

BAJAJ STEEL INDUSTRIES LIMITED

(CIN : L27100MH1961PLC011936)

Registered Office : Plot No. C-108, MIDC Industrial Area, Hingna, Nagpur - 440028 (MH) India.
Tel.: +91-07104-238101, Fax : 07104-237067; E-mail : cs@bajajngp.com; Website : www.bajajngp.com

Notice of Postal Ballot

Pursuant to Section 110 of the Companies Act 2013

To,
The Members
Bajaj Steel Industries Limited

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') and other applicable provisions of the Act (including any statutory modification or re-enactment thereof for the time being in force) that the Company proposes to seek approval of the members for passing of the proposed resolutions appended below through postal ballot including voting by electronic means (e-voting). The explanatory statement pursuant to Section 102 of the Act setting out the material facts for the proposed resolutions along with a Postal Ballot Form and postage pre-paid envelope are annexed.

The Company has appointed CA Sanjay Agarwal, Partner in M/S B. Chhawchharia & Co. Chartered Accountants, Nagpur [Firm Registration No. 305123E] as Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the Form duly completed and signed in the attached self-addressed, postage prepaid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. by 5.30 p.m. on December 09, 2018. Please note that any postal ballot form(s) received after the said date and time will be treated as not having been received.

In compliance with the relevant provisions of the Act and the SEBI (LODR) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to its members to enable them to cast their votes electronically (e-voting) instead of dispatching Postal Ballot Form. Members desire to exercise their vote by using e-voting facility are requested to carefully read the notes/instructions for e-voting given in the Notice. The Scrutinizer will submit his report to the Chairman & Managing Director (CMD) of the Company or any person authorised by him, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the Postal Ballot shall be announced on Wednesday, December 12, 2018 at the Registered Office of the Company at Nagpur and shall also be displayed on the Company's website www.bajajngp.com and also communicate to the stock exchanges, where the Company's equity shares are listed.

1. Revision in Terms of Remuneration of Shri Rohit Bajaj (DIN : 00511745), Chairman & Managing Director

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act 2013 read with Schedule V of the act and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the consent of the members be and are hereby accorded to the revision in the terms of remuneration of Shri Rohit Bajaj, Chairman & Managing Director, by way of increase in salary payable to Shri Rohit Bajaj, with effect from 1st April 2018 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) be and hereby authorized to alter/vary/increase/decrease the terms of remuneration from time to time in compliance with Section 196, 197 and other applicable provisions, if any, of the Companies Act 2013 read with Schedule V of the act and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 to the extent the Board of Directors may deem fit and appropriate.

RESOLVED FURTHER THAT In the event of loss or inadequacy of profits in any financial year during the tenure of the Directorship of Shri Rohit Bajaj, Chairman & Managing Director of the Company, the board of directors be and are hereby authorized to alter/vary/increase/decrease the remuneration, subject to the requisite approvals, if any, and pay remuneration by way of Salary, Allowances, Perquisites in compliance with Section II of Part II of Schedule V of the Companies Act 2013, including any statutory modifications or re-enactment thereof as may be from the time being in force.

RESOLVED FURTHER THAT Shri Manish Sharma, Chief Financial Officer or Shri Divyanshu Vyas, Company Secretary of the Company be and are hereby authorised for the purpose of giving effect to the above resolution, to take all such actions and give all such directions, or do all such acts, deeds, matters and things as may be necessary in this regard and further to execute all such deeds, documents and writings as may be necessary in this regard."

2. Revision in Terms of Remuneration of Shri Sunil Bajaj (DIN:00509786), Executive Director :

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act 2013 read with Schedule V of the act and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the consent of the members be and are hereby accorded to the revision in the terms of remuneration of Shri Sunil Bajaj, Executive Director, by way of increase in salary payable to Shri Sunil Bajaj, with effect from 1st April 2018 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) be and hereby authorized to alter/vary/increase/decrease the terms of remuneration from time to time in compliance with Section 196, 197 and other

applicable provisions, if any, of the Companies Act 2013 read with Schedule V of the act and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 to the extent the Board of Directors may deem fit and appropriate.

