



## MSP STEEL & POWER LIMITED

CIN: L27109WB1968PLC027399

Registered Office: South City Business Park, 10<sup>th</sup> Floor,

770, Anandapur, EM Bypass, Kolkata – 700107 (WB)

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

Phone No.: 033-4005 7777 Fax: 033-4005 7700

### NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting ("EGM") of MSP STEEL & POWER LIMITED will be held **on Friday 12<sup>th</sup> day of December, 2025 at 3:00 p.m. (IST)** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

#### Item No.1

#### Issue of convertible warrants on preferential allotment basis

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 23, 42, 62 and other applicable provisions, if any, of the Companies Act 2013 read with Companies (Prospectus and Allotment of Securities) Rules 2014 and the Companies (Share Capital and Debentures) Rules 2014 read with other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), the Memorandum of Association and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, and pursuant to other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time ("**Listing Regulations**"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended from time to time ("**ICDR Regulations**"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, to the extent applicable and receipt of other necessary approvals, permissions, sanctions and consents as may be required from the Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), Ministry of Corporate Affairs ("**MCA**"), pursuant to the provisions under the Foreign Exchange Management Act, 1999, as amended ("**FEMA**"), stock exchanges where the shares of the Company are listed and any other applicable authorities ("**Applicable Authorities**") and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) by any Applicable Authority, consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot up to 2,80,00,000 (Two Crores Eighty Lakhs) convertible warrants of face value of ₹10 (Rupees Ten) each at a price of ₹ 35/- (Indian Rupees Thirty Five only ) including a premium of up to ₹ 25/- (Indian Rupees Twenty Five Only) per warrant which is not less than the price determined in accordance with Chapter V of the ICDR Regulations, to following proposed allottees ("**Warrant Allottees**") who belong to the promoter group of the Company, aggregating to amount up to ₹ 98 Crores (Indian Rupees Ninety Eight Crores) by way of preferential allotment on a private placement basis, through a private placement offer letter in accordance with the provisions of Section 42 of the Companies Act 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, in accordance with the ICDR Regulations and other applicable laws.

Sr. No	Name of the Warrant Allottees	Category	No. of warrants to be issued
1.	M.A Hire Purchase Private Limited	Promoter Group	2,80,00,000



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**RESOLVED FURTHER THAT** in terms of the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of minimum price for the issue and allotment of warrants as mentioned above shall be 12<sup>th</sup> November, 2025 being the date 30 (thirty) days prior to the date of Extra-Ordinary General Meeting of the Company.

**RESOLVED FURTHER THAT** the convertible warrants being offered shall be allotted to the Warrant Allottees by way of a preferential issue/ private placement basis, inter-alia subject to the following:

- a. An amount equivalent to at least 25% of the Warrant Exercise Price shall be payable at the time of subscription and allotment of each Warrant, and the balance 75% of the Warrant Exercise Price shall be payable at the time of allotment of Equity Shares pursuant to exercise of the rights attached to the Warrants to subscribe to the Equity Share, at any time within 18 (eighteen) months from the date of allotment of the Warrants (**“Warrant Exercise Period”**).
- b. The amount paid against the Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares.
- c. The conversion of Warrants may be exercised by the Investors, in one or more tranches, at any time on or before the expiry of Warrant Exercise Period by remitting the balance 75% of the Warrant Exercise Price to the Company and issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
- d. The warrants shall be issued and allotted by the Company to Warrant Allottees within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the warrants is pending on account of pendency of any approval or permission by any Applicable Authority, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions, or such other extended period as may be permitted in accordance with ICDR Regulations, whichever is later.
- e. The equity shares allotted on conversion of the convertible warrants shall rank pari -passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- f. The warrants and the equity shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under applicable provisions of Chapter V of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
- g. In case the warrant holder does not apply for the conversion of the outstanding warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the warrants, then the amount paid on each of the outstanding warrants shall be forfeited and all the rights attached to the warrants shall lapse automatically.
- h. The warrants by themselves until exercise of conversion option and equity shares allotted, does not give to the warrant holder any rights with respect to that of the shareholders of the Company.



