



Bajaj Steel Industries Limited

CIN: L27100MH1961PLC011936

Regd. Office: C-108, MIDC Industrial Area, Hingna, Nagpur- 440 016

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 & its amended Rules made thereunder]

Dear Member(s),

Notice of Postal Ballot is hereby given to the Members of Bajaj Steel Industries Limited ('BSIL') pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**hereinafter referred to as the "Act"/ "Companies Act"**), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**hereinafter referred to as the "Rules"**), Regulation 44 & other applicable provisions of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (**hereinafter referred to as the "SEBI Listing Regulations"**), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 and the General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (**collectively, referred to as the "MCA Circulars"**), and pursuant to other applicable laws and regulations, to transact the item appended below and seek approval of Members by way of Ordinary and Special Resolution, through postal ballot by way of voting by electronic means (remote e-voting) only.

Special Business:

1. APPOINTMENT OF SHRI DEEPAK BATRA (DIN: 02979363), AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with relevant rules made thereunder and SEBI Listing Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), Shri Deepak Batra (DIN: 02979363), who was appointed as an Additional Non-Executive Director of the Company pursuant to Section 161 of the Act and Memorandum and Articles of Association of the Company, effected from October 10, 2023, based on the recommendation of Nomination & Remuneration Committee and approval by the Board of Directors, be and is hereby appointed as Non-Executive Director of the Company w.e.f October 10, 2023, whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things including filing of e-Form's and intimations with the Registrar of Companies and the stock exchange(s), as may be considered necessary, proper, desirable or expedient to give effect to this resolution."

2. APPOINTMENT OF SMT BHANUPRIYA N. THAKUR (DIN: 08276607) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder, read with Schedule IV of the Act and the SEBI Listing Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Memorandum and Articles of Association of the Company and based on recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company, the appointment of Smt Bhanupriya N. Thakur (DIN: 08276607) by the Board of Directors of the Company as an Additional Non-Executive Independent Director of the Company w.e.f October 10, 2023 and who meets the criteria for independence as provided under Section 149(6) of the Act along with the rules framed thereunder and regulation 16(1)(b) of the SEBI Listing Regulations, 2015 and who has submitted a declaration to that effect, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation for a term of five consecutive years commencing from October 10, 2023 to October 09, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things including filing of e-Form’s and intimations with the Registrar of Companies and the stock exchange(s), as may be considered necessary, proper, desirable or expedient to give effect to this resolution.”

NOTES:

1. An Explanatory Statement pursuant to Section 102 read with Sections 110 of the Companies Act, 2013 (“the Act”), setting out the material facts and reasons for the proposed business is annexed hereto and forming part of this Postal Ballot Notice (“Notice”).
2. Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, effective from January 1, 2022, the Company is required to ensure that approval of shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders of the Company for the appointment of Shri Deepak Batra (DIN: 02979363) as Non-Executive Director and Smt Bhanupriya N. Thakur (DIN: 08276607) as Non-Executive Independent Director on the Board is required within a period of three months from the date of their appointment i.e. October 10, 2023 respectively.
3. The relevant details, pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director being appointed are also annexed to this Notice.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and MCA Circulars, the Company is pleased to provide voting by electronic means (“remote e-voting”) facility to the Members, to enable them to cast their votes electronically on the resolution mentioned in the Notice.
5. Pursuant to applicable rule of the Companies (Management & Administration) Rules, 2014, the Postal Ballot Notice is being sent in electronic form only to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on **Friday, October 20, 2023 (Cut-off date)** having their email addresses registered with the Company or Depository Participants, as the case may be. Accordingly, the communication of the assent or dissent of the Members would take place through remote e-voting facility/system only.

6. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, October 20, 2023 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member on the cut-off date should treat this notice for information purpose only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
7. Members who have not registered their e-mail address are requested to register the same with the Depository through their Depository Participant(s) in respect electronic holding and with Company's Registrar and Share Transfer Agent, Adroit Corporate Services Private Limited., 19/20 Jafferbhoy Industrial Estate, Makhwana Road, Marol, Andheri East, Mumbai, Maharashtra – 400 059, email at info@adroitcorporate.com in respect of physical holding.
8. Members may note that this Notice will also be available on the Company's website www.bajajngp.com and shall be sent to the Stock Exchange for dissemination on its website www.bseindia.com.
9. Members desiring to exercise their vote through the remote e-voting process are requested to read the instructions in the Notes under the section "Instructions for the Shareholders relating to the E-voting" in this Postal Ballot Notice. Members are requested to cast their vote through the e-voting process from **Wednesday, November 01, 2023, 9.00 a.m. (IST) till Thursday, November 30, 2023, 5.00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter.
10. Resolutions passed by the Members through postal ballot shall be deemed to have been passed as if it has been passed at a General Meeting of the Members.
11. The resolution, if passed by requisite majority shall be deemed to have been passed on the last date specified for the remote e-voting i.e. Thursday, November 30, 2023.
12. All the documents referred to in this Notice will be available for inspection electronically until the last date of remote e-voting. Shareholders seeking to inspect such documents can send an email to cs_legal@bajajngp.com.
13. Any query in relation to the Resolution proposed to be passed by this Postal Ballot may be addressed to Shri Rachit Jain, Company Secretary at email address at cs_legal@bajajngp.com.
14. The Board of Directors of the Company has appointed M/s Siddharth Sipani & Associates, Company Secretaries, Nagpur, (Membership No.: 28958 - COP No. 11193) as Scrutinizer for conducting the postal ballot through the remote e-voting process only in a fair and transparent manner.
15. The Scrutinizer will submit his report to the Chairman or Company Secretary or any other authorized person of the Company after completion of scrutiny of the remote e-voting. The results shall be declared within two (2) working days from the closure of remote e-voting and will also be displayed on the website of the Company i.e. www.bajajngp.com besides being communicated to the Stock Exchanges.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- i. 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.

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.

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.

Method 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

Pursuant to above said SEBI Circular, Login method for e-Voting 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 Depository	<p>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.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also link 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>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.nsd.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 e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e- Voting period.</p>

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 toll free no. 1800 22 55 33
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

Method 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

i. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. <ul style="list-style-type: none"> • 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.

- ii. After entering these details appropriately, click on “SUBMIT” tab.
- iii. 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.
- iv. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- v. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- vi. 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.
- vii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- viii. 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.
- ix. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- x. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xi. 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.
- xii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xiii. 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 at toll free no. 1800 22 55 33

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

**Sd/-
Rachit Jain
Company Secretary
ACS: 55060**

Date: October 10, 2023

Place: Nagpur

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 & 110 OF THE COMPANIES ACT, 2013**ITEM NO. 1:****APPOINTMENT OF SHRI DEEPAK BATRA (DIN: 02979363), AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:**

Shri Deepak Batra (DIN: 02979363) has served in the past as Non-Executive Independent Director of the Company for the consecutively two (2) terms of five (5) years each and pursuant to his terms of appointment and Section 149 of the Companies Act, 2013 read with relevant rules made thereunder and SEBI Listing Regulations, 2015, he got retired from his office from the closing hours of August 26, 2023.

Shri Deepak Batra is a Chartered Accountant by qualification and has decades of experience in the field of finance, taxation and accounts. During his past tenure as Independent Director of the Company, he has helped the management in preparing various financial strategies of the Company that resulted into various benefits such as efficient cash management, balanced debt-equity ratio, optimum utilization of financial resources etc.

Looking at his valuable guidance and core skills & competencies over Financial Management, Shri Deepak Batra was appointed as an Additional Non-Executive Director of the Company by circular resolution dated October 10, 2023 based on the recommendation of Nomination & Remuneration Committee of the Board and subject to condition that he will no longer eligible to be appointed as an Independent Director of the Company for any future term.

