

SPS STEELS ROLLING MILLS LIMITED

Diamond Prestige, 41A, A.J.C. Bose Road, 7th Floor, Suite No. 701, Kolkata – 700017

CIN: L51909WB1981PLC034409

E-mail: compliance@shakambhargroup.in

Notice of Annual General Meeting

NOTICE is hereby given that the **41st Annual General Meeting** (AGM) of the members of **SPS STEELS ROLLING MILLS LIMITED** ("the Company") will be held on Thursday, August 31, 2023 at 3:30 P.M. Indian Standard Time (IST) at the Registered Office of the Company at Diamond Prestige, Suite No. 701, 7th Floor, 41A, A.J.C Bose Road, Kolkata-700017 to transact the following businesses:

ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

- 1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023 together with the reports of Auditors thereon and Board of Directors**

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2023, together with the report of Auditors thereon, be and are hereby received, considered and adopted."

- 2. To re-appoint Mr. Deepak Kumar Agarwal as a Director, liable to retire by rotation**

"RESOLVED THAT Mr. Deepak Kumar Agarwal (DIN 00646153), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

- 3. To ratify remuneration to be paid to M/s Sohan Lal Jalan & Associates, Cost Accountants as Cost Auditors of the Company for the financial year ending 2023-24.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, as approved by the Board upon recommendation of the Audit Committee, to be paid to M/s Sohan Lal Jalan & Associates, Cost Accountants (Firm registration no. 000521) as Cost Auditors of the Company for conducting the cost audit for financial year 2023-24, be and is hereby ratified, confirmed and approved."

4. Payment of remuneration to Non-Executive Directors (including Independent Directors) of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules framed thereunder, Regulation 17(6) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company, such other approval(s), permission(s) and sanction(s) as may be necessary, in addition to the sitting fees and reimbursement of expenses for attending the Meetings of the Board of Directors and Committees thereof, and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for payment of remuneration to the Non-Executive Directors (including Independent Directors) of the Company, appointed from time to time, of such amount up to a limit of Rs. 20,00,000/- (Rupees twenty lakhs only) per Non-Executive Director (including Independent Directors), per annum, effective 1st April, 2023, which may exceed 1% or 3% of the net profits of the Company, as the case may be, computed as per Section 198 of the Act, payable in such form and manner as the Board of Directors of the Company may from time to time determine;

RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the Company may pay the above remuneration to its Non-Executive Director (including Independent Directors) as minimum remuneration, for a period not exceeding three years or such other period as may be statutorily permitted subject to receipt of the requisite approvals;

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including to seek all necessary approvals to give effect to this Resolution, to sign and execute all deeds, applications, documents, papers, forms and writings that may be required, for and on behalf of the Company, to settle all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such steps and decisions in this regard to give effect to this Resolution and for the matters connected therewith or incidental thereto.”

5. Appointment of Mr. Pranab Sarkar (DIN 10195531) as an Independent Director

To consider and, if thought fit, to pass, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder, and Regulations 16, 25(2A) and other relevant applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Pranab Sarkar (DIN 10195531), who was appointed as an Additional Director in the capacity of Independent Director with effect from August 01, 2023, and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company with effect from August 1, 2023 to July 31, 2028 (both days inclusive), not liable to retire by rotation, on such terms and conditions as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT any of the Directors and / or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient, or desirable in order to give effect to this resolution.

6. Appointment of Mr. Vikrant Ranjan as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company, Mr. Vikrant Ranjan (DIN: 06954394) who was appointed as an Additional (Non-Executive Non-Independent) Director of the Company w.e.f. May 30, 2023 and who holds office until the date of the next annual general meeting in terms of Section 161 of the Act and in respect of whom the Company has received notices in writing from members under Section 160 of the Act, signifying their intention to propose Mr. Vikrant Ranjan as a candidate for the office of a director of the Company, be and is hereby appointed as a Director (Non-Executive Non-Independent) of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorised to re-designate the said Director as it may deem fit to confer upon him from time to time and to settle any question or difficulty in connection herewith and incidental hereto"

7. To approve material related party transaction(s) with Shakambhari Ispat & Power Limited

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), the applicable

provisions of the Companies Act, 2013 ("Act") and the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company, the Company's Policy on Related Party Transactions, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the Members of the Company be and is hereby accorded for entering into/ undertaking the transaction(s) by the Company with Shakambhari Ispat & Power Limited (a "Related Party" within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations):

- i. in relation to purchase/sale of iron ore, manganese ore, coke, dolomite, ferro alloys, sponge iron, wire rod, TMT Bar, slab/billets/blooms, coal/ coke/DRI/ pellets/pig iron/stores, spares and consumables/capital equipment/fixed assets/ by product and other allied steel products on requirement basis, availing of working capital loan/advances and providing and availing of services for conversion of products / materials, shared services and obtaining/rendering of lease on office space and use of the brand owned by Shakambhari Ispat & Power Limited by the Company, and the use of the brand owned by the Company by Shakambhari Ispat & Power Limited including transactions as set out in the explanatory statement to this Item, for the period beginning 01 April 2023 till 31 March 2024, and upto to a maximum aggregate value of INR 2,000 crores (Rupees Two Thousand Crores Only);

in the ordinary course of business of the Company and at arm's length basis in accordance with the provisions of Section 177, 188 and other applicable provisions, if any, of the Act and the rules made thereunder on such terms and conditions as detailed in the explanatory statement to this Resolution, and as may be mutually agreed between the Company and Shakambhari Ispat & Power Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

8. To approve material related party transaction(s) with Shakambhari Ispat & Power Limited

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") and the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company, the Company's Policy on Related Party Transactions, basis the approval and recommendation of the Audit

