



STEEL PRODUCTS LTD.

Regd. Office : 96 Garden Reach Road, Kolkata -700 023

CIN : L27109WB1917PLC002880

Ph.: (033) 2459 7878 • E-mail : steelpro@steelpro.co.in • Website : www.steelpro.co.in

NOTICE is hereby given that the 126th Annual General Meeting of the Members of Steel Products Limited [L27109WB1917PLC002880] will be held on Friday, the 29th day of September, 2023 at the Registered Office of the Company at 96, Garden Reach Road, Kolkata 700023, at 11:00 AM to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2023, and the Statement of the Profit & Loss Account and the Cash Flow Statement for the year ended on that date, along with the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Mrs. Madhulika Khaitan (DIN: 00220076), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To consider and thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: -

“RESOLVED THAT pursuant to the provisions of Section 142, 152 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Act, the Companies (Appointment and qualification of Directors) Rules, 2014 including any other Rules made thereunder and Regulation 16(1)(b) and other applicable provisions of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Article 125 of Articles of Association of the Company, Mr. Bijoy Shankar Saha (DIN: 00220119) who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director of the Company by the Board of Directors at its meeting held on 04-01-2023 pursuant to Section 161 of the Act, and as recommended by the Nomination & Remuneration Committee and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five (5) consecutive years commencing from 29-09-2023 whose period of office will not be liable to determination by retirement of director by rotation.”

Registered Office:

96, Garden Reach Road
Kolkata – 700 023

Dated:14.08.2023

By Order of the Board

Hemant Kumar Khaitan
Managing Director
DIN: 00220049



NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a person shall not act as proxy for more than fifty (50) members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

Proxies, to be effective, must be received by the Company not less than 48 hours before the commencement of the Meeting.

Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

2. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking re-appointment/Appointment at the Annual General Meeting is furnished as annexure to the Notice.
3. Pursuant to Section 91 of the Companies Act, 2013 read with Companies (Management & Administration) Rules 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members/Register of Beneficiaries and Share Transfer Books of the Company shall remain closed from **27-09-2023 to 29-09-2023** (both days inclusive).
4. The Company's Equity Shares are available for dematerialization with Central Depository Services (India) Limited and the ISIN No. is INE313E01011.
5. As per SEBI directives securities of listed Companies can be transferred only in dematerialised form with effect from April 1, 2019. Members holding shares in physical forms are advised to dematerialise their shares.
6. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday and Sundays, between 11:00 a.m. and 1:00 p.m. up to the date of the Meeting.
9. In accordance with Section 20 of the Companies Act, 2013 service of documents on Members by a Company is allowed through electronic mode. Accordingly, as a part of green Initiative, soft copy of the Annual Report 2022-23 is being sent to all the members whose email address is registered with the Company/Depository Participant(s) unless any member has requested for a hardcopy of the same.



10. Members are requested to convert their Share(s) lying in physical form to the Demat form for easy transferability of Shares. For any help the Shareholders may contact the Compliance Officer at email id. accounts@steelpro.co.in.

Voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides to its Members, the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
3. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their Vote again.
4. The remote e-voting period commences on 26-09-2023 (10:00 am) and ends on 28-09-2023 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22-09-2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from CDSL [for Members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL:
<https://www.evoting.cdsl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(Handwritten signature)



- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “Name of the company”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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 to daga.ashok@gmail.com with a copy marked to evoting@cDSL.co.in

- (B) In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
		Existing Password

- (i) Please follow all steps from Serial Number (ii) to Serial Number (xii) above, to cast vote.
6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at download section of www.evoting.cdsl.com or call on toll free no.: 1800-222-990.
7. If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.cdsl.com or contact CDSL at the following toll free no.: 1800-222-990.
8. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22-09-2022.



10. Any person, who acquires Shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22-09-2023, may obtain the login ID and password by sending a request at evoting@cdsl.co.in or Issuer.
11. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
13. ASHOK KUMAR DAGA, Practicing Company Secretary (Membership No. FCS 2699) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
14. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
15. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
16. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.steelpro.co.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the CSE Limited, Kolkata.
17. **Voting at Annual General Meeting (AGM):** Members holding shares either in physical form or in dematerialized form whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the CUT OFF DATE which is 27th September, 2023 and who have not cast their votes electronically through remote E-voting, will be entitled to vote on the business and all resolutions set forth in this Notice at the venue of the Annual General Meeting (AGM). Voting at the AGM venue will commence after the Chairman explains the procedure for voting to be followed and formally announces the commencement of Voting at the AGM venue. Members will be informed of the procedure for Voting at the venue and will be assisted by representatives of the Registrars and Share Transfer Agents and supervised by the Scrutinizer. For Voting purposes ballot papers will be provided separately at the AGM venue only to the Member and where there are Joint Holders, only to the first named Joint holder. Proxies will not be allowed to speak at the AGM. A proxy can vote only if the Member himself is not present at the meeting. Members who have cast their vote by remote E-voting prior to the Annual General Meeting may attend the meeting but shall not be entitled to cast their vote again.



18. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Notice and Annual Report and other communication through electronic mode to those members who have registered their e-mail addresses either with the Company or with Depository Participant(s). Members who have not registered their e-mail addresses may now register the same. Members holding shares in de-mat form are requested to register their e-mail address with their Depository Participant(s) only.
19. In compliance with MCA Circulars and SEBI Circulars, Notice of AGM including details and instructions for remote e-voting/ e-voting and the Annual Report for the FY 2022-23 of the Company consisting of Financial Statements including Auditors' Report, Board's Report and related Annexures attached therewith (Collectively referred to as "Annual Report 2022-23" or "Annual Report") are being sent only through Electronic mode to those members whose e-mail addresses are registered with the Registrar and Share Transfer Agents ("RTA")/ Company/ Depository Participants and no physical copy of said documents are being sent to any member. Members may note that Notice of the 126TH, AGM, details and instructions for remote e-voting/ e-voting and the Annual Report of the Company for the year ended 31st March, 2023 consisting of Financial Statements including Auditors' Report, Board's Report and related Annexures attached therewith are also uploaded on the Company's website www.steelpro.co.in and may be accessed by the members.



**DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT
THE 126TH ANNUAL GENERAL MEETING**

(In Pursuance of Regulation 36(3) of SEBI Listing Regulations)

Name Of Director	MR. BIJOY SHANKAR SAHA	MRS.MADHULIKA KHAITAN
Date Of Birth	04.01.1960	13.08.1953
Date Of Appointment On The Board	04.01.2023	10.09.2014
Qualification	B.Com	M.A.
Expertise	Finance	Business
Directorships Held In Other Public Companies Including Private Companies Which Are Subsidiaries Of Public Companies	MUKUND POLYTEX LIMITED HIND PETROFILAMENT PRIVATE LIMITED	PARICHAY MANAGEMENT PVT LTD
Memberships/ Chairmanships of Committees across other companies in which he/she is a director	NA	NA
Memberships/ Chairmanships of Committees in the company	NA	NA
Shareholding in the Company	7592	191259
Relationship with other Directors	NA	SPOUSE

**Registered Office
96 GARDEN REACH ROAD
KOLKATA WB 700023 IN**

**By Order of the Board of Directors
Steel Products Ltd**

**DATE : 14.08.2023
PLACE- KOLKATA**


**Hemant Kumar Khaitan
(Director)
DIN- 00220049**



EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

ITEM NO. 3

Mr. Bijoy Shankar Saha (DIN: 00220119) on the recommendation by the Nomination & Remuneration Committee was appointed as an Additional Director in the capacity of a Non-Executive Independent Director of the Company with effect from 04.01.2023 by the Board of Directors in accordance with Article 125 of the Articles of Association of the Company and Sec. 149(6), 161 and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Section 161 of the Act, Mr. Bijoy Shankar Saha hold office upto the date of the ensuing Annual General Meeting and in respect of whom the Company has received a requisite Notice in writing u/s 160 of the Companies Act, 2013 along with a deposit of the requisite amount from a Member proposing the candidature of Mr. Bijoy Shankar Saha to be appointed as Non-Executive Independent Director at the ensuing Annual General Meeting. Mr. Bijoy Shankar Saha has consented to the proposed appointment and declared qualified. Mr. Bijoy Shankar Saha possesses requisite knowledge, experience and skill for the position of Non-Executive Independent Director as per required criteria under the Act and rule & regulation made there under.

Mr. Bijoy Shankar Saha (DIN: 00220119) is not related to any other Director of the Company. A brief profile of Mr. Bijoy Shankar Saha (DIN: 00220119), including nature of expertise, is provided in the annexure to the Notice, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the recommendation required from the Nomination & Remuneration Committee and in view of his knowledge, skills and invaluable expertise related to the industry of the Company, it is proposed to appoint Mr. Bijoy Shankar Saha as Non-Executive Independent Director of the Company in terms of Section 149 read with Section 152 of the Companies Act, 2013. Mr. Bijoy Shankar Saha if appointed, will hold office for a term of five (5) consecutive years commencing from 29.09.2023 and will not be liable to determination by retirement of Director by rotation.

Mr. Bijoy Shankar Saha (DIN: 00220119) has also given declaration to the Board, pursuant to Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and has also given his consent to act as Director.

The terms and conditions of appointment of Mr. Bijoy Shankar Saha as Non-Executive Independent Director is available for inspection by Members at the Registered Office of the Company on any working day during working hours between 10:00 am to 5:00 pm.

Except Mr. Bijoy Shankar Saha, no other director, key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution.



The Board of Directors recommended passing of the resolution set out in item number 3 of this Notice.

Registered Office
96 GARDEN REACH ROAD
KOLKATA WB 700023 IN

DATE 14/08/2023
PLACE- KOLKATA

By Order of the Board of Directors
Steel Products Ltd

A handwritten signature in black ink, appearing to read 'Hemant', written over a light blue circular stamp.

Hemant Kumar Khaitan
(Director)
DIN- 00220049