



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 129th Annual General Meeting of the Members of Steel Products Limited [L27109WB1917PLC002880] will be held on Tuesday, the 29th day of September, 2026 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, 2026, 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 RE-APPOINT MR. HEMANT KHAITAN AS MANAGING DIRECTOR

To consider and thought fit, to pass with or without modification, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactment(s) thereof for the time being in force), and with the recommendation of Nomination and Remuneration Committee, consent of the members of the company be and is hereby accorded for the re-appointment of Mr. Hemant Kumar Khaitan (DIN: 00220049), as Managing Director of the Company for a period of 3 Years with effect from 01st September, 2026 on the remuneration as per terms & conditions agreement executed between Mr. Hemant Khaitan and Board of Directors and are set out in the Statement annexed hereto

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof and any person authorized by the Board in this behalf) shall, in accordance with the statutory limits/ approvals, as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend/change the terms and conditions of the reappointment and remuneration, from time to time, as may be agreed to by the Board and Mr. Hemant Khaitan (DIN – 00220049) subject to the approval of Nomination and Remuneration Committee of the Board of Directors of the Company, provided, however, that the remuneration payable to Mr. Hemant Khaitan (DIN – 00220049) shall be within the limits set out in section 197 of the Companies Act, 2013 read with Schedule V to the said Act, or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and /or any rules or regulations framed there under.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196 and any other applicable provisions of the Companies Act, 2013 other Rules made thereunder, approval of members of the Company be and are hereby accorded for reappointment of Mr. Hemant Khaitan as Managing Director, beyond attaining the age of 70 years.

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RESOLVED FURTHER THAT Ms. Purna Rathi, Company Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the said resolution.”

4. RE-APPOINTMENT OF MR. MANOJ KHAITAN AS NON -EXECUTIVE INDEPENDENT DIRECTOR:

To consider and, if thought fit to pass the following resolution with or without modification(s) as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Manoj Khaitan (DIN: 03048920), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from 30th, June, 2021 to 29th, June, 2026 and who being eligible for re-appointment as an Independent Director and has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing from 30th June, 2026, to 29th June, 2031.

RESOLVED FURTHER THAT Mr. Hemant Kumar Khaitan Executive Director (DIN: 00220049) and/or Mrs. Purna Rathi Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient including filing of necessary forms to give effect to this resolution.

Registered Office:

96, Garden Reach Road
Kolkata – 700 023

Dated: 14.08.2026

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 authorized 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. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Explanatory Statement") in relation to the Special Businesses to be transacted at the Meeting is annexed hereto and forms part of this Notice convening this AGM.
3. 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.
4. 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 **23-09-2026 to 29-09-2026**, (both days inclusive).
5. The Company's Equity Shares are available for dematerialization with Central Depository Services (India) Limited and the ISIN No. is INE313E01011.
6. As per SEBI directives securities of listed Companies can be transferred only in dematerialized form with effect from April 1, 2019. Members holding shares in physical forms are advised to dematerialize their shares.
7. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
8. 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.
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 2025-26 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.

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10. In compliance with the Circulars, the Integrated Annual Report for 2025-26, the Notice of the 129th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP). A letter providing the web-link for accessing the Integrated Annual report, including the exact path, will be sent to those members who have not registered their email address with the Company.
11. 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 National Securities Depository Limited (NSDL).
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 INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

e-Voting Institution – NSDL

The remote e-voting period begins on 26-09-2026 at 10:00 A.M. and ends on 28-09-2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22-09-2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22-09-2026.

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 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play 
Individual Shareholders holding securities in demat mode with CDSL	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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting 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:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.



2. 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 daga.ashok@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts 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 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to steelpro@steelpro.co.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), AADHAR (self attested scanned copy of Aadhar Card) to steelpro@steelpro.co.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.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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.
10. 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 NSDL 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.
11. **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 22nd September 2026 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.

12. 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.
13. 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 2025-26 of the Company consisting of Financial Statements including Auditors' Report, Board's Report and related Annexures attached therewith (Collectively referred to as "Annual Report 2025-26" 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 129TH, AGM, details and instructions for remote e-voting/ e-voting and the Annual Report of the Company for the year ended 31st March, 2026 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.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 3:

Mr. Hemant Kumar Khaitan (DIN: 00220049) on the recommendation by the Nomination & Remuneration Committee was earlier re-appointed as a Managing Director for a period of 5 Years with effect from 01.09.2021 to 31.08.2026 by the Members in the Annual General Meeting held on 30th September, 2021

The Board of Directors considered the continuation of his services as Managing Director upon the recommendation made by the Nomination & Remuneration Committee for further period of 3 Years with effect from 01.09.2026 to 31.08.2029.

In terms of section 196 of the Companies Act, 2013 Continuation of Services of Mr. Hemant Kumar Khaitan (DIN: 00220049) as Managing Director, beyond 70 years needs approval of the shareholders of the company by means of passing Special Resolution

Justification of re-appointment

Mr Khaitan who was appointed as Director of the Company with effect from 5th, September, 1997 and subsequently appointed as Managing Director in the Company. His appointment was instrumental in developing activities of Production of Transmission Towers, Installation of OPGW, etc. Activities which the company operates from various places of the country.