Committee and the Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the Members of the Company be and is hereby accorded for entering into/ undertaking the transaction(s) by the Company with Shakambhari Ispat & Power Limited (a "Related Party" within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations):

- i. in relation to purchase/sale of iron ore, manganese ore, coke, dolomite, ferro alloys, sponge iron, wire rod, TMT Bar, slab/billets/blooms, coal/ coke/DRI/ pellets/pig iron/stores, spares and consumables/capital equipment/fixed assets/ by product and other allied steel products on requirement basis, availing of working capital loan/advances and providing and availing of services for conversion of products / materials, shared services and obtaining/rendering of lease on office space including transactions as set out in the explanatory statement to this Item, for the period beginning 01 April 2024 till 31 March 2025, and upto to a maximum aggregate value of INR 2,000 crores (Rupees Two Thousand Crores Only);

in the ordinary course of business of the Company and at arm's length basis in accordance with the provisions of Section 177, 188 and other applicable provisions, if any, of the Act and the rules made thereunder on such terms and conditions as detailed in the explanatory statement to this Resolution, and as may be mutually agreed between the Company and Shakambhari Ispat & Power Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

9. To approve material related party transaction(s) with Bravo Sponge Iron Private Limited

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") and the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company, the Company's Policy on Related Party Transactions, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the Members of the Company be and is hereby accorded for entering into/ undertaking the transaction(s) by the Company with Bravo Sponge Iron Private Limited (a "Related Party" within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations):

- i. in relation to purchase/sale of iron ore, manganese ore, coke, dolomite, ferro alloys, sponge iron, wire rod, TMT Bar, slab/billets/blooms, coal/ coke/DRI/ pellets/pig iron/stores, spares and consumables/capital equipment/fixed assets/ by product and other allied steel products on requirement basis, availing of working capital loan/advances and providing and availing of services for conversion of products / materials, shared services and obtaining/rendering of lease on office space and use of brand owned by the Company by Bravo Sponge Iron Private Limited including transactions as set out in the explanatory statement to this Item, for the period beginning 01 April 2023 till 31 March 2024, and upto to a maximum aggregate value of INR 1,000 crores (Rupees One Thousand Crores Only);

in the ordinary course of business of the Company and at arm's length basis in accordance with the provisions of Section 177, 188 and other applicable provisions, if any, of the Act and the rules made thereunder on such terms and conditions as detailed in the explanatory statement to this Resolution, and as may be mutually agreed between the Company and Bravo Sponge Iron Private Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

10. To approve material related party transaction(s) with Bravo Sponge Iron Private Limited

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") and the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company, the Company's Policy on Related Party Transactions, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the Members of the Company be and is hereby accorded for entering into/ undertaking the transaction(s) by the Company with Bravo Sponge Iron Private Limited (a "Related Party" within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations):

- i. in relation to purchase/sale of iron ore, manganese ore, coke, dolomite, ferro alloys, sponge iron, wire rod, TMT Bar, slab/billets/blooms, coal/ coke/DRI/ pellets/pig iron/stores, spares and consumables/capital equipment/fixed assets/ by product and other allied steel products on requirement basis, availing of working capital loan/advances and providing and availing of services for

conversion of products / materials, shared services and obtaining/rendering of lease on office space and use of brand owned by the Company by Bravo Sponge Iron Private Limited including transactions as set out in the explanatory statement to this Item, for the period beginning 01 April 2024 till 31 March 2025, and upto to a maximum aggregate value of INR 1,000 crores (Rupees One Thousand Crores Only);

in the ordinary course of business of the Company and at arm's length basis in accordance with the provisions of Section 177, 188 and other applicable provisions, if any, of the Act and the rules made thereunder on such terms and conditions as detailed in the explanatory statement to this Resolution, and as may be mutually agreed between the Company and Bravo Sponge Iron Private Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

11. To approve material related party transaction(s) with Eloquent Steel Private Limited

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") and the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company, the Company's Policy on Related Party Transactions, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the Members of the Company be and is hereby accorded for entering into/ undertaking the transaction(s) by the Company with Eloquent Steel Private Limited (a "Related Party" within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations):

- i. in relation to purchase/sale of iron ore, manganese ore, coke, dolomite, ferro alloys, sponge iron, wire rod, TMT Bar, slab/billets/blooms, coal/ coke/DRI/ pellets/pig iron/stores, spares and consumables/capital equipment/fixed assets/ by product and other allied steel products on requirement basis, availing of working capital loan/advances and providing and availing of services for conversion of products / materials, shared services and obtaining/rendering of lease on office space and use of brand owned by the Company by Eloquent Steel Private Limited including transactions as set out in the explanatory statement to this Item, for the period beginning 01 April 2023 till 31 March 2024, and upto to a maximum aggregate value of INR 1,000 crores (Rupees One Thousand Crores Only);

in the ordinary course of business of the Company and at arm's length basis in accordance with the provisions of Section 177, 188 and other applicable provisions, if any, of the Act and the rules made thereunder on such terms and conditions as detailed in the explanatory statement to this Resolution, and as may be mutually agreed between the Company and Eloquent Steel Private Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

12. To approve material related party transaction(s) with Eloquent Steel Private Limited

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") and the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory provisions and regulations, if any, as amended from time to time including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company, the Company's Policy on Related Party Transactions, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines, approval of the Members of the Company be and is hereby accorded for entering into/ undertaking the transaction(s) by the Company with Eloquent Steel Private Limited (a "Related Party" within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations):

- i. in relation to purchase/sale of iron ore, manganese ore, coke, dolomite, ferro alloys, sponge iron, wire rod, TMT Bar, slab/billets/blooms, coal/ coke/DRI/ pellets/pig iron/stores, spares and consumables/capital equipment/fixed assets/ by product and other allied steel products on requirement basis, availing of working capital loan/advances and providing and availing of services for conversion of products / materials, shared services and obtaining/rendering of lease on office space and use of brand owned by the Company by Eloquent Steel Private Limited including transactions as set out in the explanatory statement to this Item, for the period beginning 01 April 2024 till 31 March 2025, and upto to a maximum aggregate value of INR 1,000 crores (Rupees One Thousand Crores Only);

in the ordinary course of business of the Company and at arm's length basis in accordance with the provisions of Section 177, 188 and other applicable provisions, if any, of the Act and the rules made thereunder on such terms and conditions as detailed in the explanatory statement to this Resolution, and as may be mutually agreed between the Company and Eloquent Steel Private Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.”

