



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; Email Id : investor.contact@mspsteel.com,

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

NOTICE

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

Notice is hereby given that the Extra-Ordinary General Meeting (“**EOGM**”) of **MSP STEEL & POWER LIMITED** will be held on Tuesday, 12th March, 2019 at Rotary Sadan, 94/2 Chowringhee Road, Kolkata - 700020, at 4:00 P.M to transact the following business:

Special Business:

1. Conversion of 6% Compulsorily Convertible Preference Shares (“CCPS”) to Equity Shares and allotment of Equity Shares upon Conversion of CCPS

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 Section 42, 55 and 62 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), the Memorandum of Association and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended (“SEBI (SAST) Regulations”), various rules, regulations, press notes, notifications, any other guidelines, regulations and clarifications issued by the Government of India, all applicable regulations, circulars, notifications issued by the Securities and Exchange Board of India (“SEBI Regulations”), the Reserve Bank of India (“RBI”), stock exchanges on which the equity shares of the Company are listed and also all other applicable laws and subject to necessary approvals/ sanctions/ permissions of appropriate statutory/ regulatory authorities, if applicable consent of the members, be and is hereby accorded to the Board of Directors to convert 31,13,000, 6% Compulsorily Convertible Preference Shares of Rs. 10/- (Rupees Ten Only) issued at a premium of Rs. 90/- each, into 3,11,30,000 Equity Shares of Rs. 10/- each.”

“**RESOLVED FURTHER THAT**, pursuant to the provisions of Section 42, 62 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), the Securities and Exchange Board of India (Issue of Capital and

Disclosure Requirements) Regulations, 2018 (including any statutory modifications or re-enactments thereof, for the time being in force) and subject to necessary approvals/ sanctions/ permissions of appropriate statutory/ regulatory authorities, if applicable, the consent of the members be and is hereby accorded to the Board of Directors to create, offer, issue and allot 3,11,30,000 Equity Shares having a face value of Rs. 10 (Rupees Ten) each, to the persons specified herein below (herein referred to as an “Allottee” individually and the “Allottees” collectively) upon conversion of 31,13,000, Compulsorily Convertible Preference Shares of Rs. 10 (Rupees Ten) each held by the Allottees.

The name of the allottees and percentage of post preferential offer are:

Company	No. of CCPS	No. of Equity shares to be issued
Dexo Trading Pvt. Ltd.	110,000	1,100,000
Divya Vincom Pvt. Ltd.	100,000	1,000,000
Maanraj Merchants Pvt. Ltd.	1,060,000	10,600,000
Vandita Investments Pvt. Ltd.	725,000	7,250,000
Digvijay Tracon Pvt. Ltd.	53,000	530,000
Danta Vyapar Kendra Limited	865,000	8,650,000
S.K. Fintex Pvt. Ltd.	200,000	2,000,000
Total	3,113,000	31,130,000

RESOLVED FURTHER THAT

- a) The ‘Relevant Date’ under SEBI ICDR Regulations for the purpose of determination of issue price of the Equity Shares upon conversion of the CCPS shall be 8th February, 2019 being the date 30 days prior to the date of this Meeting (“Relevant Date”).
- b) The Equity Shares to be allotted pursuant to conversion of the CCPS shall be in dematerialised form and subject to lock-in as applicable under SEBI ICDR Regulations;
- c) The Equity Shares allotted pursuant to conversion of the CCPS shall be listed on National Stock Exchange (“NSE”) and BSE Limited (“BSE”) where the existing equity shares of the Company are previously listed.
- d) The Equity Shares to be issued upon conversion of CCPS shall be allotted within a period of 15 (fifteen) days from the date of this resolution, provided that where the allotment is pending on account of pendency of any regulatory, Stock Exchange or Government of India (GOI) approval(s), the allotment shall be completed within 15 (Fifteen) days of receipt of such approval(s);
- e) The conversion price is Rs.10 per equity shares, the price being not less than the price arrived in accordance with SEBI ICDR Regulations.