RESOLVED FURTHER THAT In the event of loss or inadequacy of profits in any financial year during the tenure of the Directorship of Shri Sunil Bajaj, Executive Director of the Company, the board of directors be and is hereby authorized to alter/vary/increase/decrease the remuneration, subject to the requisite approvals, if any, and pay remuneration by way of Salary, Allowances, Perquisites in compliance with Section II of Part II of Schedule V of the Companies Act 2013, including any statutory modifications or re-enactment thereof as may be from the time being in force.

RESOLVED FURTHER THAT Shri Manish Sharma, Chief Financial Officer or Shri Divyanshu Vyas, Company Secretary of the Company be and are hereby authorised for the purpose of giving effect to the above resolution, to take all such actions and give all such directions, or do all such acts, deeds, matters and things as may be necessary in this regard and further to execute all such deeds, documents and writings as may be necessary in this regard."

3. Revision In Terms Of Remuneration Of Dr. Mahendra Kumar Sharma (DIN: 00519575), Whole Time Director & Chief Executive Officer:

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

RESOLVED THAT pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act 2013 read with Schedule V of the act and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the consent of the members be and are hereby accorded to the revision in the terms of remuneration of Dr. Mahendra Kumar Sharma, CEO & Whole Time Director, by way of increase in the salary payable to Dr. Mahendra Kumar Sharma, with effect from 1st April 2018 on the terms & conditions as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) be and hereby authorized to alter/vary/increase/decrease the terms of remuneration from time to time in compliance with Section 196, 197 and other applicable provisions, if any, of the Companies Act 2013 read with Schedule V of the act and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 to the extent the Board of Directors may deem fit and appropriate.

RESOLVED FURTHER THAT In the event of loss or inadequacy of profits in any financial year during the tenure of the Directorship of Dr. Mahendra Kumar Sharma, Whole time Director & Chief Executive Officer (CEO) of the Company, the board of directors be and is hereby authorized to alter/vary/increase/decrease the remuneration, subject to the requisite approvals, if any, and pay remuneration by way of Salary, Allowances, Perquisites in compliance with Section II of Part II of Schedule V of the Companies Act 2013, including any statutory modifications or re-enactment thereof as may be from the time being in force.

RESOLVED FURTHER THAT Shri Manish Sharma, Chief Financial Officer or Shri Divyanshu Vyas, Company Secretary of the Company be and are hereby authorised for the purpose of giving effect to the above resolution, to take all such actions and give all such directions, or do all such acts, deeds, matters and things as may be necessary in this regard and further to execute all such deeds, documents and writings as may be necessary in this regard."

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('Act') setting out material facts in respect of item nos. 1 to 3 of the Notice and the relevant information pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 ('Listing Regulations') are annexed hereto.
2. The postal ballot notice is being sent to all the members whose names appear on the Register of Members/List of Beneficial Owners as received from both the Depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as on Friday, November 2nd November, 2018.
3. In compliance with Regulation 44 of the Listing Regulations and the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the Company is pleased to provide e-voting facility to all its members to enable them to cast their votes electronically.
4. **The procedure and instructions for e-voting are as under:**
 - (i) The voting period begins on Saturday, the 10th November, 2018 at 9.00 A.M. and ends on Sunday, the 09th December, 2018 at 5.30 PM. During this period shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date 02nd November 2018 may cast their vote electronically as well. The e-voting module shall be disabled by Central Depository Services Private Limited for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on "Shareholders/Members" tab.
 - (iv) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of BAJAJ STEEL INDUSTRIES LIMITED. This will take you to the voting page.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click

on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively Please follow the instructions as prompted by the mobile app while voting through your mobile.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

ITEM No. 1 & 2

Shri Rohit Bajaj (DIN:00511745.), Chairman & Managing Director & Shri Sunil Bajaj (DIN 00509786) Executive Director of the Company were re-appointed for a period of 5 (five) years with effect from 1st July, 2014 onwards . The Pay Scale of Shri Rohit Bajaj & Shri Sunil Bajaj has been revised and approved by the shareholders in the Annual General Meeting held on 23rd September 2015.