By order of the Board

Ashutosh Sharma
Company Secretary

Date: August 01, 2023
Place: Kolkata

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. NO PHOTOCOPY/ SCANNED COPY OF A COMPLETED PROXY FORM WILL BE ACCEPTED.
2. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. If a person holding more than 10% of the total share capital of the Company is proposed to be appointed as a proxy for a member, such person shall not act as proxy for any other person or shareholder.
3. Information regarding appointment/reappointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 ("the Act") and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
4. Members are requested to notify immediately any change in their addresses to the Company's RTA.
5. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Act, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).
8. In line with the Ministry of Corporate Affairs Circulars, the Notice calling the AGM along with Annual Report for Financial year 2022-23 has been uploaded on the website of the Company at www.spsgroup.co.in. The Notice & Annual Report can also be accessed from the websites of the Stock Exchanges i.e., The Calcutta Stock Exchange Limited at www.cse-india.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.
9. The Register of members and share transfer books of the Company will remain closed from Friday, August 25, 2023 to Thursday, August 31, 2023 (both days inclusive) for the purpose of AGM.

10. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
11. In terms of Section 72 of the Act, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection at the AGM.
13. Process and manner for Members opting for voting through electronic means:
 - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL"), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Members using remote e-voting will be provided by NSDL.
 - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Thursday, August 24, 2023, shall be entitled to avail the facility of remote e-voting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 - iii. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e., Thursday, August 24, 2023, shall be entitled to exercise his/her vote either electronically i.e., remote e-voting by following the procedure mentioned in this part.
 - iv. The remote e-voting will commence on Monday, August 28, 2023 at 9.00 a.m. and will end on Wednesday, August 30, 2023 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e., Thursday, August 24, 2023 may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
 - v. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

- vi. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cutoff date i.e., Thursday, August 24, 2023.
- vii. The Company has appointed CS Bijay Agarwal, Practising Company Secretary (Membership No. ACS: 10323; CP No: 13549), to act as the Scrutinizer for remote e-voting as well as voting at the AGM, in a fair and transparent manner.

Process to cast votes through remote e-voting:

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 for Individual shareholders holding securities in demat mode

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 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"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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

	<p>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 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com 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 e-voting 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.
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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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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 account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - 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:
- 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.
 - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

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 agarwalvj18@gmail.com with a copy marked to evoting@nsdl.co.in. 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 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 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 or call on: 022- 4886 7000 and 022- 2499 7000 or send a request to Ms. Pallavi Mhatre , Senior Manager at evoting@nsdl.co.in

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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to compliance@shakambhargroup.in.
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), AADHAAR (self-attested scanned copy of Aadhaar Card) to compliance@shakambhargroup.in 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 for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In case of any queries or issues regarding e-Voting from the NSDL e-Voting System, 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

ITEM NO.- 3

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Sohan Lal Jalan & Associates, Cost Accountants to conduct the audit of cost records of the Company for the financial year ending March 31, 2024.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company. Accordingly, consent of the Members is sought for the remuneration payable to the Cost Auditors.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Your Board recommends Ordinary Resolution set out at Item No. 3 of the Notice for approval of shareholders.

ITEM NO.- 4

In terms of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended), the board shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting. The said requirement shall not apply to payment of sitting fees to non-executive directors, if made within the prescribed limits of the Companies Act, 2013.

The Ministry of Corporate Affairs (MCA) vide notification dated March 18, 2021 amended provisions of Sections 149 and 197 of the Companies Act, 2013 by the Companies (Amendment) Act, 2020 to enable the companies having no profits or inadequate profits to pay remuneration to its Non-Executive Directors (including Independent Directors), in accordance with the provisions of Schedule V of the Act. To give effect to the amendments made to Sections 149 and 197, a concurrent amendment was made by MCA to Schedule V of the Companies Act, 2013 vide Notification dated March 18, 2021. This notification has prescribed the limits of the remuneration payable to Non-Executive Directors (including Independent Directors), in the event of absence of profits and/ or inadequacy of profits.

Having regard to the view that the non-executive directors, including Independent Directors contribute their wealth of knowledge, skills, expertise, independent perspective, strategies and experience to the business of the Company and provide required diversity in Board's decision-making process, they should be appropriately compensated for the same both in case of inadequacy of profits or losses as well.

In terms of the above mentioned provisions of the Act and amendments thereof and requirements of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended), approval of the Members of the Company is hereby sought to pay remuneration, in addition to the sitting fees / reimbursement of expenses (if any) for attending the meetings of the Board or Committees thereof, to the Non-Executive Directors (including Independent Directors) of the Company i.e. Directors other than Managing Director / Whole-time Directors of the Company not exceeding in Rs. 20,00,000/- per Non-Executive

Director (including Independent Directors), per annum, in aggregate, to be distributed in such manner and proportion as the Board may decide from time to time, on the recommendation of the Nomination and Remuneration Committee, notwithstanding the remuneration paid may exceed the limits prescribed under Section 197(1)(ii) of the Act in any financial year(s), for each of the three financial years commencing from April 1, 2023, paid in accordance with Schedule V to the Act. In the event of loss or inadequacy of profits in any financial year(s) out of the above during the term of office of the Non-Executive Directors, the Company will pay the Non-Executive Directors (including Independent Directors) of the Company, in respect of such financial year(s) in which such inadequacy or loss arises, the above remuneration, in accordance with the provisions of Section 197(3) read with Schedule V to the Act.