“**RESOLVED FURTHER THAT**, the Equity Shares to be allotted to the Allottees upon conversion, be listed on the BSE and NSE, and that the Board of Directors be and is hereby authorized to make the necessary applications and to take all such steps as may be necessary for and in connection with the listing of the Equity Shares to be allotted to the Allottees upon such conversion and admission of such Equity Shares with the depositories, i.e., National Securities Depository Limited, and/or Central Depository Services (India) Limited, and for the credit of such Equity Shares to be allotted upon conversion of Compulsorily Convertible Preference Shares to the demat account of the Allottees”.

“**RESOLVED FURTHER THAT**, for the purpose of giving effect to the aforesaid resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose including but not limited to execution of various deeds, documents, writings, agreements, and also to modify, accept, and give effect

to any modifications therein and the terms and conditions of the issue, as may be required by statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent from the shareholders”.

“**RESOLVED FURTHER THAT**, subject to applicable laws, the Board of Directors be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the company and to revoke and substitute such delegation from time to time, as deemed fit by the Board of Directors, to give effect to the aforesaid resolutions.”

Registered Office:

1, Crooked Lane
Kolkata-700 069

By Order of the Board
MSP STEEL & POWER LTD

Dated: 14th February, 2019

Shreya Kar
Company Secretary
Mem no.-A41041

NOTES:

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

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

All the documents referred in the accompanying notice will be available for inspection at the Registered Office of the Company between 10:00 a.m. and 2:00 p.m. on all working days till the date of ensuing Annual General Meeting

Corporate Members intending to send their authorized representatives to attend the Annual General meeting pursuant to section 113 the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with respective specimen signature of those representative(s) authorized under said resolution to attend and vote on their behalf at the meeting.

3. This Notice is being sent to all the Members, whose names appear in the Register of Members / Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 15th February, 2019.

4. All relevant documents referred to in the accompanying Notice are open for inspection by members at the Registered Office of the Company on all working days between 11.00 a.m. to 2.00 p.m. upto the date of this Meeting.
5. The route map showing directions to reach the venue of the EGM is annexed and forms part of the Notice.
6. Every member entitled to vote at the meeting shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during business hours between 11 a.m. to 6 p.m., provided that not less than 3 days notice in writing of the intention to inspect is given by the member to the Company. The instrument appointing proxy must be deposited at the corporate/registered office of the company not less than forty-eight hours before the commencement of the EOGM i.e by 10.00 am on 10th March, 2019.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from March 6th, 2019 to March 12th,2019, both days inclusive.
8. In compliance with Section 108 of the Companies Act, 2013, read with relevant rules made there under (as amended from time to time) and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 the Company has provided remote e-voting facility to the members through the electronic voting service facility provided by Karvy Computer Share Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote E-voting) . The Board for this purpose has appointed Ms. Swati Bajaj, a Practicing Company Secretary, Partner, PS & Associates, as Scrutinizer to scrutinize the voting at EOGM and remote e-voting process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for same purpose. The E-voting facility is commencing from 9th March,2019, 2018 (9:00 AM IST) to 11th March, 2019 (5:00 PM IST).
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 6th March,2019. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, shall only be entitled to avail the facility of remote e-voting or voting at EOGM through postal ballot, as the case may be. A person who is not a member on the cut-off date should consider this Notice as a information only without having any rights attached to in the voting of the EOGM.
10. In keeping view with Ministry of Corporate Affairs “Green Initiatives” measures and applicable provisions of Companies Act, 2013 read with Rules there under, the Company requests members who have not registered their e-mail address so far, to register their e-mail address for receiving all communications including Annual Report, notices etc from the Company electronically.

Ms. Shreya Kar,
Company Secretary,
16/S, Block-A, New Alipore
Kolkata-700053

M/s. Karvy Computershare Pvt. Ltd.
Share Registrar of the Company
46, Avenue 4, Street No. 1
Banjara Hills,
Hyderabad- 500 034