The Board of Directors of the Company vide its meeting held on 31st October 2018 approved revision in remuneration which leads to increase in salary of Shri Rohit Bajaj, Chairman & Managing Director and Shri Sunil Bajaj, Executive Director in compliance with Section 196, 197 and any other applicable provisions of the Companies Act 2013 read with Schedule V of the act and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 details hereunder:

Pay Structure of Shri Rohit Bajaj & Shri Sunil Bajaj (In Rs, Payable Per Month):

Particulars	Existing	Revised (w.e.f 01.04.2018)
Basic Salary	297000	416000
Dearness Allowance	3000	4000
House Rent Allowance	30000	73500
Other Allowance	117177	133208
Education Allowance	200	200
Bonus	2200	2500
Total	449577	629408

Other terms and conditions as to the remuneration of Shri Rohit Bajaj (DIN:00511745), Chairman & Managing Director & Shri Sunil Bajaj (DIN 00509786) Executive Director of the Company in compliance with schedule V of the Companies Act 2013 as detailed hereunder:

A)	Salary	:	Rs 629408 Per Month
			With such increments or addition as may be decided by the Board of Directors of the Company from time to time as on 1 st April every year.
B)	Commission	:	1% per annum of the net profits of the Company.
C)	Perquisites	:	Perquisites shall be allowed, in addition to salary and commission, Perquisites shall be restricted to an amount equal to two months salary. Perquisites are classified as under:

Category – A

i)	Housing	:	As per Policy of the Company
ii)	Medical reimbursement	:	Reimbursement of all medical expenses incurred including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
iii)	Leave Travel Concession	:	Leave Travel Concession for self and family once in a year.
iv)	Club fees	:	Fees of clubs subject to a maximum of two clubs.
v)	Personal Accident Policy	:	Annual Premium of Personal Accident Insurance to be borne by the Company.

Note: For the purpose of perquisites stated in Category A above “family” means the spouse, the dependents children and dependents parents of the appointee.

Category – B

vi)	Contribution to Provident Fund and Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.		
vii)	Gratuity payable shall not exceed half days salary for each completed year of service.		
viii)	Earned Leave	:	On full pay and allowance as per the rules of the Company but not exceeding one month's leave for every eleven months of services. Encasement of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

Category –C

ix)	Such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed by the Board of Directors and the appointee.		
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*Perquisites of Category B & Category C (viii) will not be included for determining the ceiling of Perquisites under Schedule V of Companies Act, 2013.

Item no.3: Dr. Mahendra Kumar Sharma (DIN 00519575) was appointed as an Additional Director of the Company vide Meeting of the Board of Directors of the Company held on 16th October, 2014. Further, the Board of Directors of the Company vide their Board Meeting held on 12th November, 2014 re-designated Dr. Mahendra Kumar Sharma from Additional Director to Whole Time Director & Chief Executive Officer (CEO) of the Company for a period of Five (5) Years w.e.f 12th November, 2014 which was duly approved by the Members/ Shareholders of the Company by way of Postal Ballot on 24th December, 2014. The Terms & Conditions in respect of remuneration were changed and approved in the Annual General Meeting as on 23rd day of September, 2015.

The Board of Directors of the Company vide its meeting held on 31st October 2018, approved revision in remuneration which leads to increase in salary of Dr. Mahendra Kumar Sharma in compliance with Section 196, 197 and any other applicable

provisions of the Companies Act 2013 read with Schedule V of the act and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 as per below:

Pay Structure of Dr. Mahendra Kumar Sharma (In Rs Payble Per Month)

Particulars	Existing	Revised (w.e.f 01.04.2018)
Basic Salary	418000	536000
Dearness Allowance	2000	4000
House Rent Allowance	84000	94500
Other Allowance	124508	172038
Education Allowance	200	200
Bonus	700	2500
Total	629408	809238

Other terms and conditions as to the remuneration of Dr. Mahendra Kumar Sharma, Executive Director of the Company in compliance with schedule V of the Companies Act 2013 as detailed hereunder:

A)	Salary	:	Rs 809238 Per Month
			With such increments or addition as may be decided by the Board of Directors of the Company from time to time as on 1 st April every year.
B)	Perquisites	:	Perquisites shall be allowed, in addition to salary. Perquisites are classified as under:

Category – A

i)	Medical reimbursement	:	Reimbursement of all medical expenses incurred including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
ii)	Personal Expenses	:	Reimbursement of Electricity, Gas & Maintenance Expenses at actual. Reimbursement of Newspapers & Travelling Expenses at actual. Car Facility with Chauffeur & Phone Facility.
iii)	Personal Accident Policy	:	Annual Premium of Personal Accident Insurance to be borne by the Company.

Note: For the purpose of perquisites stated in Category A above “family” means the spouse, the dependents children and dependents parents of the appointee.

vi)	Contribution to Provident Fund and Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.		
vii)	Gratuity payable shall not exceed half days salary for each completed year of service.		

Category – B

viii)	Earned Leave	:	Earned leaves as per the policy of the company. Presently one day leave is allowed for every 20 days of work performed. Encasement of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.
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Category – C

ix)	Such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed by the Board of Directors and the appointee. Such Perquisites and allowances shall be allowed, in addition to salary and commission and shall be restricted to an amount equal to one month salary.		
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*Perquisites of Category B & Category C (viii) will not be included for determining the ceiling of Perquisites under Schedule V of Companies Act, 2013.

The Directors recommend the resolution for approval of the Shareholders of the Company as Special Resolution. Save as aforesaid apart from Dr. Mahendra Kumar Sharma (DIN 00519575) none of the other Directors of the Company are in any way concerned or interested in the aforesaid resolution.

Information Pursuant to Schedule V of the Companies Act, 2013

I. GENERAL INFORMATION :

1. **Nature of Industry:** The Company is engaged in the manufacturing of Cotton Ginning and Pressing Machinery, Cotton Cleaning, Cotton Conveying, Cotton Humidification Systems, Cotton Baling Presses, Cotton Seed Processing, Pre-engineered Buildings, Electrical Control Panels, Fire Fighting Systems, Hydraulic Cylinder, Power packs, Specialty Conveyors and Master Batches etc, & its components, accessories and spare-parts thereof.

2. Date of commencement of commercial production:

The company was incorporated on 14th February, 1961 and started commercial production immediately.

3. Financial Performance based on given indicators : (Rs in Lacs)

Particulars	F.Y. 2017-18	F.Y. 2016-17	F.Y. 2015-16
Consolidated Revenue From Operations	24,762	23,813	30,787
Consolidated Profit/ (Loss) for the period after tax	1,146	(1004)	(288)
Standalone Revenue from Operations (Gross)	23,438	21,220	28,388
Standalone Profit/(Loss) for the period after tax	916	(1003)	(189)
Profit / Loss pursuant to Section 198 of the Companies Act, 2013	982	(965)	(112)

Details of Comparative figures of revenue from operations & Profit for June 2018 & September 2018 in comparison with previous year: (Rs in Lacs)

Profit After Tax	Quarter Ended June, 2017	Quarter Ended June, 2018	Quarter Ended September, 2017	Quarter Ended September, 2018
Revenue from operations	4044	4842	6039	10103
PAT-Standalone	(39)	55	255	805

The above financials reflects substantial improvement in the operation of the company in the year 2017-18 onwards. It also reflects that in the first two quarter of financial year 2018-19 there is a substantial improvement in the revenue and profitability of the company compared to the relevant quarter of Financial Year 2017-18.

