicable to the Company and accordingly the pricing of the Equity Shares to be allotted shall be the higher of the following parameters:

(a) Price determined as per provisions of the Regulation 164(1) of the ICDR Regulations (in case of frequently traded shares:

The minimum price as per the pricing formula prescribed under Regulation 164(1) of the ICDR Regulations for the Preferential Issue of Warrants is INR 24.60/- (Rupees Twenty-Four and Sixty paise only) being the higher of the following:

- INR 24.60/- (Rupees Twenty-Four and Sixty paise only) as the 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised stock exchange (BSE Limited) preceding the relevant date;
- INR 19.17/- (Rupees Nineteen and Seventeen paise only) as the 10 trading day's volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange (BSE Limited) preceding the relevant date.

In terms of Explanation of Regulation 164 (5) of the SEBI ICDR Regulations, for the above purpose, recognized Stock Exchange shall be BSE Limited i.e. the Stock Exchange on which the existing Equity Shares of the Company are listed and on which the highest trading volume in respect of the Equity Shares of the Company



has been recorded during the preceding 90 trading days prior to the relevant date i.e. 09th May 2024.

OR

(b) INR 24.60/- (Rupees Twenty-Four and Sixty paise only) being the price calculated and determined under the Valuation Report dated 10th May 2024 from CS Abhishek Chhajed, a Registered Valuer – Securities & Financial Assets having Registration number - IBBI/RV/ 03/2020/13674 and office situated at 134-1-2, Nilkanth Nagar, Gordhanwadi Tekra, Kankaria, Ahmedabad – 380001 after taking into account the multiple valuation parameters.

OR


(c) The price determined in accordance with the provisions of the Articles of Association of the Company. Since, the Articles of Association of the Company does not mention the formula or calculation of price to be determined for this purpose, this is not applicable to the Company.

Accordingly, the issue price of the Warrants to be allotted on preferential basis is fixed at INR 25/- (Rupees Twenty-Five only) each which includes a premium of INR 15/- (Rupees Fifteen only) per Warrant, being the price higher than the price calculated as per above points (a), (b) or (c) which is not less than the price determined in accordance with applicable provisions of ICDR Regulations.

This Corrigendum to the Notice of the EGM shall form an integral part of the Notice of EGM which has already been circulated to shareholders of Company and on and from the date hereof, the Notice of the EGM shall always be read in conjunction with this Corrigendum. This corrigendum is also being published in the Indian Express (English) and Financial Express (Gujarati) and will also be made available on website of both the stock exchanges i.e. BSE and NSE and on the website of the Company www.salsteel.co.in. All other contents of the Notice of EGM, save and except as modified or supplemented by the Corrigendum, shall remain unchanged.

Thanking you,

By order of the Board of Directors
For & on behalf of
SAL Steel Limited



Vinay Kumar Mishra
Company Secretary & Compliance Officer
M. No. – F11464

Place: Ahmedabad
Date: 03.06.2024