

- f) You need to login again with the new credentials.
- g) On successful login, the system will prompt you to select the EVENT i.e., MSP Steel & Power Limited
- h) On the voting page, the number of shares as held by the shareholder as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click “FOR” / Against as the case may be. You are not required to cast all your votes in the same manner.
- i) Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- j) Cast your vote by selecting an appropriate option and click on SUBMIT. 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, shareholders can login any number of times till they have voted on the resolution.
- k) 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. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at [swatibajaj@psassociates.in](mailto:swatibajaj@psassociates.in)
- l) Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- m) 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 <http://evoting.karvy.com> or contact Karvy Computershare Pvt Ltd at Tel No. 1800 345 4001 (toll free).
- n) It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- o) The results of e-voting will be announced by the Company in its website and also informed to the Exchange.
7. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form sent along with the email or from the ‘Investor Relation tab’ on the website of the Company [www.mspsteel.com](http://www.mspsteel.com) or seek duplicate Postal Ballot Form from the Company fill in the details and send the same to the Scrutinizer.
8. The voting through e-voting facility and through Postal Ballot Form shall commence from 10.00 a.m. on 07.06.2014 and shall end at 6.00 p.m. on 07.07.2014. Therefore, the shareholders are requested to kindly cast their votes well within the aforesaid period. Any postal ballot form/E-voting received after 6 p.m. on 07.07.2014 shall be treated as invalid and shall be ignored.
9. The notice is being dispatched /emailed to all the members whose names appear on the register of members/list of beneficial owners as received from the NSDL/CDSL on 23rd May, 2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the same date.
10. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman latest by 14th July 2014. The result of the Postal Ballot (includinge-voting) will be announced by Mr. Puranmal Agrawal, Chairman, and in his absence, Mr. Saket Agrawal, Director of the Company on 14th July 2014 at 3.00 P.M. at the Corporate Office of the Company and it will be posted on the website of the Company at [www.mspsteel.com](http://www.mspsteel.com) besides communicating to the Stock Exchanges concerned where the Company’s shares are listed.
11. In the event the proposed resolutions are approved by requisite majority of shareholders by means of Postal Ballot, the date of declaration of results shall be deemed to be the date of passing of the said resolutions.

**EXPLANTORY STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

**ITEM NO. 1**

The Board of Directors of your company has undertaken to set up additional infrastructure & improve existing processes. Further the Board has decided to set up Rolling and Structural Mill at the existing plant site. The Board requires infusion of funds for its expansion plans, to augment its working capital requirement and for the abovementioned projects.

To accommodate the above requirement of funds/resources, the Board of Directors at their meeting held on 24th April, 2014 proposed to increase authorized share capital .Your consent is hereby sought under section 13 & 61 of the Company’s Act, 2013 for increasing the share capital from Rs. 117,00,00,000/- (Rupees One Hundred and Seventeen Crores Only) divided into 9,60,00,000 Equity shares of Rs.10/- amounting to Rs. 96,00,00,000 (Rupees Ninety Six crores) and 2,10,00,000 6% Non Cumulative Redeemable Preference Shares of Rs. 10/- each amounting to Rs. 21,00,00,000 (Rupees Twenty One Crores only) to Rs. 132,00,00,000/- (Rupees One Hundred & Thirty Two Crore Only) divided into 9,60,00,000 (Nine Crore Sixty Lacs ) equity shares of Re.10/- (Rupees Ten) each & 3,60,00,000/-(Three Crore Sixty Lac) 6% Non Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each.

The alterations proposed in the Memorandum and Articles of Association of the Company are consequential to reflect the increase of the Authorized Share Capital of the Company.

Hence, the Board recommends the said resolution for your approval as Special Resolution. None of the Directors, key managerial personnel and their relatives are considered to be concerned or interested in the said Resolution.