4. Foreign investments or Collaborations, if any:

The Company has the following technical collaborations & Foreign Investments to manufacture the Cotton Pressing Machines:

(a) Technical Collaboration:

Sr. No	Name of the Products	Name of the Organisation
1.	Ginning & Pressing Machineries	Central Institute for Research on Cotton Technology (CIRCOT), ICAR
2.	Saw Gin & Rotobar Gin	Continental Eagle Corporation, USA

(b) Foreign Subsidiary :

- The Company has its 100% wholly owned Subsidiary with the name and style as “**BAJAJ CONEAGLE LLC**”, A Limited Liability Company having its office at Prattville, Alabama, USA on April 02, 2012 With the physical presence at USA, the Company is able to tap the US & International Market of Continental Products. The Investments of the company in Bajaj Coneagle LLC as on 31 March 2018 is Rs. 1027 lacs.
- The Company has also incorporate its 100 % subsidiary in Uganda name and style as “**BAJAJ STEEL INDUSTRIES (U) LIMITED**” at Kampala, Uganda to tap the markets of African Countries for ginning products and to undertake the turnkey projects of Cotton Ginning Sector in Civil , PEB in African Countries.

II. INFORMATION ABOUT THE APPOINTEE :

(a) Shri Rohit Bajaj – Chairman & Managing Director (CMD)

(1) Background Details :

Shri Rohit Bajaj (DIN 00511745.), aged 67 years, appointed in the company as Managing Director on 01.07.1980. Further Shri Rohit Bajaj appointed as Chairman of the Company amongst the Board of Directors to preside the Board Meetings from 09th February 2013 onwards. Shri Rohit Bajaj serving the company from last 38 years. He holds Bachelor Degree in Arts and having vast experience of more than 38 years. During his tenure as a Chairman & Managing Director the Company have done many improvements in its product line i.e. Ginning Machines & Master Batches etc. Under his leadership, the company has achieved many milestones. He has widely travelled and has also visited foreign countries to keep abreast of the latest development in technology and marketing. His ability to foresee the market and take strategic decisions help the company to mitigate the risk involved.

(2) Past Remuneration

Pay Structure of Shri Rohit Bajaj:

Particulars	(In Rs. Payable Per Month)
Basic Salary	297000
Dearness Allowance	3000
House Rent Allowance	30000
Other Allowance	117177
Education Allowance	200
Bonus	2200
Total	449577

A)	Salary	:	449577 Per Month
			With such increments or addition as may be decided by the Board of Directors of the Company from time to time as on 1 st April every year.
B)	Commission	:	1% per annum of the net profits of the Company.
C)	Perquisites	:	Perquisites shall be allowed, in addition to salary and commission, Perquisites shall be restricted to an amount equal to the annual Salary or Rs. 9,00,000/- per annum, whichever is less. Perquisites are classified as under:

Category – A

i)	Housing	:	As per Policy of the Company
ii)	Medical reimbursement	:	Reimbursement of all medical expenses incurred including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
iii)	Leave Travel Concession	:	Leave Travel Concession for self and family once in a year.
iv)	Club fees	:	Fees of clubs subject to a maximum of two clubs.
v)	Personal Accident Policy	:	Annual Premium of Personal Accident Insurance to be borne by the Company.

Note: For the purpose of perquisites stated in Part –B above “family” means the spouse, the dependents children and dependents parents of the appointee.

Category – B

vi)	Contribution to Provident Fund and Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.		
vii)	Gratuity payable shall not exceed half a month's salary for each completed year of service.		

Category –C

viii)	Earned Leave	:	On full pay and allowance as per the rules of the Company but not exceeding one month's leave for every eleven months of services. Encasement of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.
ix)	Such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed by the Board of Directors and the appointee.		

(3) Recognition or awards :

Shri Rohit Bajaj had received many recognitions and appreciations for his contribution and excellence in various fields and his contribution is well appreciated at the Industry level.

(4) Job Profile and suitability

Shri Rohit Bajaj (DIN 00511745.) has been serving the Company for more than 3 decades and as a member of the Senior Management Team has brought many significant improvements during his tenure as a Chairman & Managing Director. The Company under the leadership of Shri Rohit Bajaj, Chairman & Managing Director expanded rapidly. Today the company is having diversified business products which includes Ginning Machineries, Pre Engineering Buildings, Speciality Conveyors, Fire fighting and Electrical Panels Etc.

Further, the Company under his leadership became a focused entity and the market driven focus has allowed the Company to enter into another growth phase. Today Mr. Rohit bajaj is actively involved in forming the strategic policies of the company.