Pursuant to Regulation 17 (1C) of the SEBI Listing Regulations, effective from January 1, 2022, the Company is required to ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of shareholders of the Company for the appointment of Shri Deepak Batra as Non-Executive Director, liable to retire by rotation, is being sought within a period of three months from the date of his appointment as an Additional Non-Executive Director i.e. October 10, 2023 and if appointed, Shri Deepak Batra will be paid remuneration by way of the sitting fees for attending the meetings of the Board of Directors and its Committees, reimbursement of expenses for participating in the Board and other meetings, recommended by the Board and as approved by the Members of the Company.

Shri Deepak Batra is not disqualified under the Companies Act, 2013 and SEBI listing regulations from being appointed as a Director of the Company. The Company has received the consent and other disclosures from him with regard to his appointment. The Company has also received the candidature from one of the shareholders of the Company under Section 160 of the Companies Act, 2013, proposing the appointment of Shri Deepak Batra on the Board of Directors of the Company.

Further, he has submitted a declaration to the effect that he is not debarred or disqualified from accessing the capital market and being appointed as a Director of the Company by any Order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declaration from Shri Deepak Batra confirming that his name does not appear in the list of willful defaulters issued by Reserve Bank of India.

The Board of Directors recommends the passing of the proposed Ordinary Resolution as set out in item No. 1 of the Notice, by members of the Company. Except Shri Deepak Batra, being the proposed appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

ITEM NO. 2:**APPOINTMENT OF SMT BHANUPRIYA N. THAKUR (DIN: 08276607) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, at least half of the Board of Directors of the Company shall consist of Independent Director. Smt Thakur has also served in the past as Non-Executive Director of the Company, however, due to her personal concerns she did not wish to continue as such and accordingly tendered the resignation from her office.

Smt Thakur is a Company Secretary by profession and has plethora of experience in the secretarial and legal domain of the Company and is also serving as an Independent Director of one of the listed Companies. Therefore, looking at her experience and previous contribution to the Board in terms of her skills and based on the recommendation of Nomination & Remuneration Committee of the Company, the Board of Directors appointed her as an Additional Non-Executive Independent Director of the Company through circular resolution dated October 10, 2023.

Pursuant to Regulation 17 (1C) of the SEBI Listing Regulations, effective from January 1, 2022, the Company is required to ensure that approval of shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of shareholders of the Company for the appointment of Smt Thakur as Non-Executive Independent Director, is being sought within a period of three months from the date of her appointment as an Additional Non-Executive Independent Director i.e. October 10, 2023 to hold the office for a term of up to five consecutive years commencing from October 10, 2023 to October 09, 2028, not liable to retire by rotation and if appointed, she will be paid remuneration by way of the sitting fees for attending the meetings of the Board of Directors and its Committees and reimbursement of expenses for participating in the Board and other meetings.

Smt Thakur is not disqualified under the Companies Act, 2013 and SEBI listing regulations from being appointed as a Director of the Company and as per the declaration of Independence submitted by her under section 149(7) of the Companies Act, 2013, she also meets the criteria of Independence as stipulated under the Companies Act, 2013 and SEBI Listing Regulations. The Company has also received the consent and other disclosures from her with regard to her appointment.

Further, she has submitted a declaration to the effect that she is not debarred or disqualified from accessing the capital market and being appointed as a Director of the Company by any Order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received the candidature from one of the shareholders of the Company under Section 160 of the Companies Act, 2013, proposing the appointment of Smt Thakur as an Independent Director of the Company. Further, the declaration is also received from Smt Thakur confirming that her name does not appear in the list of willful defaulters issued by the Reserve Bank of India.