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Your Board of Directors feel that the role of Mr Khaitan in the Company is imperative, considering the current market scenario of Project and Contract services.

Mr Khaitan has vast experience in implementation of Projects and Contracts in his long career. The Directors feel that he is a fit and proper person to conduct the affairs of the company in possible manner.

In consideration of his services, Mr. Hemant Kumar Khaitan shall be entitled to the following by way of remuneration: -

- a. Salary: Rs. 5,25,000/- per month with an annual increment as may be decided by the Board or a Committee thereof.
- b. Perquisites:
 - i. Free furnished residential accommodation or House Rent Allowance in lieu thereof together with furnishings, with Gas, electricity, water and other amenities.
 - ii. Reimbursement of medical expenses incurred in India or abroad including hospitalization and surgical charges for self and family, subject to the ceiling of one month's salary in a year. The entitlement in respect of any one year to the extent not availed of shall be allowed to be accumulated upto three years.
 - iii. Leave Travel including foreign travel for self and family, subject to the ceiling of one month's salary in a year. The entitlement in respect of any one year to the extent not availed of shall be allowed to be accumulated upto three years.
 - iv. Earned Privilege Leaves on full pay and allowances as per rules of the Company.
 - v. He shall be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of the Company.
 - vi. He shall also be entitled to the reimbursement of fees of any two clubs in India. This will not include admission and life membership fee.
 - vii. Personal accident insurance as per rules of the Company.
 - viii. Company shall provide suitable conveyance facilities as may be required by the Managing Director.
 - ix. Company shall provide telephone, mobile and other communication facilities at the Managing Director's residence as may be required.
 - x. Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per Rules of the Company.
 - xi. Gratuity in accordance with the Rules of the Company.

The terms and Conditions of appointment of Mr. Hemant Khaitan as Managing Director on 1st, September, 2026 is available for inspection by members on working Days during working hours 10 am to 5 pm.



Except Mrs. Madhulika Khaitan being relative none of other Director their relative are concerned Interested in this resolution

Item Nos. 4:

Mr. MANOJ KHAITAN (DIN: 03048920) on the recommendation by the Nomination & Remuneration Committee was reappointed as an in the capacity of a Non-Executive Independent Director of the Company with effect from 30.06.2026 by the Board of Directors in accordance with Article 125 of the Articles of Association of the Company and Sec. 149(6), 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.

Mr. MANOJ KHAITAN 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. MANOJ KHAITAN (DIN: 03048920) is not related to any other Director of the Company. A brief profile of Mr. MANOJ KHAITAN (DIN: 03048920), 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. MANOJ KHAITAN as Non-Executive Independent Director of the Company in terms of Section 149 read with Section 152 of the Companies Act, 2013. Mr. MANOJ KHAITAN 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. MANOJ KHAITAN (DIN: 03048920) 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.

Except Mr. MANOJ KHAITAN, 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 – 700 023

Dated:14.08.2026



By Order of the Board

Hemant Kumar Khaitan
Managing Director
DIN: 00220049



**DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT
THE 129TH ANNUAL GENERAL MEETING**

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

Name Of Director	HEMANT KHAITAN	MADHULIKA KHAITAN	MR.MANOJ KHAITAN
Date Of Birth			
Date Of Appointment OnThe Board	05/09/1997	10/09/2014	30/06/2021
Qualification	B.COM	B.COM	B.COM
Expertise	Project work implementation, installation, erection, testing, commissioning, operation and maintenance of OPGW and HTLS	Finance and Commercial activities.	Finance and Accounts.
Directorships Held In Other Public Companies Including Private Companies Which Are Subsidiaries Of Public Companies	3	NIL	NIL
Memberships/ Chairmanships of Committees across other companies in which he/she is a director	1)Member- SRC in Kanoria Chemical and Industries Ltd. 2) Member- Committee of Directors. 3)Chairman- Audit Committee- Assam Carbon Products Ltd. 4) Member- NRC- - Assam Carbon Products Ltd.	-	-
Memberships/ Chairmanships of Committees in the company	2 1)Audit Committee 2)Stakeholder Relationship Committee.	2 1)Nomination and Remuneration committee. 2)Stakeholder Relation Committee	1) Audit Committee. 2)NRC
Shareholding in the Company	339990	213814	7592

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Relationship with other Directors	Spouse of Madhulika Khaitan	Spouse of Hemant Khaitan	-
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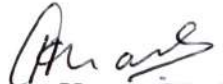
Registered Office
96 GARDEN REACH ROAD
KOLKATA WB 700023 IN

DATE:14TH AUGUST 2026

PLACE- KOLKATA

By Order of the Board of Directors
Steel Products Ltd




Hemant Kumar Khaitan
(Managing Director)
DIN- 00220049



ATTENDANCE SLIP

Annual General Meeting, Tuesday, the 29th September 2026 at 11.00 A.M. at 96, Garden Reach Road, KOLKATA-700023

Name of the Shareholder	
Address	
Registered Folio/ DP ID & Client ID	
No of Shares held	
Name of the Proxy / Authorised Representative, if any	

I / We hereby record my / our presence at the ANNUAL GENERAL MEETING of the Company to be held on Tuesday, the 29th September 2026 at 11:00A.M. at **96, GARDEN REACH ROAD, KOLKATA-700023**

Signature of Shareholder/ Proxy/Authorised Representative

Note: The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and hand over the same at the venue entrance.

