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; E-mail: contactus@mspsteel.com
Phone: +91 33 40057777, Fax: +91 33 40057788/23982239

Notice

To
The Members,
MSP Steel & Power Limited

Notice is hereby given that the Forty Sixth Annual General Meeting of MSP STEEL & POWER LIMITED will be held on Monday, September 21, 2015, at Rotary Sadan, 94/2 Chowringhee Road, Kolkata - 700020, at 2:30 P.M to transact the following as:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet for the financial year ended March 31, 2015 and the Statement of Profit & Loss Account together with the notes thereon for the financial year ended as on that date along with the Reports of the Directors and Auditors thereon.

2. To appoint a Director, in place of Mr. Puran Mal Agrawal (DIN: 00587723) who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint M/s. Sunil Kumar Agrawal & Associates, Chartered Accountants, as Statutory Auditor of the Company for the F.Y 2015-16 to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting:

   "**RESOLVED THAT** pursuant to Section 139 and all other applicable provisions, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee of the Board, M/s. Sunil Kumar Agrawal & Associates. (Membership No. 057731) be and is hereby appointed as the Statutory Auditor of the Company for the financial year 2015-16 to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company."

   "**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to fix their remuneration considering the recommendations of the Audit Committee of the Board."

SPECIAL BUSINESS:

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

   "**RESOLVED THAT** subject to the applicable provisions of the Companies Act, 2013 read with relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of

the Memorandum and Articles of Association of the Company, Listing Agreement entered by the Company with the Stock Exchanges, and other applicable rules, notifications, guidelines issued by the Government of India, the Reserve Bank of India and any regulatory or other appropriate authorities, and subject to approvals, permissions, sanctions and consents as may be necessary from any regulatory or other appropriate authorities including but not limited to the Corporate Debt Restructuring Empowered Group (CDR EG), the Reserve Bank of India (RBI), the Government of India, which has been agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred under this resolution) the Company hereby approves, ratify and confirms the Corporate Debt Restructuring package by and between the Company and the lenders of the Company as approved provisionally by the Corporate Debt Restructuring Empowered Cell (CDR EG) via letter dated March 23, 2015 which was further confirmed to be final as communicated to the Company by the Corporate Debt Restructuring Cell (CDR Cell) vide its Letter of Approval (LOA) dated May 8, 2015 and set forth under the Master Restructuring Agreement (MRA) entered into between the Company and the CDR Lenders."

"**RESOLVED FURTHER THAT** the Board and/or any person as authorised by the Board in respect thereof from time to time, be and is hereby authorised on behalf of the Company to discuss, negotiate, amend, if required, the terms of the CDR LOA in the manner as may be approved by and between the Company and the CDR Lenders, amend or make changes to the MRA and enter into other documents in pursuance of the CDR LOA and the MRA, implement the CDR LOA and the MRA, on the basis of the terms set out in the CDR LOA and the MRA as may be agreed between the respective parties, and execute the necessary documents for the same including, inter alia, issuance of Equity Shares and/or Preference Shares in terms of the CDR LOA and MRA."

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

"**RESOLVED THAT** as per the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, if any, the consent of the Company be and is hereby accorded to restructure the loans, whether secured or unsecured, granted or to be granted to the Company by the persons/entities belonging to the Promoters and Promoters' Group or Non-Promoters or by the CDR Lenders [in case of CDR lenders in accordance with the Scheme of Corporate Debt Restructuring as approved provisionally by the Corporate Debt Restructuring Empowered Cell (CDR EG) via letter dated March 23, 2015 which was further confirmed to be final as communicated to the Company by the Corporate Debt Restructuring Cell (CDR Cell) vide its Letter of Approval dated May 8, 2015 and the Master Restructuring Agreement (MRA) entered into between the Company and the CDR Lenders, which scheme/agreement, inter alia, grants an option to the CDR lenders to convert their outstanding loans (including interest thereon) into Equity Shares and/or Preference Shares of the Company]; in such manner and on such terms and conditions as may be agreed upon between the Board of Directors and the person(s) belonging to the Promoters and Promoters' Group or Non-Promoters or CDR Lenders, as the case may be, and in case of CDR Lenders the same shall be subject to the terms and conditions as contained in the Scheme of Corporate Debt Restructuring and the Master Restructuring Agreement."

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

"**RESOLVED THAT** pursuant to the provisions of Sections 55 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and other relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to such consents, permissions, sanctions and approvals by any bodies or authorities as may be required by the law, subject to such conditions and modifications as may be prescribed or imposed by such bodies or authorities while granting such approvals and which may be agreed to by the Board of Directors

of the Company (hereinafter referred to as "the Board" which expression shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by these resolution, have been delegated) the Board be and is hereby authorised to create, offer, issue and allot 6% Non-cumulative, Non-convertible Redeemable Preference Shares of ₹10/- each in one or more tranches for an amount not exceeding ₹1,205,050,000/- (Rupees One Hundred Twenty Crores Fifty Lacs & Fifty Thousand only) to the following persons/entities belonging to the Promoter Group or Public against the conversion of Outstanding Unsecured Loan on preferential basis at a price of ₹100/- each including a premium of ₹90/- each in conformity with the provisions of the Companies Act, 2013 read with relevant Rules made thereunder for the said preferential issue.