**ITEM NO. 2**

M/s. B. Chhawchharia & Co., Statutory Auditor of the Company has resigned from the post of Statutory Auditor on 02.04.2014 thereby causing Casual Vacancy in the post of the Statutory Auditor of the Company.

The Board places on record its appreciation for the services rendered by M/s. B. Chhawchharia & Co., Chartered Accountants as the statutory auditors of the Company.

Accordingly the Board of Directors of the Company after considering the recommendations of the Audit Committee at its meeting held on 24.04.2014 appointed M/s Sunil Kumar Agrawal & Associates, Chartered Accountants, as auditor of the Company u/s 139 (8) (i) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and who shall hold office upto the conclusion of the next Annual General Meeting of the Company.

M/s. Sunil Kumar Agrawal & Associates, Chartered Accountants, have expressed their willingness to act as the statutory auditors of the Company and have further confirmed that their appointment, shall be in accordance with the conditions as may be prescribed under the Companies Act, 2013. A certificate u/s 141 of the Companies Act, 2013 has been obtained from the said auditor.

Members' approval is accordingly being sought as ordinary resolution for the confirmation of appointment of M/s. Sunil Kumar Agrawal & Associates, Chartered Accountants of the Company to hold office until the conclusion of the next annual general meeting at remuneration to be mutually decided.

None of the Directors, key managerial personnel and their relatives are considered to be concerned or interested in the said Resolution.

By Order of the Board  
For **MSP STEEL & POWER LIMITED**

Sd/  
**Ruchi Garg**  
**COMPANY SECRETARY**

**Place : Kolkata**  
**Dated : 30th Day of May, 2014**

**MSP STEEL & POWER LIMITED**

CIN: L27109WB1968PLC027399

Registered Office :1, Crooked Lane, Kolkata – 700 069 (West Bengal)

Email ID : [contactus@mspsteel.com](mailto:contactus@mspsteel.com), Website : [www.mspsteel.com](http://www.mspsteel.com), Phone : +91 - 33 4005 7777

**POSTAL BALLOT FORM**

Postal Ballot No. :

1. Name and Registered Address of the sole / first named Shareholder :

2. Name(s) of the Joint Shareholder(s) if any :

3. Ledger Folio/DPID & Client ID No. :

4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the business stated in the notice dated 30th May 2014 of the Company by sending my/our assent/dissent to the said resolution by placing (✓) mark at the appropriate box below:

| Sr.No. | Description                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | No. of Shares | I/We assent to the Resolution (FOR) | I/We dissent to the Resolution (AGAINST) |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|-------------------------------------|------------------------------------------|
| 1      | Special Resolution under Section 13, 61, of the Companies Act, 2013 for alteration of authorized share capital of the Company by increasing from Rs. 117,00,00,000 to Rs. 132,00,00,000 and accordingly clause V of the memorandum be changed.                                                                                                                                                                                                                                   |               |                                     |                                          |
| 2      | Ordinary Resolution under section 139 of the Companies Act, 2013 for appointing M/s Sunil Kumar Agrawal & Associates, Chartered Accountants as the Statutory Auditors of the Company w.e.f Board Meeting held on 24.04.2014 and that they shall hold the office of the statutory auditors of the Company until the conclusion of the ensuing Annual General Meeting, and that they shall, inter alia, conduct the statutory audit for the financial year ended 31st March, 2014. |               |                                     |                                          |

Date :

Place :

\_\_\_\_\_  
Signature of the Shareholder(s)

| Electronic Voting Particulars |         |              |
|-------------------------------|---------|--------------|
| EVEN (E- Voting Event Number) | USER ID | PASSWORD/PIN |
|                               |         |              |

Notes:

- (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- (ii) Last date for receipt of Postal Ballot Form: July 07, 2014 (6.00 pm)
- (iii) Please read the instructions printed overleaf carefully before exercising your vote.