(5) Remuneration Proposed :

Please refer to the principal terms of remuneration as mentioned herein above the notice.

(6) Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and person:

Considering the industry in which the Company operates, the size of the business as well as the profile of Shri Rohit Bajaj and the responsibilities shouldered by him, the remuneration proposed is commensurate with the remuneration packages paid to similar senior level appointees in other companies in the industry. The last remuneration increased was given to Shri Rohit bajaj in the year 2015. From last 3 years the remuneration of Shri Rohit Bajaj have not been increased. Hence looking at the efforts of Shri Rohit Bajaj, to help the company to achieve better and improve results for all the stakeholders, the present increase in remuneration is proposed.

(7) Pecuniary Relationship Directly / Indirectly with the company or Managerial Personal if any :

Shri Rohit Bajaj is the Chairman & Managing Director of the Company and he is holding 55,325 Equity Shares comprising of 2.35 % of the paid up capital of the Company as part of the promoter/promoter group of the Company.

(b) Shri Sunil Bajaj – Executive Director**1. Background Details :**

Shri Sunil Bajaj (DIN 00509786), aged 64 years, appointed in the company as Executive Director on 30-08-1985 and serving the company from 33 years. He holds Bachelor Degree in Engineering from Manipal Institute of Technology, Karnataka. During his tenure as a Executive Director the Company had made many improvements in its product line i.e. Ginning Machines & Master Batches etc. Under his leadership, the company has achieved many milestones. He has widely travelled and has also visited foreign countries to keep abreast of the latest development in technology and marketing. Mr. Sunil Bajaj is supporting the company by providing technical knowledge and guidance in all the relevant matters.

2. Past Remuneration**Pay Structure of Sunil Bajaj:**

Particulars	(In Rs. Payable Per Month)
Basic Salary	297000
Dearness Allowance	3000
House Rent Allowance	30000
Other Allowance	117177
Education Allowance	200
Bonus	2200
Total	449577

A)	Salary	:	449577 Per Month
			With such increments or addition as may be decided by the Board of Directors of the Company from time to time as on 1 st April every year.
B)	Commission	:	1% per annum of the net profits of the Company.
C)	Perquisites	:	Perquisites shall be allowed, in addition to salary and commission, Perquisites shall be restricted to an amount equal to the annual Salary or Rs. 9,00,000/- per annum, whichever is less. Perquisites are classified as under:

Category – A

i)	Housing	:	As per Policy of the Company
ii)	Medical reimbursement	:	Reimbursement of all medical expenses incurred including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
iii)	Leave Travel Concession	:	Leave Travel Concession for self and family once in a year.
iv)	Club fees	:	Fees of clubs subject to a maximum of two clubs.
v)	Personal Accident Policy	:	Annual Premium of Personal Accident Insurance to be borne by the Company.

Note: For the purpose of perquisites stated in Part –B above “family” means the spouse, the dependents children and dependents parents of the appointee.

Category – B

vi)	Contribution to Provident Fund and Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.		
vii)	Gratuity payable shall not exceed half a month's salary for each completed year of service.		

Category –C

viii)	Earned Leave	:	On full pay and allowance as per the rules of the Company but not exceeding one month's leave for every eleven months of services. Encasement of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.
ix)	Such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed by the Board of Directors and the appointee.		

3. Recognition or Awards :

Shri Sunil Bajaj had received many recognitions and appreciations for his contribution and excellence in various fields and his contribution is well appreciated at the Industry level. He has received Honorary Fellowship Award by Indian Society for Cotton Improvement (ISCI) in 2011.

4. Job Profile and suitability

Shri Sunil Bajaj (DIN 00509786) is having an experience of over 33 years in Steel and Plastic Industry and as a member of the Senior Management Team, he is managing day to day affairs of the Company. Further, Shri Sunil Bajaj (DIN 00509786) is actively involved in up gradation and introduction of new products. He has travelled abroad several times for finding out the new developments in manufacture of Steel and Plastic Products, which was implemented by the Company to increase the production of the Company. Further Mr. Sunil Bajaj is actively involved in taking the decisions related to the technical matters of the Company.