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- i. The issue of the warrants as well as equity shares arising from the exercise of the warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- j. The Warrant Exercise Price and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- k. The Company shall procure the listing and trading approvals for the equity shares to be issued and allotted to the warrant holders upon exercise of the warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws.
- l. The Preferential Allotment Price of ₹ 35/- (Rupees Thirty Five only) is not less than the floor price/minimum price determined in accordance with Chapter V of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (or Committee of the Board or any officer(s) authorized by the Board), be and is hereby severally authorized to agree, make and accept all such term(s), condition(s) and alteration(s) as it may deem fit, including condition(s), modification(s) and alteration(s) stipulated or required by any Applicable Authorities or by their bye-laws, rules regulations or guidelines and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubt that may arise in regard to such offer, issue and allotment of equity shares, to finalise and execute all agreements, documents and writings and to all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by this resolution, to any committee of directors or any other officer(s) of the Company to give effect to the aforesaid resolution.

Kolkata  
14<sup>th</sup> November, 2025  
**MSP Steel & Power Limited**  
Reg Office:  
Southcity Business Park  
10<sup>th</sup> Floor, Anandapur Road  
Kolkata 700107

*By order of the Board of Directors*

**Shreya Kar**  
Company Secretary  
Membership No.-41041



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

#### Item 1.

To meet the additional working capital requirements of the Company and increase the promoter share in the Company, General corporate purpose, repayment of existing loan, Capital expenditure for expansion, your company proposes to issue securities on preferential allotment basis.

The resolution proposed at item no. 1 of the accompanying notice relates to issuance of convertible warrants to the promoter group of the Company on a preferential basis and will therefore require approval of the members through special resolutions. The consent of the members is being sought pursuant to the provisions of the Companies Act, 2013 and the rules framed thereunder, SEBI LODR Regulations and ICDR Regulations.

The offer for the proposed allotments of Warrants shall be made by way of a common offer letter to the Proposed Warrant Allottee as listed below:

Sr. No	Proposed Warrant Allottee	Number of Warrants	Category
1.	M.A Hire Purchase Private Limited	2,80,00,000	Promoter Group

**The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 62 read with the Companies (Share Capital and Debentures) Rules, 2014 and the ICDR Regulations:**

- The objects of the issue:** To meet the additional working capital requirements of the Company and increase the promoter share in the Company, General corporate purpose, repayment of existing loan, Capital expenditure for expansion.
- The total number of convertible warrants to be issued:**  
2,80,00,000 (Two Crores Eighty Lakhs) convertible warrants to investors in the promoter group category as following:

Sr.	Name & Pan of Proposed Allottees	Address	No. of Convertible Warrants proposed to be issued
1.	M.A.Hire Purchase Private Limited PAN: AAFCM9316H	1, Crooked Lane, Ground Floor Room No. G2, Kolkata - 700069, India	2,80,00,000

- The price or price band at which the allotment is proposed:** ₹ 35 per convertible warrant in terms of SEBI (ICDR) Regulations, 2018, as amended, including a premium of up to ₹ 25/- (Indian Rupees Twenty Five Only) per warrant which is not less than the price determined in accordance with Chapter V of the ICDR Regulations.
- Basis on which the price has been arrived at:** The Equity Shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Ltd. In terms of regulation 164(5) of the ICDR Regulations, 2018, the shares of the Company are frequently traded on National Stock Exchange India Limited (NSE) and BSE; therefore, the Warrants will be allotted in accordance with the price determined in terms of Regulation 164(1) of the ICDR Regulations, 2018. In terms of Regulation 164(1), if the equity shares have been listed for



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a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted shall not be less than higher of:

- a) 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b) 10 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date.

**“Stock Exchange”** for this purpose shall mean any of the recognised stock exchange(s) in which the equity shares of the company are listed and in which the highest trading volume in respect of the equity shares of the company has been recorded during the preceding 90 days prior to the relevant date.

**“Frequently traded shares”** means the shares of the Company, in which the traded turnover on any recognised stock exchange during the 240 trading days preceding the relevant date, is at least 10% of the total number of shares of such class of shares of the issuer.

Equity Shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Ltd. (BSE) and are frequently traded at both the Stock Exchange(s). Accordingly, the minimum issue price has been calculated on the basis of trading at NSE at which highest trading volume in respect of equity shares of the company has been recorded during the 240 trading days preceding the relevant date.

Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the Issue Price has been computed at ₹ 35/- per warrant, including premium of ₹ 25/- per warrant.