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FORM NO. MGT-11

Proxy Form

*[Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / *DP-ID & Client	

**Applicable for Investors holding shares in electronic form.*

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

1.	Name:	Address:
	E-mail Id:	Signature:

Or falling him

2.	Name:	Address:
	E-mail Id:	Signature:

Or falling him

3.	Name:	Address:
	E-mail Id:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **Tuesday, the 29th September 2026 at 11:00 A.M. at 96 GARDEN REACH ROAD, KOLKATA-700023**, and at any adjournment thereof in respect of such resolutions as is/are indicated below:

**** I/We wish my/our above Proxy to vote in the manner as indicated in the box below:-**

Ordinary/ Special Business:

Item No.	Resolution(s)	For	Against
1.	Ordinary Resolution for Adoption of Financial Statement of Accounts for the year ended on 31 st March, 2026.		
2.	Ordinary Resolution to appoint Mrs. Madhulika Khaitan (DIN: 00220076) as Director who retires by rotation.		
3.	Special Resolution to reappoint Mr. Hemant Khaitan (DIN:00220049) as Managing Director for a period of 3 Years from 1 st September, 2026 to 31 st August, 2029		
4.	Special Resolution for re-appointment of Mr. Manoj Khaitan (DIN :03048920) as Non -Executive Independent Director for a period of 5 Years from 30 th , June, 2026 to 29 th , June 2031,		

Signed this day of 2026.

**Affix Re.1
Revenue
Stamp**

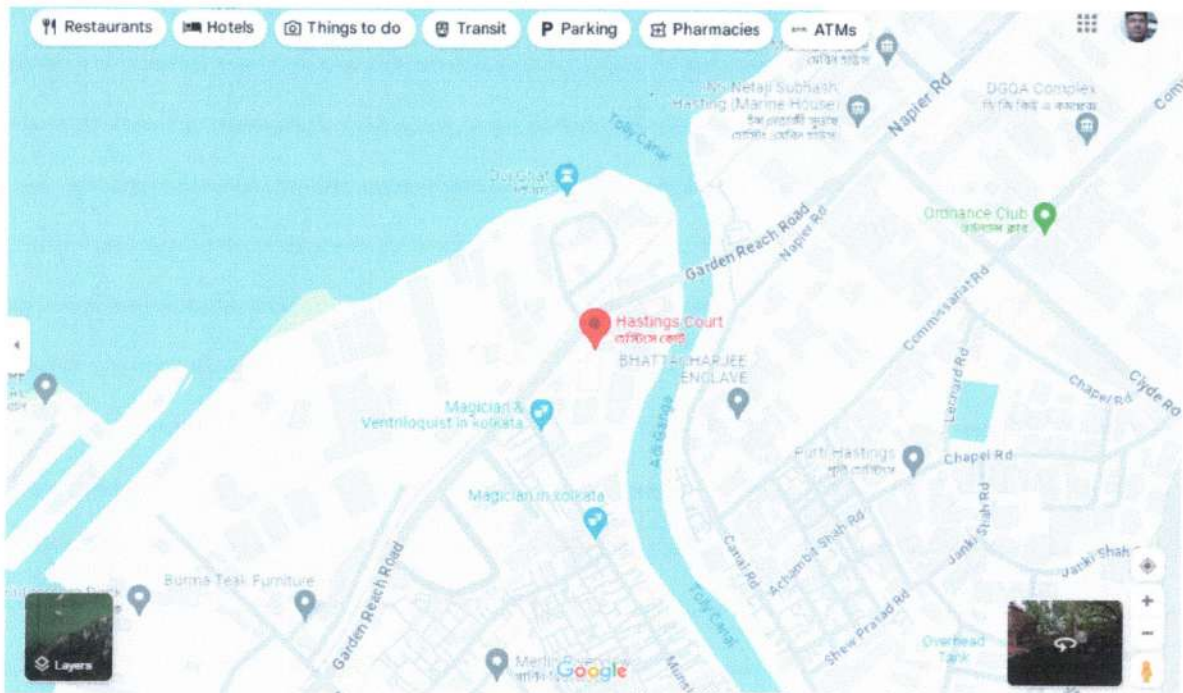
Signature of Shareholder

Signature of Proxy holder(s):

(iv)



Route Map for easy location of venue of the Annual General Meeting



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