

(Subject to Nagpur Jurisdiction)



BAJAJ STEEL INDUSTRIES LIMITED

C- 108, MIDC INDUSTRIAL AREA, HINGNA, NAGPUR - 440 028 (MS) INDIA Fax: +91 - 7104 - 237067
Tel.: +91 - 7104 238101 - 20 Email:- bsi@bajajngp.com, Website : www.bajajngp.com

CIN No. - L27100MH1961PLC011936



REF: BSIL/SEC/2021-22/79

25th November, 2021

To,
The Corporate Relationship Department
BSE Limited
P J Tower, Dalal Street,
Mumbai – 400 001

SCRIP CODE: 507944

Sub: Notice of 60th Annual General Meeting (AGM) and E-voting

Dear Sir/Madam,

In continuation of our earlier letter dated 23rd November, 2021 in respect of Annual Report for the Financial Year 2020-21, we hereby enclosing the Notice of 60th Annual General Meeting of the Company scheduled to be held on Wednesday, 15th December, 2021 at 04.00 PM (IST) through Video Conference / Other Audio-Visual Means only, in accordance with the compliance of Companies Act, 2013 and SEBI Listing Regulations, 2015, for the better convenience of the members.


As per Section 108 of the Companies Act, 2013, read with the 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 is pleased to provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ('remote e-voting').

The remote e-voting period will commence on Sunday, December 12th, 2021 at 9:00 A.M. and end on Tuesday, December 14th, 2021 at 5:00 P.M. During this period, the Members of the Company holding shares in the physical or electronic form as on cut-off date i.e. Friday, 03rd December, 2021 may cast their vote electronically.

The detailed instructions for remote e-voting are mentioned in the enclosed Notice of 60th Annual General Meeting.

Kindly take the same on your record.

Yours Faithfully,
For Bajaj Steel Industries Limited


Divyanshu Vyas
Company Secretary



NOTICE

NOTICE is hereby given that the Sixtieth (60th) Annual General Meeting of the Members of Bajaj Steel Industries Limited (CIN: L27100MH1961PLC011936) will be held on Wednesday, December 15th, 2021 at 4.00 PM through Video Conferencing /Other Audio Visual Means ("VC/OAVM") facility, to transact the following business:

ORDINARY BUSINESS:

Item No. 01:

Adoption of Financial Statements

To consider and adopt (a) the audited financial statements of the Company for the financial year ended on March 31, 2021 and the Reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended on March 31, 2021 and the Reports of the Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution.

(a) **"RESOLVED THAT** the audited financial statements of the Company for the financial year ended on March 31, 2021 and the Reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

(b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended on March 31, 2021 and the Reports of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."

Item No. 02:

Declaration of Dividend

To Declare a Dividend on Equity Shares of ₹ 3/- (Rupees Three Only) per equity share for the financial year ended on March 31, 2021 and in this regard, pass the following resolution as an **Ordinary Resolution**.

RESOLVED THAT a dividend at the rate of Rs 3/- (Rupees Three only) per equity share of Rs 5/- (Rupees Five only) each fully paid up of the Company be and is hereby declared for the financial year ended March 31, 2021 and the

same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2021."

Item No. 03:

Re-appoint Shri Vinod Kumar Bajaj (DIN: 00519541) who retires by rotation as a Director

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

"RESOLVED THAT pursuant to provisions of Sections 152 and other applicable provisions of the Companies Act, 2013 and Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Vinod Kumar Bajaj (DIN: 00519541) who retires by rotation at this meeting and who has attained the age of 84 years be and is hereby re-appointed as Non-Executive Director of the Company who holds the office till the conclusion of next Annual General Meeting i.e. till 61st Annual General Meeting of the Company."

SPECIAL BUSINESS:

Item No 04:

Approval of Appointment and Remuneration Payable to Shri Ashish Bajaj, Chief Executive Officer of the Superpack Division of the Company:

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

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and pursuant to the applicable provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 [including statutory modification(s) or re-enactment thereof for the time being in force and as may be notified from time to time] and such other approval(s) as may be necessary in this regard, the approval of the members of the Company be and is hereby accorded for appointment and remuneration payable to Shri Ashish Bajaj, as CEO of the Superpack Division, as more particularly enumerated in the explanatory statement annexed to this Notice and on such terms and conditions as may be agreed between the Company and the related party.