## INSTRUCTIONS

### General Instructions

- Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through physical postal ballot shall be considered and vote cast through e-voting shall be treated as invalid.
- The notice of Postal Ballot/ E-voting is dispatched/e-mailed to the members whose names appear on the Register of Members as on May 23, 2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.
- Voting in the Postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.

### Instructions for voting physically by Postal Ballot Form

- A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Ms. P.S. & Associates, Practicing Company Secretaries in the enclosed self-addressed and pre-paid envelope.
- The self addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Company.
- This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
- In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- The consent must be accorded by recording the assent in the column ‘FOR’ or dissent in the column ‘AGAINST’ by placing a tick mark (v) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- There will be one Postal Ballot Form for every folio / Client id irrespective of the number of joint holders.
- Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 6.00 p.m. on July 07, 2014. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received.
- A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No. 8 above.
- Member are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form excepting giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
- The Scrutinizer’s decision on the validity of a Postal Ballot/ E-voting will be final and binding.
- Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
- The result of the Postal Ballot/ E-voting will also be posted on the website of the Company www.mspsteel.com and also in the newspaper(s) for the information of the Members.

### Instructions for Electronic Voting (e-voting):

The Company is pleased to offer e-voting facility as an alternate for its members to enable them to cast their votes electronically instead of casting votes through Postal Ballot Form. The procedures and instructions for the same are as follows:

- To use the following URL for e-voting:  
From Karvy website : <http://evoting.karvy.com>
- Shareholders of the Company holding shares either in physical form or in dematerialized form, as on May 23, 2014, the cut off date may cast their vote electronically.
- Enter the login credentials i.e., user id and password mentioned below the Postal Ballot Form. Your Folio No/DP ID Client ID will be your user ID.
- After entering the details appropriately, click on LOGIN.
- You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT i.e., MSP Steel & Power Limited
- On the voting page, the number of shares as held by the shareholder as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click “FOR” / Against as the case may be. You are not required to cast all your votes in the same manner.
- Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- Cast your vote by selecting an appropriate option and click on SUBMIT. 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, shareholders can login any number of times till they have voted on the resolution.
- 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. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at [swatibajaj@psassociates.in](mailto:swatibajaj@psassociates.in)
- Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- The Portal will be open for voting from : 10 A.M. on June 07, 2014 to 6 P.M. on July 07, 2014.
- 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 <http://evoting.karvy.com> or contact Karvy Computershare Pvt Ltd at Tel No. 1800 345 4001 (toll free).
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- The results of e-voting will be announced by the Company in its website and also informed to the Exchange.

## **MSP STEEL & POWER LIMITED**

CIN: L27109WB1968PLC027399

Registered Office : 1, Crooked Lane, Kolkata – 700 069 (West Bengal)

Email ID : [contactus@mspsteel.com](mailto:contactus@mspsteel.com), Website : [www.mspsteel.com](http://www.mspsteel.com), Phone : +91 - 33 4005 7777

### **NOTICE OF POSTAL BALLOT/ E-VOTING**

#### **[Pursuant to Section 110 of the Companies Act, 2013]**

**NOTICE IS HEREBY GIVEN** pursuant to Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 that the Company is seeking consent of its members in respect of Special Businesses, which it proposes to pass through Postal Ballot.

#### **Special Business:**

##### **ITEM NO. 1**

To consider and, if thought fit to pass, to give assent or dissent to the following resolutions as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 13, 61 and other applicable provisions if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded for alteration in clause V of the Memorandum of Association of the Company, the Authorised Share Capital of the Company be increased from Rs. 117,00,00,000/- (Rupees One Hundred & Seventeen Crore Only) divided into 9,60,00,000 (Nine Crore Sixty Lacs ) equity shares of Re.10/- (Rupees Ten) each & 2,10,00,000/- (Two Crore Ten Lac) 6% Non Cumulative redeemable preference shares of Rs. 10/- (Rupees Ten) each to Rs. 132,00,00,000/- (Rupees One Hundred & Thirty Two Crore Only) divided into 9,60,00,000 (Nine crore Sixty Lacs ) equity shares of Rs.10/- (Rupees Ten) each & 3,60,00,000/- (Three Crore Sixty Lac) 6% Non Cumulative redeemable preference shares of Rs. 10/- (Rupees Ten) each and accordingly clause V of the Memorandum of Association of the Company shall now be read as follows:

V. The authorised share capital of the Company is Rs. 1,32,00,00,000/- (Rupees One Hundred & Thirty Two Crores Only)divided into 9,60,00,000 ( Nine Crore Sixty Lacs) Equity shares of Rs.10/- each amounting to Rs. 96,00,00,000/-(Rupees Ninety Six Crores) and 3,60,00,000 (Three Crore Sixty Lacs) 6% Non Cumulative Redeemable Preference Shares of Rs. 10/- each amounting to Rs. 36,00,00,000 (Rupees Thirty Six Crores Only) with rights privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential right, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such right, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company or as may be permitted by the Companies Act, 2013.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board of Directors of the Company and the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things as may be necessary in this respect including filing necessary forms with the Registrar of Companies all other statutory bodies and stock exchanges as may be required.”

##### **ITEM NO. 2**

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 139 (8) (i) and other applicable provisions, if any, of the Companies Act, 2013, M/s Sunil Kumar Agrawal & Associates, Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy w.e.f. Board Meeting held on 24.04.2014 caused due to the resignation of M/s. B. Chhawchharia & Co., Chartered Accountants and that they shall hold the office of the statutory auditors of the Company until the conclusion of the ensuing Annual General Meeting, and that they shall, inter alia, conduct the statutory audit for the financial year ended 31st March, 2014.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to fix the remuneration of Auditors for the aforesaid period.”

By Order of the Board  
For **MSP STEEL & POWER LIMITED**

Sd/  
**Ruchi Garg**  
**COMPANY SECRETARY**

**Place : Kolkata**

**Dated : 30th Day of May, 2014**

#### **NOTES:**

- An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, read with 110 of the Companies Act, 2013 are annexed hereto and forms part of the notice along with a Postal Ballot Form (hereinafter called as the “Form”) for your consideration.
- In terms of Section 110 of the Companies Act, 2013 read with Rule 22 and other applicable rules of the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the item of business set out in the Notice above are sought to be passed by postal ballot including e-voting facility as an alternate for our members.
- The shareholders can opt for only one mode of voting i.e. either by sending postal ballot form or e-voting. If you are opting for e-voting, then do not vote by postal ballot form also and vice versa. However, in case shareholders cast their vote by postal ballot form and e-voting then voting done through valid Postal Ballot form shall prevail and voting done by e-voting will be treated as invalid.
- The Board of Directors at its meeting held on 30.05.2014 has appointed M/s. P.S & Associates, Practising Company Secretaries, Kolkata, as the Scrutinizer for conducting the Postal Ballot/ e-voting process in accordance with the law and in a fair and transparent manner.
- Members are requested to carefully read the instructions printed in the attached Postal Ballot Form. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer at 225D, A.J.C.Bose Road, 3rd Floor, Kolkata -700020 as to reach the Scrutinizer before the close of working hours (6 P.M) on or before 7th July, 2014.
- Pursuant to Section 110 of Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, it is mandatory to extend to the Members of the Company, the facility to vote by electronic means. Members of the Company can transact all the items of the businesses through electronic voting system as contained in the Notice of the Meeting.

The instruction for e-voting are as under:

- To use the following URL for e-voting:  
From Karvy website : <http://evoting.karvy.com>
- Shareholders of the Company holding shares either in physical form or in dematerialized form, as on 23rd May, 2014, the cut off date may cast their vote electronically.
- Enter the login credentials i.e., user id and password mentioned below the Postal Ballot Form. Your Folio No/DP ID Client ID will be your user ID.
- After entering the details appropriately, click on LOGIN.
- You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it.