Except Non-Executive Directors (including Independent Directors) of the Company being the concerned directors and their relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise in the Resolution No. 4 as contained in the Notice.

The Board recommends the Resolution No. 4 as a Special Resolution, in relation to payment of remuneration to Non-Executive Directors of the Company for approval of the Members of the Company.

ITEM NO.-5

The Board of Directors of the Company had appointed Mr. Pranab Sarkar (DIN 10195531), based on the recommendations of the Nomination and Remuneration Committee, as an Additional Director of the Company, with effect from August 01, 2023. Subject to the approval of the Members, Mr. Sarkar was appointed as an Independent Director for a period commencing from August 01, 2023, upto July 31, 2028, not liable to retire by rotation. Mr. Sarkar, being an Additional Director, holds office subject to the approval of shareholders under Section 161(1) of the Companies Act, 2013 ('the Act') and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') but is eligible for appointment as an Independent Director. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of Independent Directors requires the approval of the Members of the Company. However, in terms of the Regulation 17(1C) of the SEBI Listing Regulations, effective from January 1, 2022, a listed entity shall ensure that the approval of Members for the appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is sought to comply with the SEBI Listing Regulations.

Further in terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment of an Independent Director of a listed entity, shall require the approval of Members by way of a Special Resolution. According to the SEBI Listing Regulations (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2022, effective November 14, 2022, if the Special Resolution for the appointment of Independent Director fails to get the requisite majority of votes; but the votes cast in favour of the resolution exceeds the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceeds the votes cast against the resolution, then the appointment of such an Independent Director of the Company shall be deemed to have been made under Regulation 25(2A) of the SEBI Listing Regulations.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Sarkar has enrolled his name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and in terms of Regulation 17(1C) of the SEBI Listing Regulations and other applicable provisions, the appointment of Mr. Sarkar as an Independent Director is being placed for the approval of the Members within the stipulated time frame.

A brief profile of Mr. Pranab Sarkar is as under:

Pranab Sarkar is an experienced banking professional who dedicated over three decades of his career to the State Bank of India. With a strong background in credit management and general banking, he excelled in various roles and steadily climbed the corporate ladder. Pranab completed his graduation in 1979, acquiring a solid educational foundation. He began his career as a Credit Officer, showcasing expertise in credit analysis and risk management. Pranab's meticulous approach and comprehensive understanding led him to the role of Credit Auditor, where he contributed to improving credit practices within the organization. Due to his exceptional performance, he achieved the position of Assistant General Manager before retiring in 2018.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience, the association of Mr. Sarkar would be beneficial to the Company and it is desirable to avail his services as an Independent Director.

Brief profile, details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read together with Secretarial Standards – 2 are disclosed in the Annexure – 1 (Part – I) attached to this Notice. In compliance with the provisions of Section 149 read with Schedule IV of the Act.

Accordingly, the Board recommends the Special Resolution as set out in the accompanying Notice in relation to appointment of Mr Pranab Sarkar as an Independent Director, for a period commencing from August 01, 2023, upto, July 31, 2028, for approval of the Members.

Except Mr Pranab Sarkar and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Mr Sarkar is not related to any other Director or Key Managerial Personnel of the Company.

ITEM NO.-6

Pursuant to Section 161 of the Companies Act, 2013 (as amended) (the "Act"), the Board of Directors of the company has appointed, Mr. Vikrant Ranjan (DIN: 06954394) as an Additional (Non-Executive Non-Independent) Director of the Company w.e.f. May 30, 2023 to hold such office in terms of Section 161 of the Act. Notices under Section 160 of the Act have been received by the Company from members proposing the candidature of Mr. Vikrant Ranjan as a Director (Non-Executive Non-Independent) of the Company, liable to retire by rotation. Further, since this appointment is recommended by the Nomination and Remuneration Committee, the requirement for deposit of Rs. 1,00,000/- is not applicable.

Based on the recommendation received from the Nomination and Remuneration Committee and consent of Mr. Vikrant Ranjan to act as a Director of the Company and other statutory disclosures, it is proposed to appoint Mr. Vikrant Ranjan as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation. Further as per the declarations received by the Company, Mr. Vikrant Ranjan is not disqualified under Section 164 of the Act. The directorships held by Mr. Vikrant Ranjan are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). Brief profile, details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read together with Secretarial Standards – 2 are disclosed in the Annexure – 1 (Part – II) attached to this Notice.

The Board recommends the Resolution at Item No. 6 for approval of the members.

Except Mr. Vikrant Ranjan being the concerned director, and his relatives, to the extent of their shareholding, if any, in the Company, no other Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested financially or otherwise, in Resolution No. 6 as contained in the Notice.