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit that PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA/Company.
12. Pursuant to Section 72 of the Companies Act, 2013 and the Rules made there under Shareholders may, at any time, nominate in the e-form SH-13, any person as his nominee in whom the securities shall vest in the event of his/her death. Member desirous of any cancellation/variation in the said nomination made can be done in form SH-14. The forms are available on Company's website.
13. Shareholders are also requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory demat mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate (If already complied with, please ignore this).
14. Members/Proxies Authorized Representatives should bring the duly filled attendance slips enclosed herewith for attending the meeting. Duplicate admission slips or copies of the Reports and Accounts will not be made available at the EOGM Venue.
15. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.mspsteel.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to Stock Exchanges and any other authorities, if required.
16. Pursuant to Section 88 of the Companies Act, 2013 the Register of Members is required to be maintained in form MGT-1. In this respect, members holding shares in physical form are requested to inform/update the following additional details to the RTA, **Karvy Computershare Pvt. Ltd.**, who have not yet updated.
 - a. E-mail id (of the first holder)
 - b. PAN
 - c. Unique Identification Number (AADHAR NO.)
 - d. Father's /Mother's/Spouse's Name
 - e. Occupation
 - f. In case the member is a minor, Name of the Guardian and date of birth of the Member
 - g. CIN (In case the member is a body corporate)

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

A. In case a Member receives an email from Karvy (for Members whose email Ids are registered with the Company/DPs) :

- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e. User id and password mentioned on the e-voting Form).
Your Folio No. / DP ID / Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii) After entering these details appropriately, click on "LOGIN".

- iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and one special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Vedanta Limited.
- vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under each of the heading of the resolution and cast your vote by choosing the “FOR / AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR / AGAINST” taken together shall not exceed your total shareholding as mentioned overleaf. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head. Option “FOR” implies assent to the resolution and “AGAINST” implies dissent to the resolution.
- viii) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- x) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- xi) A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email scrutinizervedlagm@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVEN NO.”

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

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

EVEN (E-Voting Event Number)	User ID	Password

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

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

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

Instructions for Web Check-In/ Attendance Registration:

1. Members are requested to tender their attendance slips at the registration counters at the venue of the EOGM and seek registration before entering the meeting hall.
2. To facilitate hassle free and quick registration/entry at the venue of the EOGM, the Company has provided a Web-Check to enter the hall directly without going through registration formalities.
3. The online registration will be available from 9th March, 2019 (9:00 AM IST) to 11th March, 2019 (5:00 PM IST) (i.e during e-voting period)

The Procedure for Web check-in is as follows:

1. Log on to <https://karisma.karvy.com> and click on “Web Checkin for General Meetings (AGM/EGM/CCM)”.
2. Select the name of the company: Name of the Company
3. Pass through the security credentials viz., DP ID/Client ID/Folio no. entry, PAN No & “CAPTCHA” as directed by the system and click on the submission button.
4. The system will validate the credentials. Then click on the “Generate my attendance slip” button that appears on the screen.
5. The attendance slip in PDF format will appear on the screen. Select the “PRINT” option for direct printing or download and save for the printing.

The Members are requested to carry their valid photo identity proof such as PAN, Voter ID, Passport, Driving License or ADDHAR Card along with the above attendance slip to enter the AGM hall.

Annexure to the Notice

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

Item No. 1

In terms of Section 62 of the Companies Act, 2013 read with the SEBI ICDR Regulations, the Preferential Issue requires approval of the Company’s members by way of a special resolution. The Board, therefore seeks approval of the members as set out in the notice, by way of a special resolution.

The Preferential Issue of the Equity Shares will be governed by the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, the Listing Regulations, the SEBI ICDR Regulations and other applicable laws.

The recognized stock exchange referred to above means, either of the BSE Limited (the “BSE”) or the National Stock Exchange of India Limited (the “NSE”) on which the Equity Shares of the Company are listed.

It may be noted that as per Chapter V of ICDR Regulations,2018, it is necessary to disclose the details of the Preferential Issue and certain other matters to the shareholders of the Company, while seeking their approval for issuing the Equity Shares on preferential basis. Hence, the relevant disclosures/details are given below:

- i) **Objects of the issue:** The equity shares are proposed to be allotted pursuant to conversion of CCPS held by both promoter group & non-promoter group.
- ii) **Intention of promoters, directors or key managerial personnel to subscribe to the offer:** - The entire offer is made to existing preference shareholders of the Company.
- iii) **Proposed time within which the preferential issue shall be completed:**
Pursuant to Regulation 170(1) of the ICDR Regulations, Equity Shares shall be allotted within a period of 15 days from the date of approval of the Members to the preferential issue. However where the allotment is pending on account of pendency of any regulatory, Stock Exchange or Government of India (GOI) approval(s), the allotment shall be completed within 15 (Fifteen) days of receipt of such approval(s).
- iv) **Basis for the price :** the conversion price of Rs.10 per equity share has been derived from the report taken from a Independent Valuer .
- v) **Relevant date:-** have been taken as February 8,2019
- vi) **Total number of securities to be issued, price or price band at/within which the allotment is proposed:** 3,113,000 6% Compulsorily Convertible Preference Shares of Rs.10 each issued at a premium of Rs.90/- per CCPS shall be converted into 31,130,000 Equity shares of Rs. 10 (Rupees Ten) each (**conversion price is Rs.10/- per share**)
- vii) The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees are as follows and the percentage of post preferential issue capital that may be held by them:

Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	No. of Equity Shares to be allotted	percentage of post preferential issue capital of the equity share
Dexo Trading Pvt. Ltd.	Promoter Group	Suresh Kumar Agrawal	1,100,000	0.64
Divya Vincom Pvt. Ltd.	Promoter Group	Suresh Kumar Agrawal Puran Mal Agrawal	1,000,000	0.24
Maanraj Merchants Pvt. Ltd.	Promoter Group	Suresh Kumar Agrawal Puran Mal Agrawal	10,600,000	2.54
Vandita Investment Pvt. Ltd.	Promoter Group	Suresh Kumar Agrawal Puran Mal Agrawal	7,250,000	1.74
Digvijay Tracon Pvt. Ltd.	Promoter Group	Suresh Kumar Agrawal Puran Mal Agrawal	530,000	0.13
Danta Vypaar Kendra Ltd.	Promoter Group	Nisha Agrawal Kiran Agrawal	8,650,000	2.07
S. K. Fintex Pvt. Ltd.	Non-Promoter	Kishan Dharuka	2,000,000	0.87

Change in control of the management: After the issue and allotment of the said equity shares, there would be no change in control of the control.

- viii) **Change in control, if any, in the Company consequent to the preferential issue:**
There will be no change in control of the Company pursuant to the issuance of equity shares by the Company upon conversion of CCPS.
- ix) **Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** the conversion price of Rs.10 per equity share has been derived from the report taken from a Independent Valuer .
- x) **Undertaking by the Company :**
- An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so is not required as the Company has been listed for a period of more than twenty six weeks prior to the relevant date, the provisions of Regulations 164(2) of the ICDR Regulations are not applicable.
 - An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees – As the equity shares of the Company are listed with the BSE Limited and the National Stock Exchange of India Limited for more than twenty six weeks, the same is not applicable to the Company.

xi) **Lock in**

The equity shares to be allotted upon conversion, shall be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of Chapter V of SEBI ICDR Regulations, 2018. The entire pre-preferential allotment shareholding of the allottees if any, shall be locked-in from the relevant date up to a period of six months from the date of the trading approval.

xii) **Auditor's Certificate**

A copy of the certificate of the Statutory Auditors certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations shall be placed before the Members of the Company at the EOGM and the same will be available for inspection by the Members at the Registered Office of the Company.

xiii) **The name of the allottees and percentage of post preferential offer are:**

Company	Category of Allottees (Promoter/Non-Promoter Group)	Pre Issue Equity holding	No. of CCPS	No. of Equity shares to be issued	Total post issue holding	% of holding post issue
Dexo Trading Pvt. Ltd.	Promoter Group	1,575,000	110,000	1,100,000	2,675,000	0.64
Divya Vincom Pvt. Ltd.	Promoter Group		100,000	1,000,000	1,000,000	0.24
Maanraj Merchants Pvt. Ltd.	Promoter Group		1,060,000	10,600,000	10,600,000	2.54
Vandita Investments Pvt. Ltd.	Promoter Group		725,000	7,250,000	7,250,000	1.74
Digvijay Tracon Pvt. Ltd.	Promoter Group		53,000	530,000	530,000	0.13
Danta Vyapar Kendra Limited	Promoter Group		865,000	8,650,000	8,650,000	2.08
S.K. Fintex Pvt. Ltd.	Non-Promoter	1,632,171	200,000	2,000,000	3,632,171	0.87

xiv) Shareholding pattern of Company before and after the preferential issue: the pre-allotment and Post-issue shareholding pattern of the Company, is as under:

Sr. No.	Category	Equity Shareholding pattern prior to conversion		Share holding pattern of Equity shares Post Conversion of CCPS	
		No of Shares	% of holding	No of Shares	% of holding
A	Promoter holding (A)				
1	Indian				
	Individual/HUF	2,023,240	0.52	2,023,240	0.49
	Bodies Corporates	158,382,285	41.09	187,512,285	45.02
	Sub Total	160,405,525	41.62	189,535,525	45.50
2	Foreign Promoters				
	Sub Total (A)	160,405,525	41.62	189,535,525	45.50
B	Non Promoter Holding (B)				
1	Institutional Investor	-	-	-	-
A	Insurance Companies	-	-	-	-
B	Mutual Funds	-	-	-	-
C	National Banks/Foreign Banks/Other Banks	-	-	-	-
D	Foreign Institutional Investors	-	-	-	-
E	Lenders Consortium/ Financial Institutions	128,833,034	33.43	128,833,034	30.93
	Sub Total	128,833,034	33.43	128,833,034	30.93
2	Non- Institutions				
A	Bodies Corporate	88,339,954	22.92	90,339,954	21.69
B	Directors & Relatives	-	-	-	-
C	Public	7,836,487	2.03	7,836,487	1.88
D	NRIs				
E	Any Other				
	Sub Total	96,176,441	24.95	98,176,441	23.57
	Sub Total (B)	225,009,475	58.38	227,009,475	54.50
	Grand Total	385,415,000	100.00	416,545,000	100.00

In terms of Sections 42, 55 and 62 of the Companies Act, 2013 and ICDR Regulations, approval of the Members by way of a Special Resolution is required to issue the Equity Shares by way of a preferential allotment on private placement basis. Hence, the Board of Directors recommends the resolution proposed at Item No.1 for your approval by way of a Special Resolution..

Registered Office:
1, Crooked Lane
Kolkata-700 069

By Order of the Board
MSP STEEL & POWER LTD

Dated: 14th February, 2019

Shreya Kar
Company Secretary
Mem no. A41041

**MSP STEEL & POWER LIMITED**

CIN: L27109WB1968PLC027399

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

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

Fax No. 033-23982239; Website: www.mspsteel.com; E-mail: contactus@mspsteel.com**FORM NO. MGT-11****PROXY FORM****[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member(s): _____

Registered Address: _____

E-mail Id: _____

Folio No./ Client Id*: _____

DP ID*: _____

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1.	Name	:	_____	Address	:	_____
	E-mail Id	:	_____	Signature	:	_____ or failing him/her
2.	Name	:	_____	Address	:	_____
	E-mail Id	:	_____	Signature	:	_____ or failing him/her
3.	Name	:	_____	Address	:	_____
	E-mail Id	:	_____	Signature	:	_____ or failing him/her

as my/our proxy to attend and vote (on ballot/poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Tuesday, March 12th, 2019 at 4:00 P.M. at Rotary Sadan, 94/2 Chowringhee Road, Kolkata - 700020, at 4:00 P.M and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No.	Resolutions	Optional*	
		For	Against
1.	Conversion of 6% Compulsorily Convertible Preference Shares ("CCPS") to Equity Shares and allotment of Equity Shares upon Conversion of CCPS		

Signed this ___ day of ___, 2019

Signature of the Shareholder _____

Signature of the Proxy holder (s) _____

Note:

This form of proxy in order to be effective should be duly completed and deposited at the registered corporate office of the Company, not less than 48 hours before the commencement of the Meeting.

-----x

**MSP STEEL & POWER LIMITED**

CIN: L27109WB1968PLC027399

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

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

Phn No.: 033-4005 7777; Website: www.mspsteel.com; E-mail: contactus@mspsteel.com**ATTENDANCE SLIP**

DP ID *	_____
Client ID*	_____

Folio No.	_____
No. of Shares	_____

*** Applicable for investors holding shares in electronic form****NAME OF THE SHAREHOLDER:** _____**(IN BLOCK LETTERS)**

I/we hereby record my presence at Extraordinary General Meeting of the Company to be held on Tuesday, March 12th, 2019 at 4:00 P.M. at Rotary Sadan, 94/2 Chowringhee Road, Kolkata - 700020, at 4:00 P.M

Signature of Shareholder / proxy