A certificate has been obtained from Practicing Company Secretary and a copy of the certificate shall be placed before the shareholders certifying that the issue is being made in accordance with the requirements of SEBI regulations.

5. **The relevant date on the basis on which price has been arrived at:** 12<sup>th</sup> November, 2025, being the date 30 days prior to date of shareholders’ approval at EGM.
6. **The class or classes of person to whom the allotment is proposed to be made:** Convertible warrants being issued to private company/investors forming part of the “Promoter Group Category”.
7. **Intention of promoters, directors or Key Managerial Personnel to subscribe the offer:** M/s. M.A.Hire Purchase Private Limited of promoter group have expressed their intention to subscribe to total 2,80,00,000 convertible warrants.
8. **The proposed time within which the offer shall be completed:** As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority /Stock Exchange or the Central Government, within 15 days from the date of such approval(s), or such other extended period as may be permitted in accordance with ICDR Regulations, as amended from time to time, whichever is later as the case may be.



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9. **The name of the proposed allottee, the identities of the persons who are the ultimate beneficial owners of the shares and/ or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control:**

### Shareholding after conversion of warrants:

Name of the Proposed Allottees	Category	Natural persons who are the ultimate beneficial owners	Pre-Issue Shareholding		No. of Warrants to be allotted	Post Issue shareholding#	
			Nos of Shares	% of Share-holding		Nos of Shares	% of Share-holding
M.A.Hire Purchase Private Limited	Promoter Group	Mr. Saket Agrawal; Mr. Suresh Kumar Agrawal and Mr. Pranay Agarwal	1,29,65,000	2.287%	2,80,00,000	4,09,65,000	6.887%

#The proposed number of equity shares upon conversion of warrants includes the new 2,80,00,000 warrants proposed to be issued under this preferential allotment.

Total shareholding after Issue of equity shares on conversion of warrants directly have been considered in this table.

10. **Change in control, if any:** The Board of Directors of the Company would not be changed post allotment.
11. **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:** No issue during this current financial year.

Name of the Allottees	Preferential Allotment of convertible warrants made	No. of warrants converted into equity shares during the year	Price
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Not Applicable

12. **The pre-issue and post-issue shareholding pattern of the Company will be as below:** (after conversion of all outstanding warrants)



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Sr. No	Category	Pre-Issue		Post-Issue	
		No. of Equity Shares Held	% of Equity holding	No. of Equity shares held	% of Equity holding
<b>A</b>	<b>PROMOTERS' HOLDING</b>				
1	Indian				
i	Individual	20,23,240	0.357	20,23,240	0.340
ii	Bodies Corporate	19,77,26,090	34.885	22,57,26,090	37.950
	<b>Sub-Total</b>				
2	Foreign Promoters	-	-	-	-
	<b>Sub-Total (A)</b>	<b>19,97,49,330</b>	<b>35.242</b>	<b>22,77,49,330</b>	<b>38.290</b>
<b>B</b>	<b>NON-PROMOTERS' HOLDING</b>				
1	Institutional Investors	-	-		
2	Non-Institution	-	-		
3	Private corporate bodies	18,24,10,847	32.183	18,24,10,847	30.668
4	Directors and relatives	-	-		-
5	Indian public	18,32,26,707	32.327	18,32,26,707	30.805
6	Others (including NRIs)	14,09,761	0.249	14,09,761	0.237
	<b>Sub-total (B)</b>	<b>36,70,47,315</b>	<b>64.758</b>	<b>36,70,47,315</b>	<b>61.710</b>
	<b>GRAND TOTAL (A) + (B)</b>	<b>56,67,96,645</b>	<b>100.000</b>	<b>59,47,96,645</b>	<b>100.000</b>

### 13. Identity of the ultimate beneficial owners of the proposed allottees and /or the persons who ultimately control the proposed allottees:

Sr. No	Proposed Allottee	Ultimate Beneficial Owner
1.	M.A.Hire Purchase Private Limited	Mr. Saket Agrawal; Mr. Suresh Kumar Agrawal and Mr. Pranay Agarwal

### 14. Additional information pursuant to Regulation 164 of the SEBI ICDR Regulations:

The resolutions proposed for members' approval in relation to preferential issuance will require votes casted in favour of the resolutions from shareholders in the public category to be more than the number of votes cast against the resolutions to avail exemption from the open offer.