5. Remuneration Proposed:

Please refer to the principal terms of remuneration as mentioned herein above the notice.

6. Comparative Remuneration Profile with respect to Industry, Size of the Company, profile of the position and person:

Considering the industry in which the Company operates, the size of the business as well as the profile of Shri Sunil Bajaj and the responsibilities shouldered on him, the remuneration proposed is commensurate with the remuneration packages paid to similar senior level appointees in other companies in the industry. The last remuneration increased was given to Shri Sunil Bajaj in the year 2015. From last 3 years the remuneration of Shri Sunil Bajaj have not been increased. Hence looking at the efforts of Shri Sunil Bajaj, to help the company to achieve better and improve results for all the stakeholders, the present increase in remuneration is proposed.

7. Pecuniary Relationship Directly / Indirectly with the company or Managerial Personal, if any:

Shri Sunil Bajaj is the Executive Director of the Company and he is holding 86,697 Equity Shares comprising of 3.68 % of the paid up capital of the Company as part of the promoter/promoter group of the Company.

(c) Dr. Mahendra Kumar Sharma – Whole-time Director & CEO

1. Background Details:

Dr. Mahendra Kumar Sharma (00519575), aged 61 Years, joined the Company in October, 1996 and since then has served the company in various management capacities. The Board of Directors appointed him as an Additional Director vide their meeting held on 16th October 2014. Further, the board of Directors of the company vide their Meeting held on 12th November 2014 re-designated him as Whole Time Director & Chief Executive Officer w.e.f 12th November 2014 for a period of 5 Years.

Dr. Mahendra Kumar Sharma has completed its Master of Commerce from Kanpur University. He has also completed his PHD from RTM, Nagpur University in the year 2014. Dr. Sharma has done his PHD in "A Study of Management and Development of Cotton Ginning Industry in India with Special Reference to Double Roller Ginning Market (2000-2009)". Apart from that, Dr. Sharma has also published various books towards improvement in Cotton Ginning Technologies in India and other relevant issues of Cotton Ginning. He has also published papers/articles, related to ginning and cotton, in various national as well as international forum and conferences.

Prior to joining Bajaj Steel Industries Ltd he has served the Kores group in various managerial capacities from 1979 to 1996. Dr. Sharma is having a rich and vast experience of 39 years in a leadership role in managing the operations of the companies that he has worked for.

Under the leadership of Dr. Sharma, the company have achieved many milestones. In the year 2017-18 the company have achieved significant improvement in the operational efficiency due to which the company earned profit of Rs 916 Lacs as compared to the loss of Rs 1003 lacs in the year 2016-17.

2. Past Remuneration

Pay Structure of Dr. Mahendra Kumar Sharma:

Particulars	(In Rs. Payable Per Month)
Basic Salary	417000
Dearness Allowance	3000
House Rent Allowance	42000
Other Allowance	165008
Education Allowance	200
Bonus	2200
Total	629408

A)	Salary	:	Rs 629408 Per Month
			With such increments or addition as may be decided by the Board of Directors of the Company from time to time as on 1 st April every year.
B)	Perquisites	:	Perquisites shall be allowed, in addition to salary. Perquisites are classified as under:

Category – A

i)	Medical reimbursement	:	Reimbursement of all medical expenses upto one month salary whether in India or abroad, for self and family including hospitalization.
ii)	Personal Expenses	:	Reimbursement of Electricity, Gas & Maintenance Expenses at actual. Reimbursement of Newspapers & Travelling Expenses at actual. Car Facility with Chauffeur & Phone Facility.

Note: For the purpose of perquisites stated in Category A above “family” means the spouse, the dependents children and dependents parents of the appointee.

Category – B

vi)	Contribution to Provident Fund and Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.		
vii)	Gratuity payable shall not exceed half days salary for each completed year of service.		