RESOLVED FURTHER THAT Board of Directors and/or Company Secretary be and are hereby severally authorised to perform and execute all such acts, deeds, matters and things including delegation of authority as may be deemed necessary, desirable, expedient or incidental for the purpose of giving effect to this resolution.”

Item No. 5:

Ratification of Remuneration Payable to Cost Auditor’s for the financial year ended 31st March, 2021

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and recommendation of Audit Committee, the remuneration payable to M/s Rakesh Misra & Co., Cost Accountants, having Firm Reg. No. 000249 appointed by the Board of Directors of the Company as cost auditors to conduct the audit of cost records of the Company for the financial year 2021-22, be paid remuneration amounting to Rs. 75,000/- (Rupees Seventy Five Thousand Only) plus goods and service tax as applicable and reimbursement of out-of-pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable or expedient to give effect to this resolution.”

Date: 10th November, 2021

Place: Nagpur

Registered office:

C-108, MIDC Industrial Area,

Hingna, Nagpur - 440 028

CIN: L27100MH1961PLC011936

Email id: cs_legal@bajajngp.com

Website: www.bajajngp.com

Telephone No: 07104-238101

**By order of the Board of Directors
For Bajaj Steel Industries Limited**

**Divyanshu Vyas
Company Secretary
CIN: L27100MH1961PLC011936**

NOTICE

1) The respective Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos 3 to 5 of the accompanying Notice are annexed hereto.

2) General instructions for accessing and participating in the 60th Annual General Meeting (AGM) through VC/OAVM Facility and voting through electronic means including remote e-Voting & the deemed venue of AGM will be Plot no. C-108, MIDC Industrial Area, Hingna Nagpur-440028:

(a) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No.02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the 60th AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 60th AGM through VC/OAVM.

(b) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this 60th AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the 60th AGM through VC/OAVM and participate thereat and cast their votes through e-voting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

(c) The Members can join the 60th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of

participation at the 60th AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 60th AGM without restriction on account of first come first served basis.

(d) The attendance of the Members attending the 60th AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

(e) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 60th AGM. For this purpose, the Company has entered into an agreement with Central Depository Securities Limited (CDSL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the 60th AGM will be provided by CDSL.

(f) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 60th AGM has been

uploaded on the website of the Company at www.bajajngp.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).

(g) The 60th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

(h) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

(i) Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to info@adroitcorporate.com by 11:59 p.m. IST on Monday, 6th December, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20 percent.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to info@adroitcorporate.com. The aforesaid declarations and documents need to be submitted by the shareholders by 6th December, 2021 (IST).

3) Instructions For Remote E-Voting And Joining The Virtual Meetings Are As Follows:

(a) The remote e-voting period begins on Sunday, December 12th, 2021 at 9.00 A.M.(IST) and ends on Tuesday December 14th, 2021 at 5.00 PM (IST), the remote e-voting module shall be disabled by CDSL for voting thereafter. During this period shareholders' of the Company holding shares either in physical form or in de-materialized form, as on the cut-off date may cast their vote electronically as well. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, December 3rd, 2021 may cast their vote electronically by remote e-Voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. 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 Friday, December 3rd, 2021.

(b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(c) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to

provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

(d) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

(e) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing

ease and convenience of participating in e-voting process.

(f) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e -Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e -Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re -directed to e -Voting service provider website for casting your vote during the remote eVoting period or joining virtual meeting & voting during the meeting. 2) If the user is 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-

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. CDSL and NSDL

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

(I) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on “Shareholders” module.

(I) Now enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Or

- Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(ii) Next enter the Image Verification as displayed and Click on Login.

(iii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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

	For Physical Shareholders other than individual shareholders holding shares in Demat Form.
(1) PAN	<ul style="list-style-type: none"> ● Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
(2) Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> ● 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 (v).

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 mailed 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company at the email address i.e. cs_legal@bajajngp.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile

number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email on cs_legal@bajajngp.com.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like 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 Company / RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
4. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing , 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

General Instructions:

- (1) The Board of Directors have appointed B. Chachacharia & Company as the Scrutinizer to the e-voting process, and voting at the e-AGM in a fair and transparent manner.
- (2) The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the 60th AGM and announce the start of the casting of vote through the e-voting system of CDSL.