### 15. Undertaking to re - computation of Issue Price:

If required, the Company shall re-compute the issue price of the Warrants mentioned above in accordance with the ICDR Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottees, the warrants allotted to the said proposed allottees shall continue to be locked-in till the time such amounts are paid.



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### 16. Compliance Certificate:

A copy of the certificate issued by the practicing Company Secretary shall be placed before the shareholders certifying that the issue is being made in accordance with the requirements of SEBI (ICDR) regulations, 2018 and the same has been made available on the website of the Company at: <https://www.mspsteel.com/investors/general-meeting> pursuant to regulation 163(2) of the SEBI ICDR Regulations. The certificate is also available on the Company's website

### 17. Disclosure regarding wilful defaulter or fraudulent borrower

In terms of Regulation 163(1)(i) of the SEBI ICDR Regulations, we hereby declare that none of the promoters or directors of the Company is wilful defaulter or fraudulent borrower.

### 18. Additional information in relation to the issuance of Convertible Warrants

In terms of Regulation 163(1) of the SEBI ICDR Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement.

#### The salient features of the preferential issue of Convertible Warrants are:

- I. The "Relevant Date" as per the ICDR Regulations for determining the minimum price for the preferential issue of Convertible warrants is 12<sup>th</sup> November, 2025, which is a date 30 days prior to the date on which the resolution is deemed to be passed
- II. The Convertible warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.
- III. In case the option to subscribe to equity shares against such convertible warrants is not exercised by the Proposed Allottee within 18 months, the consideration paid by such Allottee in respect of such convertible warrants shall be forfeited by the Company.
- IV. The Convertible Warrants and the equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis shall remain locked-in from such date and for such periods as specified under Chapter V of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee(s), if any, shall be locked-in terms of applicable provisions of Regulation 167 of SEBI ICDR Regulations; and
- V. The equity shares allotted on exercise of Convertible Warrants shall rank *pari-passu* in all respects (including with respect to voting rights and dividend), with the then existing fully paid up equity shares of the Company.

### 19. Relevant date with reference to which the issue price has been arrived.

The "Relevant Date" in terms of Regulation 161 of the ICDR Regulations for determination of minimum price is ₹ 35/- (Indian Rupees Thirty Five only) including a premium of up to ₹ 25/- (Indian Rupees Twenty Five Only) per warrant being a date which is 30 (Thirty) days prior to the date of passing of special resolution at EGM.

Kolkata

**14<sup>th</sup> November, 2025**

**MSP Steel & Power Limited**

Reg Office:

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**Kolkata 700107**

*By order of the Board of Directors*

**Shreya Kar**

*Company Secretary*

*Membership No.-41041*





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### VOTING INSTRUCTIONS

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.mspsteel.com](http://www.mspsteel.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

**The remote e-voting period begins on 09<sup>th</sup> December 2025 at 09:00 A.M. and ends on 11<sup>th</sup> December 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting**



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**thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 05<sup>th</sup> December 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 05<sup>th</sup> December 2025.**

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>



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	<ol style="list-style-type: none"><li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 hold 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>5. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"><div style="text-align: center;"> <b>App Store</b></div><div style="text-align: center;"> <b>Google Play</b></div></div> <div style="display: flex; justify-content: space-around; align-items: center;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>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 users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on</li></ol>



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	<a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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. NSDL and CDSL.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911



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### **B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

#### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL



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account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [swati@bajajfodi.in](mailto:swati@bajajfodi.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts



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to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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.contact@mspsteel.com](mailto:investor.contact@mspsteel.com) or [shreya.kar@mspsteel.com](mailto:shreya.kar@mspsteel.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor.contact@mspsteel.com](mailto:investor.contact@mspsteel.com) or [shreya.kar@mspsteel.com](mailto:shreya.kar@mspsteel.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step **1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.



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### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [investor.contact@mspsteel.com](mailto:investor.contact@mspsteel.com) or [shreya.kar@mspsteel.com](mailto:shreya.kar@mspsteel.com). The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [shreya.kar@mspsteel.com](mailto:shreya.kar@mspsteel.com) or [company.secretary@mspsteel.com](mailto:company.secretary@mspsteel.com) latest by **5.00 p.m. (IST) on Friday 05<sup>th</sup> December 2025**. Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
7. Shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.