ITEM NO.- 7, 8, 9, 10, 11 & 12

Background

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

In the financial year 2023-24 & 2024-25, the Company, along with its subsidiary(ies), propose to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company, either directly or along with its subsidiary(ies). All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transactions shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 7, 8, 9, 10, 11 and 12 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 22nd November, 2021 is provided herein below:

Material Related Party Transactions by the Company

A. Resolution Item No. 7:

Particulars of material related party transactions to be entered by SPS Steels Rolling Mills Limited with Shakambhari Ispat & Power Limited

Sr.No.	Particulars	Details
i.	Name of the Related Party	Shakambhari Ispat & Power Limited
ii.	Type of transaction	<p>The Company undertakes/proposes to undertake the following transactions with Shakambhari Ispat & Power Limited</p> <ul style="list-style-type: none"> • Purchase of iron ore, coke, anthracite coal/ coke breeze, coal, ferro alloys, PCI Coal and Corex fines and other raw materials, capital equipments/fixed assets, stores and spares, consumables, by-products, steel and allied steel products and consumables; • Sale of raw materials, coal, DRI, ferro alloys, pellets, steel, slabs and other allied steel products including by-products, equipments/fixed assets, consumables, stores and spares. • Use of the any brand name owned (Example: Thermocon) by Shakambhari Ispat & Power Limited by the Company) and the use of the any brand name owned (Example: Elegant) by the Company by Shakambhari Ispat & Power Limited • Availing or providing services, shared services, entering agreements for lease or leave and license for premises, providing/receiving services for conversion of products/materials on job work contract or such other services. • Availing of unsecured loans/ advances for its business, from time to time, on arms' length basis • Sharing or usage of each other's resources and reimbursement • Any transfer of resources, services, or obligations to meet its objectives/requirements
iii.	Material terms and particulars of the proposed transaction	Material terms and conditions are / will be based on the contract(s) entered / proposed to be entered into, which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).

iv.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Shakambhari Ispat & Power Limited is an entity under common control with the Company.
v.	Tenure of the proposed transaction	During the financial year 2023-24
vi.	Value of the proposed transaction	Not to exceed Rs. 2000 crores
vii.	Value of RPT as % of – • Company's audited consolidated annual turnover of Rs. 1828.00 Crores for the financial year 2022-2023. • Subsidiary's annual standalone turnover for the financial year 2022-23.	Approx. 109.41%. Not Applicable
viii.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	a) Details of financial Indebtedness incurred	None
	b) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Refer No. 1 - Providing and Obtaining Financial Assistance by the Company.
	c) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Refer No. 1 - Providing and Obtaining Financial Assistance by the Company.
	d) Justification as to why the RPT is in the interest of the Company	Refer No. 2 - Justification for entering into these related party transactions;
	e) Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
	f) Any other information relevant or important for the members to take a decision on the proposed transaction	None

B. Resolution Item No. 8:

Particulars of material related party transactions to be entered by SPS Steels Rolling Mills Limited with Shakambhari Ispat & Power Limited

Sr.No.	Particulars	Details
i.	Name of the Related Party	Shakambhari Ispat & Power Limited
ii.	Type of transaction	The Company undertakes/proposes to undertake the following transactions with Shakambhari Ispat & Power Limited • Purchase of iron ore, coke, anthracite coal/ coke breeze, coal, ferro alloys, PCI Coal and Corex fines and other raw materials, capital equipments/fixed assets, stores and spares, consumables, by-products, steel and allied steel products and consumables;

		<ul style="list-style-type: none"> • Sale of raw materials, coal, DRI, ferro alloys, pellets, steel, slabs and other allied steel products including by-products, equipments/fixed assets, consumables, stores and spares. • Use of the any brand name owned (Example: Thermocon) by Shakambhari Ispat & Power Limited by the Company) and the use of the any brand name owned (Example: Elegant) by the Company by Shakambhari Ispat & Power Limited • Availing or providing services, shared services, entering agreements for lease or leave and license for premises, providing/receiving services for conversion of products/materials on job work contract or such other services. • Availing of unsecured loans/ advances for its business, from time to time, on arms' length basis • Sharing or usage of each other's resources and reimbursement • Any transfer of resources, services, or obligations to meet its objectives/requirements
iii.	Material terms and particulars of the proposed transaction	Material terms and conditions are / will be based on the contract(s) entered / proposed to be entered into, which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).
iv.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Shakambhari Ispat & Power Limited is an entity under common control with the Company.
v.	Tenure of the proposed transaction	During the financial year 2024-25
vi.	Value of the proposed transaction	Not to exceed Rs. 2000 crores
vii.	Value of RPT as % of – <ul style="list-style-type: none"> • Company's audited consolidated annual turnover of Rs. 1828.00 Crores for the financial year 2022-2023. • Subsidiary's annual standalone turnover for the financial year 2022-23. 	<p>Approx. 109.41%.</p> <p>Not Applicable</p>
viii.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	a) Details of financial Indebtedness incurred	None
	b) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Refer No. 1 - Providing and Obtaining Financial Assistance by the Company.

	c) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Refer No. 1 - Providing and Obtaining Financial Assistance by the Company.
	d) Justification as to why the RPT is in the interest of the Company	Refer No. 2 - Justification for entering into these related party transactions;
	e) Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
	f) Any other information relevant or important for the members to take a decision on the proposed transaction	None

C. Resolution Item No. 9:

Particulars of material related party transactions to be entered by SPS Steels Rolling Mills Limited with Bravo Sponge Iron Private Limited.

Sr.No.	Particulars	Details
i.	Name of the Related Party	Bravo Sponge Iron Private Limited
ii.	Type of transaction	<p>The Company undertakes/proposes to undertake the following transactions with Bravo Sponge Iron Private Limited</p> <ul style="list-style-type: none"> • Purchase of iron ore, coke, anthracite coal/ coke breeze, coal, ferro alloys, PCI Coal and Corex fines and other raw materials, capital equipments/fixed assets, stores and spares, consumables, by-products, steel and allied steel products and consumables; • Sale of raw materials, coal, DRI, ferro alloys, pellets, steel, slabs and other allied steel products including by-products, equipments/fixed assets, consumables, stores and spares. • Use of any Brand owned by SPS Steels Rolling Mills Limited • Availing or providing services, shared services, entering agreements for lease or leave and license for premises, providing/receiving services for conversion of products/materials on job work contract or such other services. • Availing of unsecured loans/ advances for its business, from time to time, on arms' length basis