Category – C

viii)	Earned Leave	:	Earned leaves as per the policy of the company. Presently one day leave is allowed for every 20 days of work performed. Encasement of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.
ix)	Such other perquisites in accordance with the rules of the company or as may be agreed by the Board of Directors and the appointee. The value of the perquisites evaluated as per Income Tax Rules, 1962, wherever applicable and at cost in the absence of any such rules shall be subject to an overall annual ceiling of an amount equal to the salary for the relevant period.		

*Perquisites of Category B & Category C (viii) will not be included for determining the ceiling of Perquisites under Schedule V of Companies Act, 2013

3. Recognition or awards:

Dr. Sharma has received many recognitions and appreciations for his contribution and excellence in relevant fields. He has also been awarded by the collector Central Excise, Nagpur for significant Contribution as member of Regional Advisory Committee, Central Excise, Nagpur. Dr. Sharma is also visiting guest faculty to various renowned management institutes. He has also holding membership of various advisory committees of renowned institutes.

4. Job Profile & his suitability:

Dr. Sharma is responsible for managing the day-to-day business affairs of the Company. This includes formulation & implementation of strategic business plans, brand strategy, implementation of organization structure, ramping up visibility of the Company with the external customers and partners, establishing strong business & operational processes and overseeing various compliances.

The prime objective of his role as a CEO is to drive the business of the company in a growth oriented and profitable atmosphere.

With the vast experience of Dr. Sharma in various leadership role and his ability of foresightness and to turn around the business and its operations in profitable mode make him suitable for the post of Whole Time Director & CEO.

5. Remuneration Proposed:

The terms of remunerations are detailed in the notice.

6. Comparative Remuneration profile with respect to industry, size of the company , profile of the position & person :

Considering the industry in which the Company operates, the size of the business as well as the profile of Dr. Mahendra Sharma and the responsibilities shouldered by him, the remuneration proposed is commensurate with the remuneration packages paid to similar senior level appointees in other companies in the industry. The last remuneration increased was given to Dr. M. K. Sharma in the year 2014. From last 3 years the remuneration of Dr. M. K. Sharma has not been increased. Hence looking at the efforts of Dr. M. K. Sharma, to help the company to achieve better and improve results for all the stakeholders, the present increase in remuneration is proposed.

7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any :

Dr. Sharma has joined the company in professional capacity and is holding the appropriate qualification and experience. Dr. Sharma is not related to any director or promoter of the company. He is holding 100 Equity shares i.e. 0.02% paid up capital of the Company. Beside the remuneration paid/payable to him there is no other pecuniary relationship with the company or with any managerial personnel of the company.

III. OTHER INFORMATION:

1) Reasons for inadequate profit:

The Company made loss of Rs. 1033 lakhs in the year 2016-17 due to decrease in cotton productions which decreases the demand of company products. The losses were also made in certain segments which the Company now operating at a tapered down mode. The Steel Division segment of the Company has been steadily making profit. Also since Sep'17 quarter onwards the Company has been making profits on quarter on quarter basis.

2) Steps taken or proposed to be taken for improvement:

Management is trying their best to improve the performance of the company. Further the company has already expanded its business to various new engineered products such as electric panels , Pre Engineered buildings & structures, fire fighting equipments, speciality conveyors etc. Further the company is focusing more in export markets and aggressively doing marketing for export as a result of which, the export of 2017-18 has increased by 178%. The Company is also trying to tap new export markets and the study to understand the sentiments of new market under way. Further the company is making several changes/improvements in the existing products which are expected to have huge market acceptability and which lead to enhance market share of the company and thus the improvement in profitability.

3) Expected Increase in productivity and profits in measureable terms:

With the improved efforts and additional services in multiple segments and geographies which are in pipeline and the number of initiatives/actions underway, the company expects improvements in its operational and financial performance. It is difficult to predict the increase in revenue and profit of the Company for future years as in the short and medium term the business plans is to expand its business and to tap new markets.

IV. DISCLOSURES :

The required disclosure has already been mentioned in the Directors' Report under the heading "Corporate Governance" in the Annual Report of the Financial Year 2017-18.

Place : Nagpur

Date : 31st October 2018

By Order of the Board of Directors

**Sd/-
Divyanshu Vyas
Company Secretary**