- (3) The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting and make a consolidated Scrutinizers' report of the total votes cast in favour or against, if any, to the Chairman who shall countersign the same.
- (4) The scrutinizer shall submit his report to the Chairman as the case may be, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the AGM of the Company.
- (5) Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 60th AGM and the Annual Report for the financial year 2020-21 including therein the Audited Financial Statements for financial year 2020-21, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 60th AGM and the Annual Report for the financial year 2020-21 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - (a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, Aadhar card) supporting the registered address of the Member, by email to the Company's email address cs_legal@bajajngp.com or RTA Email address info@adroitcorporate.com
 - (b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
- (6) The Notice of the 60th AGM and the Annual Report for the financial year 2020-21 including therein the Audited Financial Statements for the financial year 2020-21, will be available on the website of the Company at www.bajajngp.com and the website of BSE Limited at www.bseindia.com. The Notice of 60th AGM will also be available on the website of CDSL at www.evoting.cdsl.com.
- (7) The Board of Directors has recommended Final Dividend of Rs 3/- per Equity Share of face value of Rs 5.00 each for the year ended March 31, 2021 that is proposed to be paid on Thursday 30th December, 2021 subject to the approval of the shareholders at the 60th AGM.
- (8) The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 4th December, 2021 to Wednesday, 15th December, 2021 both days inclusive, for annual closing and determining the entitlement of the Members to the Final Dividend for financial year 2020-21.
- (9) The Company has fixed Friday, December 3rd, 2021 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2021, if approved at the AGM.

- (10) If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on Thursday, December 30th, 2021 as under:
- (a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”, as of the close of business hours on Friday, December 3rd, 2021.
- (b) To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Friday, December 3rd, 2021.
- (11) The dividend/s, if any, approved by the Members or declared by the Board of Directors of the Company from time to time, will be paid as per the mandate registered with the Company or with their respective Depository Participants.
- (12) Further, in order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means (“Electronic Bank Mandate”), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/ documents by email to reach the Company’s email address cs_legal@bajajngp.com:
- (a) signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received : i Name and Branch of Bank and Bank Account type; ii Bank Account Number allotted by your bank after implementation of Core Banking Solutions; iii 11 digit IFSC Code; self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly; c. self-attested scanned copy of the PAN Card; and d. self-attested scanned copy of any document (such as Aadhar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company. For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.
- (b) In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers’ cheque/ demand draft to such Member, at the earliest once the normalcy is restored.
- (c) Brief details of the directors, who are being re-appointed, are annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.
- (13) Members who have multiple folios with identical order of name are requested to intimate to the R & T Agent about their folios to enable the R & T Agent to consolidate all share holdings into one folio.
- (14) The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in

electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, M/s

Adroit Corporate Services Private Limited, Mumbai for share transfer process.

Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, M/s Adroit Corporate Services Private Limited, Mumbai for share transfer process.

- (15) Pursuant to the provisions of Section 124 & 125 of the Companies Act, 2013 the amount of dividend not en-cashed or claimed within 7(seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.
- (16) During the FY 2020-21, Company has transferred in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for the Seven or more consecutive financial year (i.e. From the financial year 2011-12) in accordance with the provisions of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended.
- (17) During the current financial year 2021-22, the Company will be required to transfer the Shares in respect of which dividend has not been paid or claimed for the Seven consecutive financial year (i.e. From financial year 2013-14). Those Members who have not claimed/ encashed their dividends in the last seven consecutive years from 2013-14 are requested to claim the same by October 30th, 2021. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. Members may note that, the unclaimed dividend and the shares if transferred to IEPF Authority, such unclaimed dividend and the shares including all benefits accruing on such shares, if any, can be claimed back by them from IEPF Authority after following the procedure prescribed under the rules. Further, Members who have not claimed / encashed their dividends in the last seven consecutive years from 2014-15 are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules.
- (18) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- (19) Pursuant to Section 72 of the Act, Members holding shares in single name are advised to make a nomination in respect of their shareholding in the Company, in the prescribed Form SH-13. The Nomination Form can be downloaded from the Company's Website. Members holding shares in physical form are advised to file their nomination with the Company's Registrar and

Share Transfer Agent, whilst those members holding shares in dematerialised form should file their nomination with their DP.