Sl. No.	Name of the proposed allottee	Category	No. of shares to be issued
1	Adhunik Gases Ltd.	Promoter	1,792,500
2	Hightime Holdings (P) Ltd	Promoter	300,000
3	K.C.Texofine (P) Ltd	Promoter	250,000
4	Maanraj Merchants (P) Ltd	Promoter	808,000
5	MSP Infotech (P) Ltd	Promoter	280,000
6	Procheta Consultants (P) Ltd.	Promoter	1,250,000
7	Sampat Marketing Company (P) Ltd	Promoter	2,155,000
8	Shringar Mercantile (P) Ltd	Public	2,275,000
9	Sikhar Commotrade (P) Ltd.	Promoter	300,000
10	B. S. Confin (P) Ltd.	Promoter	300,000
11	Danta Vyapar Kendra Ltd	Promoter	525,000
12	Ilex (P) Ltd	Promoter	105,000
13	Larigo Investment (P) Ltd.	Promoter	1,105,000
14	Metalite Fuel Industries Ltd.	Public	470,000
15	Vandita Investments (P) Ltd	Public	135,000
Total			**12,050,500**

"**RESOLVED FURTHER THAT** in accordance with provisions of Sections 43 and 55 of the Act, read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 the 6% Non-cumulative, Non-convertible Redeemable Preference Shares shall have the following rights:

- **Dividend:** The said Preference Shares shall carry a right to dividend not exceeding @ 6% per annum.
- **Priority with respect to payment of dividend or repayment of capital vis-avis Equity Shares:** Shall carry a preferential right vis-a-vis Equity Shares with respect to payment of dividend or repayment of capital in case of winding up.
- **Participation in Surplus fund:** The said Preference Shares shall be non-participating in the surplus funds.
- **Participation in surplus assets & profits, on winding-up which may remain after the entire capital has been repaid:** The said Preference Shares shall be non-participating in surplus assets & profits, on winding-up which may remain after the entire capital has been repaid.
- **The payment of dividend on cumulative or non-cumulative basis:** The said Preference Shares shall be paid dividend on a non-cumulative basis.
- **The conversion of Preference Shares into Equity Shares:** The Preference Shares will be non convertible.
- **Voting rights:** The Preference Shares shall carry voting rights only in respect of matters as per the provisions of Section 47(2) of the Act.
- **Redemption of Preference Shares:** At the option of the Board of Directors, the said Preference Shares shall be redeemable anytime within 20 years from the date of allotment as per the relevant provisions of the Companies Act, 2013, the Articles of Association of the Company and on such terms and conditions including manner of redemption, mode, etc. as may be decided by the Board of Directors. The said Preference Shares may be redeemed at a premium not exceeding ₹90/- per share.

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and matters

incidental to the aforesaid resolution, the Board be and is hereby authorized jointly/severally on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the abovementioned issue or allotment, and to resolve and settle all questions and issues that may arise in the proposed issue, allotment, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

7. 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 relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) the remuneration to be paid to Mr. Sambhu Banerjee (Membership No. 9780), Cost Auditor as approved by the Board of Directors of the Company based on the recommendation of the Audit Committee to conduct the Cost Audit for the financial year 2015-16, details of which is given in the explanatory statement annexed to the Notice convening this meeting, be and hereby ratified."

   "**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such deeds, acts and things as may be necessary and expedient for the said purpose."

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

   "**RESOLVED THAT** pursuant to Sections 149, 152 and other applicable provisions of the Companies Act 2013 ('Act') and the Rules made thereunder read with Schedule IV of the Act, Mr. Kapil Deo Pandey (DIN 07208719) who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 17, 2015 and who holds office up to the date of this Annual General Meeting in terms of Section 161 (1) of the Act and in respect of whom the Company has received a notice in writing alongwith a deposit of ₹1,00,000/- in terms of Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) years till the conclusion of the Annual General Meeting to be held in F.Y 2020-21 not liable to retire by rotation."

9. 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 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the nomination received from the Nomination & Remuneration Committee of the Board, Mr. Dhananjay Uchit Singh (DIN: 01018678) in respect of whom the Company has received a notice in writing from a member proposing his candidature under Section 160 of the Companies Act, 2013 be and is hereby appointed as an Executive Director, liable to retire by rotation."

10. 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 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and in conformity with the Nomination & Remuneration Policy of the Company approval of the Company be and is hereby accorded to the appointment of Mr. Saket Agrawal (DIN: 00129209) as Managing Director being the Key Managerial Personnel in conformity with Section 203 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereof for a period of

5 years w.e.f. 14th November, 2014 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed with the Notice convening this Annual General Meeting to be paid to Mr. Saket Agrawal as approved by the Board and the Nomination & Remuneration Committee."