		<ul style="list-style-type: none"> Sharing or usage of each other's resources and reimbursement Any transfer of resources, services, or obligations to meet its objectives / requirements
iii.	Material terms and particulars of the proposed transaction	Material terms and conditions are / will be based on the contract(s) entered / proposed to be entered into, which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).
iv.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Bravo Sponge Iron Private Limited is an entity under common control with the Company.
v.	Tenure of the proposed transaction	During the financial year 2023-24
vi.	Value of the proposed transaction	Not to exceed Rs. 1000 crores
vii.	Value of RPT as % of – <ul style="list-style-type: none"> Company's audited consolidated annual turnover of Rs. 1828.00 Crores for the financial year 2022-2023. Subsidiary's annual standalone turnover for the financial year 2022-23. 	<p>Approx. 54.70%.</p> <p>Not Applicable</p>
viii.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	a) Details of financial Indebtedness incurred	None
	b) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Refer No. 1 - Providing and Obtaining Financial Assistance by the Company.
	c) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Refer No. 1 - Providing and Obtaining Financial Assistance by the Company.
	d) Justification as to why the RPT is in the interest of the Company	Refer No. 2 - Justification for entering into these related party transactions;
	e) Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
	f) Any other information relevant or important for the members to take a decision on the proposed transaction	None

D. Resolution Item No. 10:

Particulars of material related party transactions to be entered by SPS Steels Rolling Mills Limited with Bravo Sponge Iron Private Limited.

Sr.No.	Particulars	Details
i.	Name of the Related Party	Bravo Sponge Iron Private Limited

ii.	Type of transaction	<p>The Company undertakes/proposes to undertake the following transactions with Bravo Sponge Iron Private Limited</p> <ul style="list-style-type: none"> • Purchase of iron ore, coke, anthracite coal/ coke breeze, coal, ferro alloys, PCI Coal and Corex fines and other raw materials, capital equipments/ fixed assets, stores and spares, consumables, by-products, steel and allied steel products and consumables; • Sale of raw materials, coal, DRI, ferro alloys, pellets, steel, slabs and other allied steel products including by-products, equipments/ fixed assets, consumables, stores and spares. • Use of any Brand owned by SPS Steels Rolling Mills Limited • Availing or providing services, shared services, entering agreements for lease or leave and license for premises, providing/receiving services for conversion of products/materials on job work contract or such other services. • Availing of unsecured loans/ advances for its business, from time to time, on arms' length basis • Sharing or usage of each other's resources and reimbursement • Any transfer of resources, services, or obligations to meet its objectives / requirements
iii.	Material terms and particulars of the proposed transaction	Material terms and conditions are / will be based on the contract(s) entered / proposed to be entered into, which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).
iv.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Bravo Sponge Iron Private Limited is an entity under common control with the Company.
v.	Tenure of the proposed transaction	During the financial year 2024-25
vi.	Value of the proposed transaction	Not to exceed Rs. 1000 crores
vii.	Value of RPT as % of – <ul style="list-style-type: none"> • Company's audited consolidated annual turnover of Rs. 1828.00 Crores for the financial year 2022-2023. • Subsidiary's annual standalone turnover for the financial year 2022-23. 	Approx. 54.70%. Not Applicable

viii.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	a) Details of financial Indebtedness incurred	None
	b) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Refer No. 1 - Providing and Obtaining Financial Assistance by the Company.
	c) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Refer No. 1 - Providing and Obtaining Financial Assistance by the Company.
	d) Justification as to why the RPT is in the interest of the Company	Refer No. 2 - Justification for entering into these related party transactions;
	e) Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
	f) Any other information relevant or important for the members to take a decision on the proposed transaction	None

E. Resolution Item No. 11:

Particulars of material related party transactions to be entered by SPS Steels Rolling Mills Limited with Eloquent Steel Private Limited.

Sr.No.	Particulars	Details
i.	Name of the Related Party	Eloquent Steel Private Limited
ii.	Type of transaction	<p>The Company undertakes/proposes to undertake the following transactions with Eloquent Steel Private Limited</p> <ul style="list-style-type: none"> • Purchase of iron ore, coke, anthracite coal/ coke breeze, coal, ferro alloys, PCI Coal and Corex fines and other raw materials, capital equipments/fixed assets, stores and spares, consumables, by-products, steel and allied steel products and consumables; • Sale of raw materials, coal, DRI, ferro alloys, pellets, steel, slabs and other allied steel products including by-products, equipments/fixed assets, consumables, stores and spares. • Use of any Brand owned by SPS Steels Rolling Mills Limited • Availing or providing services, shared services, entering agreements for lease or leave and license for premises, providing/receiving services for conversion of products/materials on job work contract or such other services.

		<ul style="list-style-type: none"> • Availing of unsecured loans/ advances for its business, from time to time, on arms' length basis • Sharing or usage of each other's resources and reimbursement • Any transfer of resources, services, or obligations to meet its objectives /requirements
iii.	Material terms and particulars of the proposed transaction	Material terms and conditions are / will be based on the contract(s) entered / proposed to be entered into, which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).
iv.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Eloquent Steel Private Limited is an entity under common control with the Company.
v.	Tenure of the proposed transaction	During the financial year 2023-24
vi.	Value of the proposed transaction	Not to exceed Rs. 1000 crores
vii.	Value of RPT as % of – <ul style="list-style-type: none"> • Company's audited consolidated annual turnover of Rs. 1828 Crores for the financial year 2022-2023. • Subsidiary's annual standalone turnover for the financial year 2022-23. 	<p>Approx. 57.70%.</p> <p>Not Applicable</p>
viii.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	a) Details of financial Indebtedness incurred	None
	b) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Refer No. 1 - Providing and Obtaining Financial Assistance by the Company.
	c) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Refer No. 1 - Providing and Obtaining Financial Assistance by the Company.
	d) Justification as to why the RPT is in the interest of the Company	Refer No. 2 - Justification for entering into these related party transactions;
	e) Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
	f) Any other information relevant or important for the members to take a decision on the proposed transaction	None

F. Resolution Item No. 12:

Particulars of material related party transactions to be entered by SPS Steels Rolling Mills Limited with Eloquent Steel Private Limited.

