



REGD. OFFICE & WORKS: Plot No. 2, G.I.D.C. Estate, Palej, Dist. Bharuch – 392 220, Gujarat, India.

Visit us on : www.steelcogujarat.com E-mail : sglbaroda@gmail.com CIN No.: 27110GJ1989PLC011748 ,

LEI No. 894500QXPSPYLV4LU325 , GST No. 24AADCS0880L2Z7

11th December, 2024

BSE Limited

Corporate Relationship Department

1st Floor, New Trading Ring,

Rotunda Building,

P.J. Towers, Dalal Street

Mumbai – 400001

Scrip Code: 500399

Sub: Postal Ballot Notice – Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR')

Dear Sir/Madam,

Please find enclosed herewith a copy of the Postal Ballot Notice along with the Explanatory Statement thereto ('Notice'), dated December 10, 2024, whereby the Company is seeking approval of the Members in respect of Special Business by way of Special and Ordinary Resolution.

In accordance with applicable circulars of Ministry of Corporate Affairs and SEBI, the aforesaid Postal Ballot Notice is being sent only in electronic form to all the Members, whose names appear in the Register of Members/ records of Depositories as on the cut-off date i.e. Friday, December 06, 2024 and whose email ids are registered. In accordance with relevant MCA and SEBI Circulars, hard copy of the Postal Ballot Notice

Corporate Office:

4th Floor, Marble Arch, Race Course Circle, Vadodara – 390 007, Gujarat. Phone : 0265-2965381

Delhi Office : 804, Nirmal Tower ,26 –Barakhamba Road , New Delhi -110001. Phone :-(M) + 91 7404651473



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along with postal ballot forms and pre-paid business reply envelope has not been sent to the members and the communication of the assent or dissent of the members will only take place through remote e-voting. The Postal Ballot notice is also available on the website of the Company <https://steelcogujarat.com/> and on website of Link Intime India Private Limited <https://instavote.linkintime.co.in>.

The Company has engaged the services of Link Intime India Private Limited (“LIPL”), for providing remote e-voting facility to its members. The remote e-voting period commences on Friday, December 13, 2024 at 9:00 a.m. (IST) and ends on Saturday, January 11, 2025, at 5.00 p.m. (IST) after which the remote e-voting will be blocked by LIPL. During this period, members of the Company, holding shares as on the cut-off date i.e. Friday, December 06, 2024, are eligible to cast their votes.

The Company has appointed Mr. Devesh Pathak (F4559) of M/s Devesh Pathak & Associates, Practising Company Secretaries, as the Scrutinizer for scrutinizing the Postal Ballot. The results of the Postal Ballot shall be declared on or before Tuesday, January 14, 2025.

Key information pertaining to the Postal Ballot is as follows:

Particulars	Details
Cut-off date for e-voting	Friday, December 06, 2024
E-voting Start Date and Time	Friday, December 13, 2024, at 9.00 a.m. (IST)
E-voting End Date and Time	Saturday, January 11, 2025, at 5.00 p.m. (IST)
Result of Postal Ballot	On or before Tuesday, January 14, 2025

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LEI No. 894500QXSPYLV4LU325 , GST No. 24AADCS0880L2Z7

We request you to take the above information on record.

Thanking you,

Yours faithfully,

For Steelco Gujarat Limited

ANOOP KUMAR SAXENA

Managing Director

(DIN: 10311727)

Corporate Office:

4th Floor, Marble Arch, Race Course Circle, Vadodara – 390 007, Gujarat. Phone : 0265-2965381

Delhi Office : 804, Nirmal Tower ,26 –Barakhamba Road , New Delhi -110001. Phone :-(M) + 91 7404651473

POSTAL BALLOT NOTICE

[Pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 as well as Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.]

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of Steelco Gujarat Limited ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Section 108 and 110 of the Companies Act, 2013 ("the Act"), Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular no. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020 and 20/2020 dated 05.05.2020 read with other relevant circulars, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") circular no. SEBI/HO/CFD/CFD-POD-2/P/CIR/2024/133 dated 03.10.2024, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof for the time being in force].

The Company has engaged the services of Link Intime India Private Limited ("Link Intime" or "Registrar and Transfer Agent") as the agency to provide e-voting facility. In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. The Company has appointed CS Mr. Devesh A. Pathak (FCS 4559) of M/s. Devesh Pathak & Associates, Practising Company Secretaries for conducting the postal ballot through remote e-voting process in a fair and transparent manner. Members are requested to read the instructions in the Notes in this Postal Ballot Notice and cast their vote electronically not later than 5:00 p.m. IST on Saturday, 11th January, 2025, (the last day to cast vote electronically).

The Scrutinizer will submit his report, after the completion of scrutiny, to the Managing Director of the Company or any person authorized by him. The results of e-voting will be announced by the Company on or before Tuesday, 11th January, 2025, and will be displayed on the Company's website <https://steelcogujarat.com/> and will also be communicated to the Stock Exchange, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories") and Link Intime.