"**FURTHER RESOLVED THAT** in the event of absence or inadequacy of profits in any financial year during the aforesaid period of 5 years, the Company will pay to Mr. Saket Agrawal remuneration by way of salary and perquisites not exceeding the ceiling laid down in Schedule V and all other applicable provisions of the Companies Act, 2013, or any modification or re-enactment thereof as the minimum remuneration, subject to such approvals as may be required."

Registered office:
1, Crooked Lane
Kolkata-700 069

By Order of the Board
MSP STEEL & POWER LTD

Dated: August 14, 2015

Ruchi Garg
Company Secretary

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the prescribed Rules under it, in respect of item no 4 to 10 are annexed thereto.

2. A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

   Proxies, in order to be effective, must be received at the corporate/registered office of the Company, not less than forty-eight hours before the commencement of the meeting. A proxy form is appended with the admission slip.

   A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that a member holding more than ten percent, of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. Members/proxies should bring duly filled attendance slips sent herewith for attending the meeting.

4. Corporate Members are requested to send a duly certified copy of the Board resolution/Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting. The Resolution/Power of Attorney should reach the registered/corporate office not later than 48 before the commencement of the meeting.

5. The Register of Members and Share Transfer Books of the Company shall remain closed from September 15, 2015 to September 21, 2015, both days inclusive.

6. Members holding shares in physical form are requested to avail the facility of dematerialisation of their shares and also to notify/send the following to Karvy Computershare Pvt. Ltd to facilitate better servicing:-

   i. Any change in their address/bank details.

   ii. Income Tax Permanent Account Number (PAN).

7. Members wishing to claim unpaid/unclaimed dividends shall contact Ms. Ruchi Garg, Company Secretary of the Company or M/s. Karvy Computershare Pvt. Ltd.,

the Share Registrar of the Company at the below mentioned addresses:

Miss Ruchi Garg,	**M/s. Karvy Computershare Pvt. Ltd.**
Company Secretary,	Share Registrar of the Company
16/S, Block A,	46, Avenue 4, Street No. 1
New Alipore,	Banjara Hills,
Kolkata – 700 053	Hyderabad- 500 034

Further the shareholders should note that in terms of the provisions of Section 205A of the Companies Act, 1956 and the relevant provision of the Companies Act, 2013, the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government.

Members who have neither received nor encashed their dividend warrant(s) for the financial years 2009-10, 2010-11 & 2011-12 are requested to write to the Company or its Share Registrar Agents mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).

8. In view of the circulars issued by various statutory bodies and the green initiative the notice calling Annual General Meeting along with the process and manner of e-voting and the Annual Report for the Financial Year 2014-15 along with Attendance Slip and Proxy Form are sent to the members holding shares as on August 7, 2015 by electronic mode to those members whose e-mail ids as registered with the RTA/Depositories, unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address as on 7th August, 2015, physical copies of the Notice and Annual Report of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

9. 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).

10. 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 their 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.

11. Members can get their e-mail address registered with the Company if they want to receive the notice of the Company for holding general meetings, postal ballot and other communications through electronic mode.

12. Pursuant to Section 72 of the Companies Act, 2013 and the Rules made thereunder Shareholders may at any time nominate in the form SH-13, any person as his nominee to 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 the Company's website.

13. The Company is pleased to offer remote e-voting facility (i.e. facility of casting votes by a member using an electric voting system from a place other than venue of the Annual General Meeting) to its members to enable them to cast their votes electronically in respect of the businesses to be transacted in the 46th Annual General Meeting of the Company. The Company has engaged services of M/s. Karvy Computershare Pvt. Ltd. to provide remote e-voting. Members can launch internet browser by typing the URL: http://evoting.karvy.com. Detailed instruction and other information relating to e-voting are given in the leaflet attached to the notice.

14. Further as per the recent amendments the company is also providing the facility to vote through poll/ballot at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right at the meeting.

15. The Board of Directors of the Company 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.

16. 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. September 14, 2015. 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, i.e. September 14, 2015 only shall be entitled to avail the facility of remote e-voting as well as voting at AGM through poll/ballot.

17. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. September 14, 2015, may obtain the User ID and password in the manner as mentioned below:

    a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to **9212993399**

       Example for NSDL: MYEPWD <SPACE> IN12345612345678

       Example for CDSL: MYEPWD <SPACE> 1402345612345678

       Example for Physical: MYEPWD <SPACE> XXXX1234567890

    b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

    c) Member may call Karvy's toll free number 1800-3454-001

    d) Member may send an e-mail request to evoting@karvy.com.

    If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

18. The remote e-voting facility will be available during the following period:

    Commencement of remote e-voting : From 9.00 a.m. (IST) on September 18, 2015

    End of remote e-voting : Up to 5.00 p.m. (IST) on September 20, 2015

    The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

19. 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 and on the website of Karvy https://evoting.karvy.com. The results shall simultaneously be communicated to the Stock Exchanges and any other authorities, if required.

20. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 21, 2015.

21. All documents referred to in the notice and the Explanatory Statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of Annual General Meeting.

22. Members who wish to obtain any information on the Company or view the financial results/accounts may visit the Company's website www.mspsteel.com. Further members may note that the annual report of the Company is available on the above mentioned website of the Company.

23. Brief profile of the Directors seeking re-appointment/ appointment as mandated by Clause 49 of the Listing Agreement is attached with this notice thereto.

Registered office:
1, Crooked Lane
Kolkata-700 069

By Order of the Board
MSP STEEL & POWER LTD

Dated: August 14, 2015

Ruchi Garg
Company Secretary

Annexure to the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 04

The Company has witnessed significant setbacks due to uncertainties in the Steel and Infrastructure sectors like shortage of supply of iron ores, shortage of coal supply, poor financial health of the industry as a whole, increase in the cost of raw materials, poor sales realizations, lack of timely Government policies, adverse capital market conditions etc. As a result, the ability of the Company to meet its repayment obligations/liabilities under the various facilities availed by it were adversely affected. The Company felt it necessary that a reference of the matter be made to the Corporate Debt Restructuring ("CDR") Forum under CDR guidelines issued by The Reserve Bank of India, for efficient restructuring of the debts of the Company. The Company has approached the Corporate Debt Restructuring Empowered Cell (CDR EG) for restructuring its credit facilities and received Provisional Letter of Approval by the CDR EG upon the approval of the Corporate Debt Restructuring Package vide letter dated March 23, 2015 which was further confirmed by CDR Cell vide its Letter of Approval dated May 8, 2015. The Company has restructured its credit facilities as granted/continued by the consortium lenders amounting to ₹1,32,765 lacs.

The Board of Directors had approved the debt restructuring package as per Letter of Approval granted by CDR EG.

The Special Resolution at item No. 4, proposed to be passed by the members, shall be deemed to be a confirmation, ratification and authorization by the members of the Company in terms of the applicable provisions of the Companies Act, 2013 and all the applicable provisions of the various rule, regulations, etc of SEBI and all other authorities of the Corporate Debt Restructuring Package as set out in the CDR LOA and MRA.

Your Directors recommends the resolution as set out in Item No. 4 of the Notice as Special Resolution.

None of the Directors, Key Managerial Personnel (KMP) and their relatives are concerned or interested, financially or otherwise, in the above resolution.

The Provisional Letter of Approval dated March 23, 2015, Letter of Approval dated May 8, 2015, the Master Restructuring Agreement (MRA) along with all other papers shall be open for inspection by the Members at the Corporate/registered Office of the Company on any working day during business hours till the date of the Annual General Meeting.

Item No. 05

In terms of the CDR package approved by the CDR EG the promoters' contribution brought upfront as Unsecured Loan needs to be infused into the Share Capital of the Company at the earliest. Further, in terms with the CDR Scheme as approved by the CDR Cell and the Master Restructuring Agreement (MRA) executed by the Company with the CDR Lenders, the CDR Lenders shall have a right to convert entire/part of defaulted interest and entire/part of defaulted principal into Equity Shares as per SEBI guidelines. Further the CDR Lenders shall also have right to convert into Equity upto 20% of the term debt outstanding beyond a period of 7 years as per SEBI Guidelines/Loans covenants as applicable.

In accordance with the provisions of Section 62(3) of the Companies Act, 2013, it is proposed to obtain approval of the Members for conversion of the loan raised/to be raised by the Company from persons/entities belonging to the Promoter and Promoters' Group or Non-Promoters or the CDR lenders. In case of the CDR Lenders the conversion shall be in accordance with the CDR Scheme approved and issued by the CDR Cell and the Master Restructuring Agreement ("MRA").

Your Directors recommends resolution set out at Item No. 5 of the Notice as Special Resolution.

Except Mr. Puran Mal Agrawal, Mr. Manish Agrawal and Mr. Saket Agrawal, being persons belonging to the Promoters and Promoters' Group, none of the Directors, Key Managerial Personnel (KMP) and their relatives are concerned or interested, financially or otherwise, in the above resolution.

Item No. 06

Due to adverse market conditions, poor demand coupled with scarcity of raw materials, which has impacted the Company's business, the Board of Directors decided to opt for debt restructuring and the same has also been decided by the lenders of the Company in its Joint Lenders Forum (JLF) meeting as Corrective Action Plan (CAP). Consequently the Company approached the Corporate

Debt Restructuring Empowered Group (CDR EG) for restructuring its credit facilities and subsequently in accordance with the terms and conditions of the Provisional Letter of Approval (LOA) NO. BY.CDR(JKG) No. 954/2014-15 dated March 23, 2015 issued by the Corporate Debt Restructuring Empowered Group (CDR EG) upon the approval of the Corporate Debt Restructuring package (CDR package), the consortium lenders (hereinafter referred to as "CDR Lenders" or "the Banks"), have agreed to/ continue to/ grant to/restructure the credit facilities.