Sr.No	Particulars	Details
i.	Name of the Related Party	Eloquent Steel Private Limited
ii.	Type of transaction	<p>The Company undertakes/proposes to undertake the following transactions with Eloquent Steel Private Limited</p> <ul style="list-style-type: none"> • Purchase of iron ore, coke, anthracite coal/ coke breeze, coal, ferro alloys, PCI Coal and Corex fines and other raw materials, capital equipments/fixed assets, stores and spares, consumables, by-products, steel and allied steel products and consumables; • Sale of raw materials, coal, DRI, ferro alloys, pellets, steel, slabs and other allied steel products including by-products, equipments/fixed assets, consumables, stores and spares. • Use of any Brand owned by SPS Steels Rolling Mills Limited • Availing or providing services, shared services, entering agreements for lease or leave and license for premises, providing/receiving services for conversion of products/materials on job work contract or such other services. • Availing of unsecured loans/ advances for its business, from time to time, on arms' length basis • Sharing or usage of each other's resources and reimbursement • Any transfer of resources, services, or obligations to meet its objectives /requirements
iii.	Material terms and particulars of the proposed transaction	Material terms and conditions are / will be based on the contract(s) entered / proposed to be entered into, which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s).
iv.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Eloquent Steel Private Limited is an entity under common control with the Company.

v.	Tenure of the proposed transaction	During the financial year 2024-25
vi.	Value of the proposed transaction	Not to exceed Rs. 1000 crores
vii.	Value of RPT as % of – <ul style="list-style-type: none"> • Company's audited consolidated annual turnover of Rs. 1828 Crores for the financial year 2022-2023. • Subsidiary's annual standalone turnover for the financial year 2022-23. 	Approx. 57.70%. Not Applicable
viii.	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	a) Details of financial Indebtedness incurred	None
	b) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Refer No. 1 - Providing and Obtaining Financial Assistance by the Company.
	c) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Refer No. 1 - Providing and Obtaining Financial Assistance by the Company.
	d) Justification as to why the RPT is in the interest of the Company	Refer No. 2 - Justification for entering into these related party transactions;
	e) Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
	f) Any other information relevant or important for the members to take a decision on the proposed transaction	None

Note 1: Providing and Obtaining Financial Assistance by the Company

The Company on its own is growing organically and inorganically and, in this pursuit, it is exploring opportunities including acquiring iron & steels plants and developing projects. For funding of these projects / requirements and any cashflow mismatch, the Company may, in its ordinary course of business, require borrowing / Corporate Guarantee from various entities of Shakambhari Group. The terms of borrowing including interest rates will be in line with the market conditions prevailing at the time of borrowing and on arm's length basis.

The Company, being a flagship entity and incubator of Shakambhari Group, and extend financial assistance to various entities of Shakambhari Group on need basis, in form of corporate guarantee/ revolving interest bearing inter corporate deposits/ loans/ advances. In a similar manner, the Company may also seek financial assistance from other entities of Shakambhari Group for business purposes.

The financial assistance will be utilised by the borrowing entity(ies) for its business purposes including expansion, working capital requirements and other business purposes.

The financial assistance would be unsecured with repayment over a period of one - five years from date of disbursement; however, the borrowing entity may have the right to make pre-payment, without any pre-payment penalty during the tenor of relevant financial assistance.

The financial assistance will carry interest at appropriate market rate prevailing at the time of disbursement and may vary depending upon the credit profile of the borrowing entity(ies).

Note 2: The following is the justification for entering into these related party transactions;

Our company, SPS Steels Rolling Mills Limited, operates in the Steel & Iron industry, specializing in the manufacture of T.M.T Rods under the brand name "Elegant." Our products, known for their good quality and high durability, have a significant market demand both locally and in other states. The key raw materials required for our production process include ferro alloys, pig iron, iron ore sponge fines, silico manganese, ferro silicon, billets, pellet sponge, ferro manganese, non-coking coal, MS pipes, and other related raw materials.

Within the Shakambhari Group, several entities, namely Shakambhari Ispat & Power Limited, Bravo Sponge Iron Private Limited, Eloquent Steel Private Limited, and others, act as procurement agencies for raw materials on behalf of our company and related parties. As these entities are also involved in the Steel & Iron business, they serve as sources for the same commodities that our company requires. By conducting related party transactions, we can benefit from their larger procurement volumes and negotiate better prices for our relatively smaller volumes, ensuring cost optimization and efficient purchasing of quality raw materials.

Furthermore, engaging in related party transactions allows us to enter into long-term contracts with service providers for the transportation of key raw materials, thereby optimizing logistics costs. The strong market presence of Shakambhari Ispat & Power Limited, Bravo Sponge Iron Private Limited, Eloquent Steel Private Limited, and other entities within the Shakambhari Group provides us with a competitive advantage in selling our finished products at a larger volume and at competitive pricing in both regional and other state markets.

In addition to the procurement of raw materials, we also enter into related party transactions with Shakambhari Ispat & Power Limited, Bravo Sponge Iron Private Limited, Eloquent Steel Private Limited, and other entities within the Shakambhari Group for various business auxiliary services, property leasing, and the use of their brands. These transactions are conducted in the ordinary course of business and are necessary for seamless operations and the assurance of quality and quantity of materials.