1. Appointment of Mr. Rajesh Kapadia (DIN: 10808106), as Independent Director of the Company.

To consider and if thought fit, to accord assent/ dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT in terms of Regulation 17(1)(a) and any other regulations applicable, if any, of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with Section 149(1), 150, 152, 161(1) and any other provisions applicable, if any, read with Schedule IV of the Companies Act, 2013 [including statutory modification(s) and re-enactment(s) thereof for the time being in force] as also any other applicable laws as the case may be, pursuant to the recommendation of the Nomination and Remuneration Committee, approval, be and is, hereby accorded to the appointment of Mr. Rajesh Kapadia (DIN : 10808106) as Independent Director of the Company with effect from 14th October, 2024 to hold office upto two years.

RESOLVED FURTHER THAT any of the Directors and any Key Managerial Personnel of the Company be and are hereby severally authorized to do all the acts and deeds necessary and expedient for the purpose including to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with Ministry of Corporate Affairs and intimation to the Stock Exchange."

2. Approval to Related Party Transactions with M/s. Sainaisha Traders Pvt. Ltd. upto Rs. 200 crores:

To consider and if thought fit, to accord assent/ dissent to the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (‘the Act’), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘LODR’) (if applicable) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s. Sainaisha Traders Pvt. Ltd, one of the major shareholders in terms of resolution plan, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of LODR (as applicable), Purchase of goods or services on such terms and conditions as the Board of Directors may deem fit and approved by the Audit Committee, up to a maximum aggregate value of Rs. 200 crores for the financial year 2024-25 as well as Rs. 500 crores for the financial year 2025-26 and 2026-27, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT any of the Directors and any Key Managerial Personnel of the Company be and are hereby severally authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all the acts and deeds necessary and expedient for the purpose including to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with Ministry of Corporate Affairs and intimation to the Stock Exchange.”

Registered Office:

**Plot No. 2 G.I.D.C. Estate, Palej, Dist. Bharuch,
Gujarat, India, 392220**

Date: 10th December, 2024

Place: Vadodara

**By Order of the Board of Directors
For Steelco Gujarat Limited**

Anoop Kumar Saxena
Managing Director
DIN: 10311727

NOTES AND INSTRUCTIONS:

1. A Statement pursuant to Section 102 & 110 of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 6th December, 2024 ("**Cut-Off Date**") received from the Depositories and whose e-mail address is registered with the Company/ Depositories. Accordingly, physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. However, even those members whose email address is not registered / incorrectly registered with the Company/Depositories, will be able to cast his/her vote as per process defined below in 'Instructions for voting'.
3. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the **Cut-Off Date** will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purposes only.
4. The voting rights of the members of the Company shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 6th December, 2024 (**cut-off date**).
5. The Company has engaged the Link Intime India Pvt. Ltd. as the agency to provide the e-voting facility and the instructions for e-voting are provided as a part of this Notice.
6. This Postal Ballot Notice will also be available on the Company's website at <https://steelcogujarat.com/>, websites of Stock Exchange, BSE Limited at www.bseindia.com, and on the website of Link Intime India Pvt. Ltd. at www.linkintime.co.in.
7. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by giving details of folio number, e-mail address and self-attested copy of PAN card to Link Intime at vadodara@linkintime.co.in, if the shares are held in physical form.
8. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The instructions for e-voting are provided as a part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
9. The e-voting period commences at **9:00 a.m. (IST) on Friday, 13th December, 2024** and ends at **5:00 p.m. (IST) on Saturday, 11th January, 2025**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
10. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. **Saturday, 11th January, 2025**.
11. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to sglbaroda@gmail.com

Any query in relation to the resolutions proposed to be passed by postal ballot may be sent to/ contact the Chief Financial Officer at cfo@sgl.ltd.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click "confirm" (Your password is now generated).
3. Click on 'Login' under '**SHARE HOLDER**' tab.
 4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name' - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- Click on 'Votes Entry' tab under the Menu section.
- Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- Enter '16-digit Demat Account No.' for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- You will be able to see the notification for e-voting in inbox.
- Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- Download sample vote file from 'Download Sample Vote File' option.
- Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

InstaVote Support Desk
Link Intime India Private Limited

EXPLANATORY STATEMENT
(Pursuant to the provisions of Section 102 of the Companies Act)

Item No.1

In terms of Regulation 17(1)(a) of LODR read with Section 149(1), 150,152,161(1) and any other provisions applicable, if any, read with Schedule IV of the Companies Act,2013 [including statutory modification(s) and re-enactment(s) thereof for the time being in force] as also any other applicable laws as the case may be, Your Directors at their meeting held on 11th October, 2024 on recommendation of Nomination and Remuneration Committee appointed Mr. Rajesh Kapadia (DIN: 10808106) as an Additional Director to hold office upto next Annual General Meeting as well as Independent Director upto two years with effect from 14th October, 2024.