- (20) This is to inform that 94.20 % of the total equity shares have already been dematerialized as of 31st March, 2021. Shareholders who have not dematerialized their shares are requested to get the same demat.
- (21) M/s Adroit Corporate Services Private Limited, 1st Floor, 19/20, Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Mumbai - 400 059 (Maharashtra) is Registrar and Share Transfer Agents. Therefore Shareholders of the Company are advised to send all future documents/correspondence such as request for Dematerialisation of Shares, Transfers of Shares, Change of Address, Change of Bank Mandate / ECS and other Share related matters to M/s Adroit Corporate Services Private Limited at above mentioned address only.
- (22) The members/ shareholders holding shares in physical form are requested to notify/ update any change in their address, Bank Mandate e.g. Name of bank, account number, branch address and ECS number to Registrar and Share Transfer Agent and/ or the Company or to their respective Depository Participants (DP), if the shares are held in electronic form.
- (23) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form or with the Share Transfer Agent of the Company in case the shares are held by them in physical form.
- (24) Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment / re-appointment at the 60th AGM, forms integral part of the Notice of the 60th AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.

Date: 10th November, 2021
Place: Nagpur

By order of the Board of Directors
For Bajaj Steel Industries Limited

Divyanshu Vyas
Company Secretary
Membership No : 49516

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 3

In terms of section 152 of the Companies Act, 2013 and as per the Clause 42(2) Articles of Association of the Company, Shri Vinod Kumar Bajaj, being a Non-Executive Director of the Company liable to retire by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment as director.

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, notified on 9th May, 2018, with effect from 1st April, 2019, consent of the Shareholders by way of Special Resolution is required for continuation of directorship of a Non-Executive Director of the Company who has attained the age of 75 years. Since, Shri Vinod Kumar Bajaj, aged 84 years, has already crossed the prescribed aged limit, hence Special Resolution at Resolution No. 3 is proposed for the approval of the Shareholders of the Company.

After considering the seniority of Shri Vinod Kumar Bajaj, the Board of Directors has recommended for the re-appointment of Shri Vinod Bajaj a Non-Executive Director, up to the conclusion of next Annual General Meeting i.e. till 61st Annual General Meeting of the Company.

Relevant details relating to re-appointment of Shri Vinod Kumar Bajaj as required by the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by Institute of Company Secretaries of India are provided in the "Annexure" to the Notice. Shri Vinod Kumar Bajaj is not disqualified from being continued as a Director in terms of Section 164 of the Companies Act, 2013 and has consented to continue as Director of the Company.

Except Shri Vinod Kumar Bajaj and his Son Shri

Ashish Bajaj, CEO of Superpack Division, and their relatives, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, in the proposed Special Resolution as set out in Resolution No.3 of the accompanying Notice.

Item No. 04:

The Board of Directors of the Company has appointed Shri Ashish Bajaj for the period up to 60th Annual General Meeting i.e. till the conclusion of this Annual General Meeting of the Company in its meeting held on 19th March, 2021. Further the members of the Company has ratified the aforesaid appointment and remuneration payable to Shri Ashish Bajaj as CEO of Superpack Division of the Company by passing an Ordinary Resolution by way of postal ballot on dated 16th June, 2021.

In terms of the provisions of the Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 every related party transaction shall be reviewed by the Audit Committee and approved by the Board of Directors. However pursuant to the first proviso to Section 188(1) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, an appointment of the related party to the office or place of profit in the Company at a monthly remuneration exceeding Rs. 2,50,000/- shall require prior approval of the members by way of Ordinary Resolution.

After considering his experience in Superpack division, the nomination and remuneration committee, audit committee for related party transaction, and the board of directors in its meeting held on 10th November, 2021 has considered and approved the re-appointment of Shri Ashish Bajaj as the Chief Executive Officer (CEO) of the Superpack Division of the Company up to the conclusion of 61st Annual General Meeting of the Company w.e.f. 15th December, 2021 subject to the approval of the members of the company. Shri Ashish Bajaj being a related party, his appointment and the

remuneration payable to him, as the CEO of the Superpack Division of the Company, falls under the ambit of office or place of profit in the Company in terms of Section 188(1)(f) of the Companies Act, 2013 and resolution is required to be passed by the shareholders for the payment monthly remuneration exceeding Rs 2,50,000 per month.