The transactions between our company and the entities within the Shakambhari Group also serve to fulfil our business requirements and expand our presence across India. We have a mutual benefit from these transactions, which enable us to maintain continuity in working capital for our operations. To ensure transparency and fair dealings, we propose to avail borrowings from and provide loans to Shakambhari Ispat & Power Limited, Bravo Sponge Iron Private Limited, Eloquent Steel Private Limited, and other entities within the Shakambhari Group on an arms' length basis and as part of our normal business operations.

Details of Directors seeking appointment/reappointment
[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations
2015 and Secretarial Standard – 2]

Annexure – 1 (Part – I)

Name of the Director	Mr Pranab Sarkar
Director Identification Number (DIN)	10195531
Date of Birth	September 25, 1958
Nationality	Indian
Category	Non-Executive Independent Director
Date of Appointment on the Board	August 01, 2023
Expertise in specific functional areas	Credit Management & General Banking
Skill & Capabilities required for the role	Possesses wide experience and expertise in credit analysis and risk management.
Qualifications	Mr. Pranab Sarkar completed his graduation in 1979, acquiring a solid educational foundation.
No. of Shares held in the Company	Nil
Relationships between Directors and Key Managerial Personnel inter-se	None
Terms and Conditions of appointment	Appointed as an Independent Director for a period commencing from August 01, 2023, upto, July 31, 2028.
Directorships held in other public companies (Excluding foreign companies) as on date of this Notice	Nil
Position held in mandatory Committees of Other companies.	Nil
Listed entities from which the Director resigned in the past three years	Nil
Details of Remuneration sought to be paid	Sittings fees as per Companies Act, 2013
Remuneration	NA

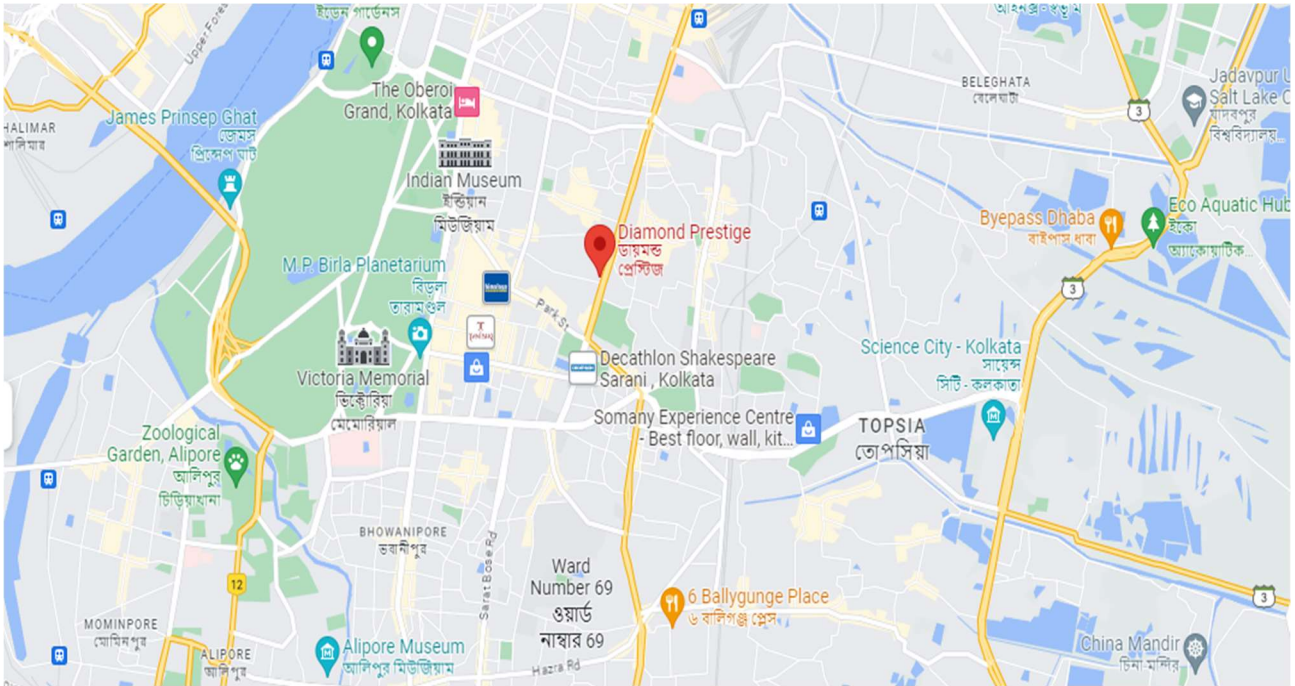
**Details of Directors seeking appointment/reappointment
 [Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations
 2015 and Secretarial Standard – 2]**

Annexure – 1 (Part – II)

Name of the Director	Mr Vikrant Ranjan
Director Identification Number (DIN)	06954394
Date of Birth	December 31, 1977
Nationality	Indian
Category	Non-Executive Non -Independent Director
Date of Appointment on the Board	May 30, 2023
Expertise in specific functional areas	He has a rich experience of over 20 years in the iron and steel industry, with more than 6 years in senior management positions.
Skill & Capabilities required for the role	His key skills and expertise in specific functional areas related to plant operations include business strategy, legal affairs, finance, and project management, among others.
Qualifications	He is a graduate from the University of Calcutta and holds an MBA degree from IMT Ghaziabad.
No. of Shares held in the Company	Nil
Relationships between Directors and Key Managerial Personnel inter-se	None
Terms and Conditions of appointment	Non-Executive Non-Independent Director, liable to retire by rotation.
Remuneration	As recommended by the NRC and approved by the Board of Director from time to time, in compliance with the provisions of the Companies Act, 2013.

ROUTE MAP

SPS STEELS ROLLING MILLS LIMITED
Diamond Prestige, 41A, A.J.C. Bose Road, 7th Floor, Suite No. 701, Kolkata – 700017



Google Link: <https://goo.gl/maps/DyaSjBVU6oViEif28>