Brief profile

Mr. Rajesh Kapadia, aged about 61 years, is a Member of the Institute of Cost Accountants of India, Institute of Company Secretaries of India and Qualified Social Auditor from NISM and Qualified Independent Director from IICA.

He has authored a few books namely Practical Guide to Costing – A panoramic view of Application of Cost Accounting and Principles and Practical Guide to Cost and Management Accounting and Auditing (Second Revised and Enlarged Edition)

Mr. Rajesh Kapadia has More than 30 years of Industrial Experience in leading Business houses in the Establishment of Cost & Management Accounting Systems, Product Costing, Costing based MIS Reports, Budgeting, Cost Audit, Anti-Dumping, Inventory Management etc. and Regular Contributor of Articles for WIRC Bulletin of ICAI-CMA and FOCUS of ICSI.

Mr. Rajesh Kapadia has given his consent to act as director and is not disqualified from being appointed as a director in terms of Section 164 of the Act and is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ("SEBI") or any other authority. Details of Mr. Rajesh Kapadia is provided in the "Annexure-A" to the Notice, pursuant to the provisions of (i) Listing Obligations and Disclosure Requirements (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Mr. Rajesh Kapadia meets the criteria prescribed for independent directors under Section 149(6) of the Act as well as Regulation 16(1)(b) of the LODR and in the opinion of the Board, Mr. Rajesh Kapadia is a person of integrity, possessing the relevant expertise and experience, fulfilling the conditions specified in the Act and the rules framed there under and under the Listing Regulations and are independent of the management of the Company.

Requisite Documents will be available for inspection at the registered office of the Company during the period 11:00 am to 1:00 pm on any working day except Saturdays and Sundays upto 11th January, 2025.

Notices as required under section 160 of the Act, have been received from a member of the Company proposing the candidature of Mr. Rajesh Kapadia as Independent Director of the Company.

Except Mr. Rajesh Kapadia, neither any Directors / Key Managerial Personnel of the Company nor their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This **statement may also be regarded as an appropriate disclosure under the Act** and LODR.

Item No. 2

On the recommendation and approval of the Audit Committee, the Board of Directors of the Company has approved contract/arrangement with M/s. Sainaisha Traders Pvt. Ltd, one of the major shareholders in terms of the Resolution Plan for the purchase of goods or services on the major terms and conditions as set out below pursuant to Section 188 and other provisions, applicable, if any of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('LODR') at its meeting held on 14th November, 2024

The following are the particulars under Regulation 23 of LODR and Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014:

Sr. no.	Particulars	
1.	Name of the Related Party	M/s. Sainaisha Traders Pvt. Ltd
2.	Name of Director or key managerial personnel who is related, if any;	NA
3.	Nature of relationship	One of the major shareholders in terms of the Resolution Plan
4.	Nature, material terms, monetary value and particulars of the contract or arrangement;	(i) Contract/arrangement for purchase of goods or services (ii) Duration for 3 years w.e.f. 1 st April, 2024 (iii) Monetary value upto Rs. 200 crores for the financial year 2024-25 as well as Rs. 500 crores for the financial year 2025-26 and 2026-27

The Board of Directors is of the opinion that the transactions will be on an arm's length basis and are in the ordinary course of business. However, by abundant precaution, your Directors recommend and seek your approval to the resolution as set out in item no. 2 of the accompanying Notice as an Ordinary Resolution

Neither any Directors / Key Managerial Personnel of the Company nor their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

ANNEXURE-A

INFORMATION ABOUT THE DIRECTORS PURSUANT TO THE SECRETARIAL STANDARDS-2 AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015

Name of Director	Mr. Rajesh Kapadia
Brief Resume	Details are given in explanatory statement to the notice.
Expertise in specific functional areas	More than 30 years of Industrial Experience in the Establishment of Cost & Management Accounting Systems, Product Costing, Costing based MIS Reports, Budgeting, Cost Audit, Anti-Dumping, Inventory Management etc. and Regular Contributor of Articles for WIRC Bulletin of ICAI-CMA and FOCUS of ICSI.
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the Company	N.A.
Directorship held in other listed or public unlisted companies in India	NIL
Membership of committees held in other public companies in India	NIL
Listed Companies from which the person has resigned in the past three years	NIL
No. of equity shares held in the Company	0
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Strong understanding of industry standards, business operations and regulatory requirements as well as Planning and organization skills to facilitate goal-setting. He has innovative mindset to create new, effective solutions, analytical skills to interpret data & Mathematical and financial skills for budgeting responsibilities.

Registered Office:

**Plot No. 2 G.I.D.C. Estate, Palej, Dist. Bharuch,
Gujarat, India, 392220**

**Date: 10th December, 2024
Place: Vadodara**

**By Order of the Board of Directors
For Steelco Gujarat Limited**

Anoop Kumar Saxena
Managing Director
DIN: 10311727