As per the CDR stipulation, the Promoters are required to infuse capital fund in the Company. Consequently, the Board of Director at its meeting held on August 14, 2015, subject to the approval of the shareholders has approved the issue of 1,20,50,500 6% Non-Cumulative, Non-convertible, Redeemable Preference Shares of ₹10/- each on preferential basis at an issue price of ₹100/- each (including a premium of ₹90/- each) as determined by the valuation report submitted by the valuer against conversion of the outstanding Unsecured Loan.

Accordingly the approval of the members through Special Resolution is sought for to create, issue and allot, on preferential basis, 1,20,50,500 6% Non-Cumulative Non-Convertible Redeemable Preference shares of ₹10/- each at an issue price of ₹100/- each (including a premium of ₹90/- each) against conversion of the outstanding Unsecured Loan.

The information required under the provisions of the Companies Act, 2013 read with relevant Rules made thereunder for issue of preference shares are as under:

1. **The size of the issue and number of Preference Shares to be issued and nominal value of each share:** 1,20,50,500 6% Non-Cumulative Non-Convertible Redeemable Preference shares of F.V of ₹10/- per share representing 36.69%(approx) of the post issued share capital of the same class at an issue price of ₹100/- each (including premium of ₹90/- each) aggregating to ₹1,20,50,50,000/- to the persons/entities belonging to promoters/promoter group.

2. **The nature of such shares:** Non-Cumulative, Non-Participating, Non-Convertible.

3. **Objectives of the Issue:** The object of the issue is to meet the capital contribution as per the terms of the Debt Restructuring Agreement with the Banks.

4. **Manner of the issue:** Preferential basis to the person as set out in the resolution above.

5. **The price at which such shares are proposed to be issued:** ₹100/- per preference share including with a premium of ₹90/- each.

6. **The basis on which the price has been arrived at:** Price of the shares is determined based on the valuation by a registered valuer.

7. **The terms of issue, including terms and rate of dividend on each share, etc.:** Such shares shall carry a 6% p.a dividend rights on non-cumulative basis and shall carry a preferential right vis-a-vis Equity Shares with respect of payment of dividend or repayment of capital in case of winding up.

8. **The terms of redemption, including the tenure of redemption, redemption of shares at premium:** At the option of the Board of Directors, the said Preference Shares shall be redeemable anytime within 20 years from the date of allotment as per the relevant provisions of Companies Act, 2013, the Articles of Association of the Company and on such terms and conditions including manner of redemption, mode, etc. as may be decided by the Board of Directors. The said Preference Shares maybe redeemed at a premium not exceeding ₹90/- per share.

9. **The manner and modes of redemption:** The Board or Committee thereof may in its absolute discretion think fit and determine from time to time, in conformity with the relevant provisions of law and the Articles of Association of the Company as per the terms and conditions of the redemption of such shares including manner of redemption at a premium of ₹90/- out of profit and/or out of fresh issue of capital or combination of both.

10. **Expected Dilution in Equity Share Capital upon conversion of Preference Shares:** As preference shares are not convertible in equity shares hence, no change in control, in the company will occur due to this Preferential Allotment.

11. **The current shareholding pattern of the company:** The current shareholding pattern of Preference Shares & Equity Shares of the Issuer Company is as below:

Preference Shares

Sr. No.	Category	No. of Share	Percentage
1.	**Indian :**		
	Individual	-	0%
	Bodies Corporate	20,794,000	100%
2.	**Foreign Holders**	-	0%
3.	**Institutional Investors**	-	0%
4.	**Non-Institution :**		
	Directors and Relatives	-	0%
	Indian Public	-	0%
	Others (Including NRIs)	-	0%
	GRAND TOTAL	**20,794,000**	**100%**

Equity Shares

Category	Category Wise Total Holding	
	No. of Shares Held	% of Holding
A. PROMOTERS HOLDING		
1. Promoters		
Indian Promoters	6,33,43,500	71.90
Sub Total:	6,33,43,500	71.90
B. PUBLIC HOLDING		
1. Institutional Investors		
a. Mutual Funds and UTI	00	00
b. Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ Non-Govt. Institutions)	2,54,990	0.29
c. FIIs	00	00
2. Non Institutional Investors		
a. Bodies Corporate	1,70,47,806	19.35
b. Indian Public	72,29,692	8.21
c. NRI's/OCBs	2,12,095	0.24
d. Any other	0	00
Clearing Members	11,917	0.01
Subtotal:	**2,47,56,500**	**28.10**
GRAND TOTAL	**8,81,00,000**	**100**

12 The names of the proposed allottees of Preference Shares and the percentage of post preferential offer capital that may be held by them:

Shareholder	Post allotment holding	
	No Shares held	% of holding
Ilex Pvt Ltd	1,905,000	5.80
Adhunik Gases Ltd	1,792,500	5.46
B.S.Confin Pvt Ltd	2,750,000	8.37
Danta Vyapar Kendra Ltd	855,000	2.60
Hightime Holdings Pvt Ltd	2,750,000	8.37
K.C.Texofine (P) Ltd	250,000	0.76
Larigo Investment Pvt Limited	1,105,000	3.36
Maanraj Merchants (P) Ltd	808,000	2.46
Metalite Fuel Industries Pvt Ltd	665,000	2.02
MSP Infotech Pvt Ltd	280,000	0.85
Procheta Consultants Pvt.Ltd.	1,250,000	3.81
Sampat Marketing Company Pvt Ltd	2,155,000	6.56
Shringar Mercantile Pvt. Ltd.	2,717,000	8.27
Sikhar Commo Trade Pvt Ltd	3,935,000	11.98
Vandita Investments (P) Ltd	135,000	0.41
TOTAL	**23,352,500**	**71.10**

The issue of said Preference Share is in accordance with the provisions of the Articles of Association of the Company. There is no subsisting default in the redemption of Preference Shares issued by the Company earlier or in the payment of dividend due on those Preference Shares issued by the Company.

Your Directors recommends the resolution as set out in Item No. 6 of the Notice as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Item No. 06 expect to extend of the Shares that may be subscribed by them or by the allottee, and any directorship if any, held by them.

Item No. 07

The Board of Directors of the Company based on the

recommendation of the Audit Committee has appointed Mr. Sambhu Banerjee (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, 2016 on a yearly remuneration of ₹25,000/- (excluding applicable taxes) subject to the ratification by the shareholders of the Company.

Pursuant to Section 148 and all other applicable provisions, if applicable, 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. 7 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item 07.

The Board of Directors recommends the resolution for your approval.

Item No: 08

The Board on 17th June, 2015 appointed Mr. Kapil Deo Pandey (DIN: 07208719) as an Additional Director on the Board of Directors of the Company to hold office till the conclusion of the Annual General Meeting in terms with the provisions of Section 161 of the Act read with the relevant Rules made thereunder.

The Company has received a nomination along with fee of the ₹1,00,000 as a security for the candidature of Mr. Kapil Deo Pandey (DIN: 07208719) to be appointed as an Independent Director, in writing from a member in accordance with Section 160 of the Act. Further the Company had also received a declaration from the said proposed Director declaring that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the said Act and Clause 49 of the Listing Agreement. He further declares that he is not disqualified under Section 164 of the Act from being appointed as a Director. In the opinion of the Board, Mr. Kapil Deo Pandey fulfils the conditions specified in the Act and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Hence the Board on the recommendation of the Nomination & Remuneration Committee recommends to appoint Mr. Kapil Deo Pandey as a Non Executive Independent Director of the Company, not subject to retire by rotation for a term of five (5) consecutive years w.e.f the date this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the calendar year 2020.

Mr. Kapil Deo Pandey (DIN: 07208719) is a Metallurgical Engineer Graduate from Banaras Hindu University, Banaras having a vast experience of more than 50 years in the field of extraction and other related metal production process. The Board hopes that his experience and skill will contribute in benefits of the Company.

Furthermore the said proposed Director is not related to any of the Directors or the Key Managerial Personnel (or any of their relative) as defined under the said Act.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item 8.

Your Directors recommends the resolution as set out in Item No. 8 of the Notice as an Ordinary Resolution.

Item No: 09

Pursuant to the provisions of Section 152 and all other applicable provisions, if any, read with the Rules framed thereunder the Board at their meeting held on August 14, 2015 on the recommendation of Nomination and Remuneration Committee recommends appointment of Mr. Dhananjay Uchit Singh (DIN: 01018678) as an Executive Director of the Company liable to retire by rotation.

Mr. Dhananjay Uchit Singh (DIN: 01018678), being a Graduate in Engineering (MET) has spend long years in Steel Indstries and have experience of more than sixteen years in the sector. And has undertaken responsibilities such as project implementation, Product & Market Development, administration, etc. in his past. The Board therefore expects that with such vast experience and skill he will able to impart the benefit of the same to the Organisation.

The Company has received a nomination for the candidature of Mr. Dhananjay Uchit Singh (DIN: 01018678) to be appointed as an Executive Director, in writing from a member in accordance with Section 160 of the Act. Further the Company had also received the consent to act as a Director of the Company and declaration

that he is not disqualified under Section 164 of the Act from being appointed as a Director. Thus the Board recommends the appointment of Mr. Dhananjay Uchit Singh (DIN: 01018678) as an Executive Director

Furthermore the proposed Director is not related to any of the Directors or the Key Managerial Personnel (or any of their relative) as defined under the said Act.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item 9.

Your Directors recommends the resolution as set out in Item No. 9 of the Notice as an Ordinary Resolution.