Shri Ashish Bajaj, CEO of the Superpack Division of the Company, being a related party transaction in terms of the provisions of Section 188(3) of the Companies Act, 2013 proposed to be appointed on the below mentioned terms of remuneration:

The details of the transaction requiring your approval is tabled below:

Name of the Related Party	Shri Ashish Bajaj
Nature of Transaction	Appointment to an office/place of profit in the Company
	<u>Monthly Remuneration</u>
	Basic Salary: Rs. 1,55,000/-
	Bonus: As per policy of Superpack Division.
	Provident Fund: As per policy of Superpack Division.
	Perquisites
Value of the Transaction (In Rs. per month)	<ul style="list-style-type: none"> (i) House Accommodation: Rs. 60,000/- per month, Rs. 15,000/- per month towards Furniture Hire Charges (ii) Medical: Reimbursement of expenses incurred for self and Family subject to the ceiling of Two (2) Months' salary in a year (iii) Leave Travel Concession: Leave Travel concession for self and family. (iv) Club Fees: Fees of club subject to maximum of two clubs. (v) Personal Insurance: Annual premium of Personal Accident insurance shall not exceed Rs. 20,000/-
Nature of Relationship	Related party appointed to an office/place of profit in the Company

None of the Directors, Key Managerial Personnel or their relatives are, in any way concerned or interested in the resolutions set out at Item No. 4, except Shri Ashish Bajaj, the appointee and Shri Vinod Bajaj being father of Shri Ashish Bajaj and Non-Executive Director of the Company and their relatives respectively.

ITEM No. 5.

The Company is required to have its cost records audited by a Cost Accountant in practice. Accordingly, the Board of Directors, at its meeting on 29th June, 2021 on recommendation of the Audit Committee, approved the appointment and remuneration of M/s Rakesh Misra & Co., Cost Accountants (Firm Reg. No.000249), to conduct the audit of cost records of the Company for the financial year 2021-22 ending on March 31, 2022 at a remuneration of 75,000/- (Rupees Seventy Five Thousand Only) excluding goods and service tax as applicable and reimbursement of out-of-pocket expenses incurred.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by

the Members of the Company. Accordingly, ratification by the Members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022.

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

The Board recommends the ordinary resolution set out at Item No. 5 of the Notice for approval of the Members of the Company.

ANNEXURE TO ITEM NO 3:

As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (Ss-2), the particulars of Directors who are proposed to be appointed / reappointed at this 60th Annual General Meeting, are given below:

Sr No.	Particulars	Details and Information
1.	Name of the Director	Shri Vinod Kumar Bajaj (DIN: 00519541)
2.	Date of Birth	25/01/1937
3.	Nationality	INDIAN
4.	Date of Appointment on Board	01/07/1980
5.	Qualification, Functional Expertise & Experience	Shri Vinod Kumar Bajaj is having more than 32 years of industrial experience in Plastic Industry. He is member of Institute of Chartered Accountants of India.
6.	Appointment/ Re-appointment	Re-appointment on retirement by rotation
7.	No. (%) of shares held in the Company	13300 (0.56%) Equity Shares of Rs. 5/- each in the Company as on 31/03/2021
8.	List of Directorship held in Companies (excluding foreign and section 8 companies)	1 Bajaj Steel Industries Limited 2. Associated Biscuit Company Limited 3 Bajaj Superpack India Limited 4 Bajaj Superpack Limited 5 Bajaj Polyblends Private Limited 6 Bajaj Masterbatches Private Limited 7 Auxinite Marketing Limited 8 Bajaj Plast Private Limited
9.	Membership / Chairmanship of Audit and Stakeholders Relationship Committees across all Public Companies including the Company	N.A.
10.	Disclosure of relationships between Directors inter-se	Shri Vinod Kumar Bajaj is the uncle of Shri Rohit Bajaj, Chairman & Managing Director and Shri Sunil Bajaj, Executive Director of the Company