Smt Thakur has also confirmed that she is in compliance with the Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board of Directors recommends the passing of the proposed Special Resolution as set out in item No. 2 of the Notice, by members of the Company. Except Smt Thakur, being the proposed appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

For Bajaj Steel Industries Limited

Sd/-
Rachit Jain
Company Secretary
ACS: 55060

Date: October 10, 2023
Place: Nagpur

BRIEF PROFILE AS MANDATED UNDER REGULATION 36 OF SEBI LISTING REGULATIONS 2015 AND SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

Name of Director	Shri Deepak Batra	Smt Bhanupriya N. Thakur
DIN	02979363	08276607
Date of Birth	July 30, 1957	August 08, 1984
Nationality	Indian	Indian
Date of Appointment on Board	October 10, 2023	October 10, 2023
Appointment/ Re-appointment	Appointment	Appointment
Qualification, Functional Expertise and Experience	<p>Shri Deepak Batra is a Chartered Accountant by qualification and has decades of experience in the field of finance, taxation and accounts. During his past tenure as Independent Director of the Company, he has helped the management in preparing various financial strategies of the Company that resulted into various benefits such as efficient cash management, balanced debt-equity ratio, optimum utilization of financial resources etc.</p>	<p>She is a qualified Company Secretary and an associate member of "The Institute of Company Secretaries of India". In addition to the qualification of CS, she also holds Master's degree in Commerce and Bachelor's degree in law. She is having an experience of more than 10 years in handling the secretarial and legal matters of the Companies.</p> <p>Presently, she is working as Company Secretary & Compliance Officer at "Nagpur Smart and Sustainable City Development Corporation Limited" ("NSSCDCL"). NSSCDCL is a Special Purpose Vehicle formed under the Smart city mission of the Government of India.</p>
Relationship with other Board Members	He is not related to any Director or Key Managerial Personnel of the Company.	She is not related to any Director or Key Managerial Personnel of the Company.
List of other Listed Entities in which Directorships held	Nil	Droneacharya Aerial Innovations Limited
List of other Listed Companies in which Memberships/ Chairmanships of Board Committees held	Nil	Droneacharya Aerial Innovations Limited i. Member of Stakeholder's Relationship Committee; and ii. Chairman of Audit Committee
Listed entities from which he has resigned in the past three years	Bajaj Steel Industries Limited, on account of his retirement pursuant to terms of appointment and Section 149 of the Act read with SEBI Listing Regulations, 2015.	Bajaj Steel Industries Limited, due to non-continuation of office as Non-Executive Director of the Company.
% of Shareholding	0.003%	Nil
The skills and capabilities required for the role and the manner in which he meets such requirements	<p>Financial Expertise</p> <p>Shri Deepak Batra being a Chartered Accountant by qualification has core skills and competencies over Financial Management.</p>	<p>Secretarial and Legal Expertise</p> <p>Smt Bhanupriya N. Thakur being a Company Secretary has core skills and competencies over secretarial and legal domain.</p>

Terms and conditions of appointment	<p>Proposed to be appointed as a Non-Executive Director, liable to retire by rotation.</p> <p>Remuneration to be drawn from the Company shall comprise of the sitting fees to be paid for attending the meetings of the Board of Directors and its Committees, reimbursement of expenses for participating in the Board and other meetings and Commission, if any recommended by Board which shall be within the limits stipulated under Section 197 read with Schedule V of the Companies Act, 2013 and as approved by the shareholders of the Company.</p>	<p>Proposed to be appointed as an Independent Director, not liable to retire by rotation.</p> <p>Remuneration to be drawn from the Company shall comprise of the sitting fees to be paid for attending the meetings of the Board of Directors and its Committees, reimbursement of expenses for participating in the Board and other meetings.</p>
Board Meeting attendance	<p>During the FY 2023-24, Shri Deepak Batra has attended two Board Meetings held till date.</p>	<p>During the FY 2023-24, Smt Bhanupriya N. Thakur has attended two Board Meetings held till date.</p>
Remuneration last Drawn (Sitting fees for attending Board and Committee Meetings)	<p style="text-align: right;">Rs.56,000/-</p>	<p style="text-align: right;">Rs.20,000/-</p>