Item No: 10

The Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee has appointed Mr. Saket Agrawal (DIN:00129209) as the Managing Director being the Key Managerial Personnel of the Company w.e.f 14th November, 2014 subject to the approval of the Members of the Company as per the provisions of Sections 196, 197, 203, Schedule V and all other applicable Sections, if any, the Companies Act, 2013 read with the relevant Rules made thereunder upon such conditions & remuneration herein indicated.

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 10 years and was the Non-executive Promoter Director of the Company before such appointment. The Company expects that under the supervision of Mr. Saket Agrawal, it will be able to attain its goal.

The terms of appointment and remuneration of Mr. Saket Agrawal as Managing Director of the Company are as under:

(a) Salary of ₹2,50,000/- (Rupees Two lacs fifty thousand only) per month including dearness allowance, in the scale of ₹2,50,000/- to ₹10,00,000/- per month.

(b) Perquisites: The Managing Director shall also be entitled to the perquisites listed below, subject to the condition that the perquisites listed under part- "A" shall be limited to the annual salary.

PART - "A"

i) MEDICAL REIMBURSMENT:

Reimbursement of expenses incurred for self and family subject to a ceiling of one month's salary in a year or five months salary over a period of five years.

ii) LEAVE TRAVEL CONCESSION:

Up to ₹2,50,000/- (Rupees Two Lakh Fifty thousand) only per annum.

iii) CLUB FEES:

Fees of Clubs, subject to a maximum of two clubs may be provided but no Life Membership Fee or Admission Fee is to be paid by the Company.

iv) PERSONAL ACCIDENT INSURANCE: Of an amount, the Annual Premium of which shall not exceed ₹75,000/-

v) PERFORMANCE LINKED BONUS:

Up to Maximum of 24 months salary per annum.

PART-"B"

i) Company's contribution towards Provident Fund as per Rules of the Company, but not exceeding 12% of the Salary.

ii) Company's contribution towards Pension/ Superannuating Fund, such amount as together with the Company's contribution to the Provident Fund does not exceed 25% of the salary, whenever applicable.

iii) Gratuity: Not exceeding half month's salary for each completed year of service, subject to a maximum limit as prescribed under Schedule V and all other applicable provisions of the Companies Act, 2013.

PART-"C"

i) Provision of Company's Car with driver for use on Company's business. The Company for use of car will bill him for private purposes, if any.

ii) Free Telephone facility at Residence. Personal long distance calls, if any, will be billed by the Company to him.

The use of Company's Car and telephone for office purpose shall not be treated as perquisites.

Minimum Remuneration:

During the currency of the tenure of the Managing Director, if the Company has no profits or its profits are inadequate in any financial year, the Company shall pay remuneration by way of Salary and perquisites not exceeding the limits specified in Schedule V and all other applicable provisions of the Companies Act, 2013 as may be amended from time to time.

Provided that Mr. Saket Agrawal is nephew to Mr. Puran Mal Agrawal, Mr. Manish Agrawal and Mr. Saket Agrawal are brothers. None of the remaining Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item 10.

Your Directors recommends the resolution as set out in Item No. 10 of the Notice as an Ordinary Resolution.

Registered office:
1, Crooked Lane
Kolkata-700 069

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

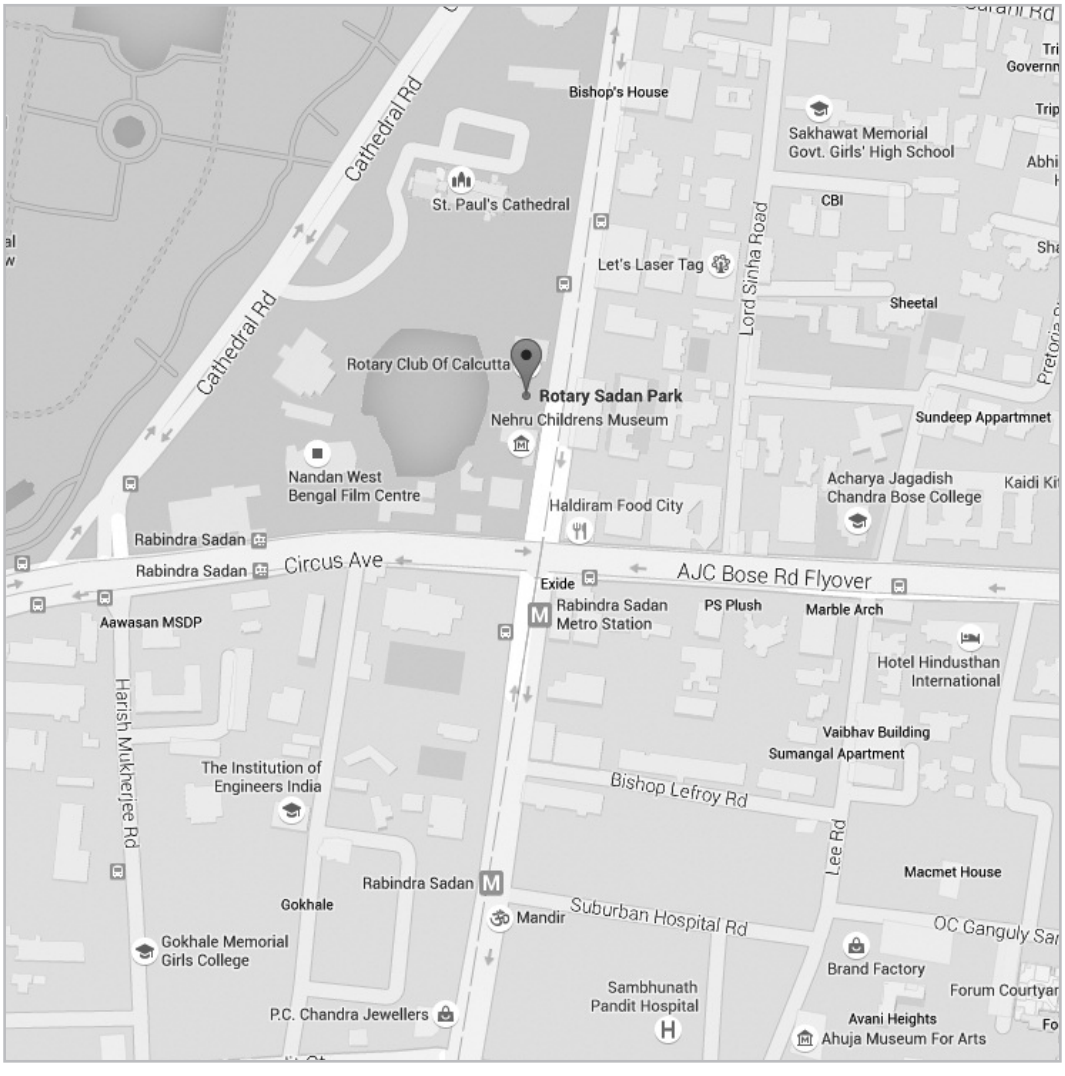
Dated: August 14, 2015

Ruchi Garg
Company Secretary

Particulars relating to the Directors seeking appointment/re-appointment at the Annual General Meeting

Name of the Director	Mr. Puran Mal Agrawal	Mr. Kapil Deo Pandey	Mr. Dhananjay Uchit Singh	Mr. Saket Agrawal
Date of birth	10-Nov-49	30-Jun-38	2-Jan-41	27-Feb-80
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on Board	18-Nov-68	17-Jun-15	21-Sep-15	5-Jul-03
Shareholding in the Company	1,86,620 equity shares	Nil	Nil	2,04,000 Equity Shares
Qualification	B. COM	Metallurgical Engineer Graduate	Metallurgical Engineer Graduate	B.COM, MBA
Relationship with other Director & KMP	Father of Mr. Manish Agrawal	Not related	Not related	Brother of Mr. Manish Agrawal
No. of Board Meetings attended during F.Y 2014-15	9	N.A	N.A	9
Terms of appointment/ re-appointment along to details of the remuneration to be or paid	Proposed to be re-appointed consequent to the retirement by rotation. Thus the terms and conditions including remuneration will be same.	Proposed to be Appointed as Non-executive Independent Director of the Company for a term of five years with immediate effect on a non-rotational basis	Proposed to be appointed as Executive Director on remuneration approved by the Board and as agreed. Provided that such appointment shall be liable be retire by rotation	Detailed in the explanatory statement as annexed to the notice
List of Directorship held in other Companies	i) Adhunik Gases Limited ii) Ashirwad Steels & Industries Limited iii) Rama Alloys Private Limited iv) Howrah Gases Limited v) Raj Securities Ltd. vi) Sanee Capital And Leasing Private Limited vii) MSP Energy Limited viii) MSP Cement Limited ix) MSP Power Limited x) Viconic Merchants Private Limited xi) Ilex Private Limited xii) Rakhi Vinimay Private Limited xiii) MSP Metallics Ltd.	i) MSP Sponge Iron Ltd. ii) MSP Metallics Limited	Nil	i) MSP Metallics Limited ii) Chaman Metallics Limited iii) Madanpur South Coal Company Limited iv) MSP Ferro And Power Limited v) Prateek Mines & Minerals Pvt Limited vi) Danta Vyapar Kendra Ltd vii) MSP Mines & Minerals Limited viii) High Time Holdings Pvt Ltd ix) Rajnath Vyapaar Pvt Ltd x) MSP Cement Limited xi) Moira Madhujore Coal Limited xii) Jai K Leasing And Commercial Investment Limited xiii) M.A.Hire Purchase Pvt Ltd xiv) AA ESS Tradelinks Pvt Ltd xv) Procheta Consultants Pvt Ltd xvi) Devesh Advisory Services Pvt Limited

46th Annual General Meeting



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