



MSP STEEL & POWER LIMITED

(An ISO 9001 : 2008, 14001 : 2004 OHSAS 18001 : 2007 Certified Company)

Corporate Office : 16/S, Block - A, New Alipore, Kolkata - 700 053, Ph. : +91-33-4005 7777, 4014 5678

Fax : +91-33-4005 7799, 2398 2239, Email : contactus@mspsteel.com, Web : www.mspsteel.com

CIN No. : L27109WB1968PLC027399

Date: 31st August, 2016

To,
The Manager,
Listing Department
National Stock Exchange of India Limited
"Exchange Plaza", C-1, Block-G
Bandra-Kurla Complex, Bandra (E)
Mumbai- 400 051

To,
The Manager
BSE Limited
Phirozee Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001
Fax : (022) 22722037/39/41/61

Dear Sir,

Sub: Intimation of 47th Annual General Meeting, Book Closure and Cut-off dates

This is to inform you that the 47th Annual General Meeting of the Company is scheduled to be held on 22nd day of September, 2016 at 3:30 P.M at Rotary Sadan, 94/2 Chowringhee Road, Kolkata – 700 020, to transact the business specified in the notice of the Annual General Meeting as sent to the members of the Company. The Company had sent the notices to the members whose names are registered in the register of members/beneficial owners as on July 29, 2016.

Accordingly for the said purpose the register of Members and Share Transfer Books of the Company will be closed from 17th September, 2016 to 22nd September, 2016 (both days inclusive).

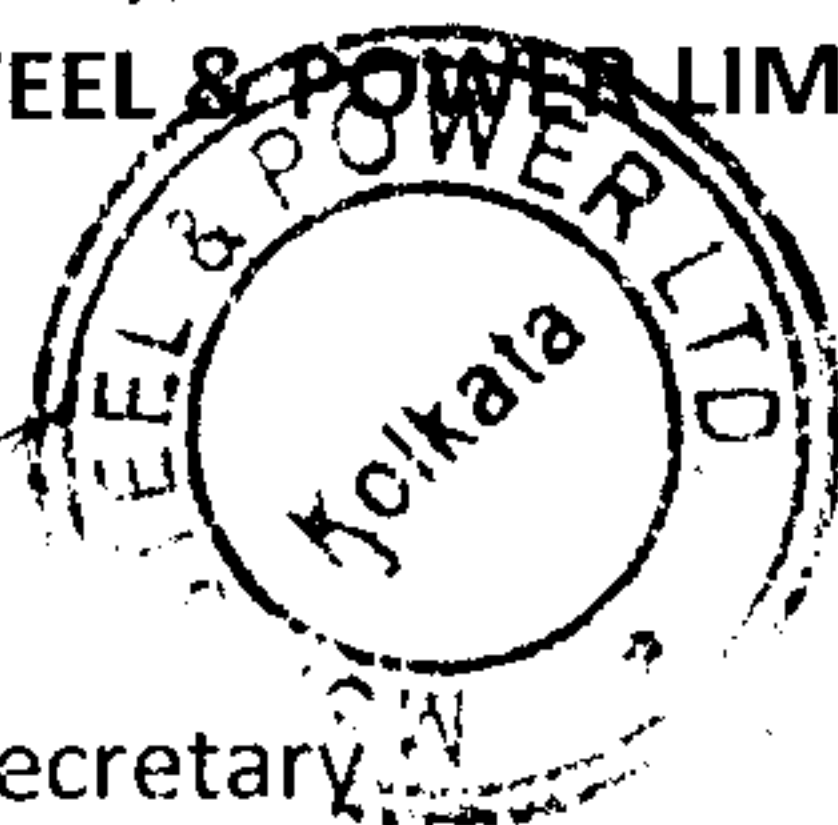
Further the Company is providing a facility to vote through remote e-voting i.e facility to vote from the place other than the place of the Meeting and will provide voting through poll/ballot at the venue of the Meeting to the shareholders for all the resolutions set forth in the notice. Therefore for the said purpose the Board has decided 16th September, 2016 as the cut-off date to record the entitlement of the shareholders to cast their votes electronically through remote e-voting facility or through ballot/poll at the meeting for the business to be transacted at the Annual General Meeting.

This is for your kind information and record.

Yours faithfully,

For MSP STEEL & POWER LIMITED


Shreya Kar
Company Secretary



Regd. Office :

1, Crooked Lane, Kolkata - 700 069, Ph. : +91-33-2248 3795, Fax : +91-33-2248 1720

Works :

Village & P.O. : Jamgaon, Dist. : Raigarh, Pin - 496 001, Chattisgarh

Ph. : 07762-264449/51/52/53, Fax : 07762-264450

MSP Gold

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BUILDING THE NATION



MSP STEEL & POWER LIMITED

CIN: L27109WB1968PLC027399

Registered Office: 1, Crooked Lane, Kolkata - 700 069

Corporate Office: 16/S, Block 'A', New Alipore, Kolkata - 700 053

Website: www.mspsteel.com; E-mail: contactus@mspsteel.com

Phone: + 91 33 40057777, Fax: +91 33 40057788/23982239

To
The Members,
MSP Steel and Power Limited

Notice is hereby given that the Forty Seventh Annual General Meeting of **MSP STEEL & POWER LIMITED** will be held on Thursday, September 22, 2016, at Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700020 at 3:30 P.M to transact the following as:

Ordinary business:

1. Adoption of Annual Accounts:

To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.

2. Appointment of Mr. Dhananjay Uchit Singh as Director liable to Retire by Rotation:

To appoint a Director, in place of Mr. Dhananjay Uchit Singh (DIN: 01018678) who retires by rotation and being eligible, offers himself for re-appointment.

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 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, the approval of members of the Company be and are hereby accorded to re-appointment Mr. Dhananjay Uchit Singh (DIN: 01018678) as a Executive director, to the extent that he is required to retire by rotation."

3. Appointment of Auditors:

To appoint M/s. Sunil Kumar Agrawal & Associates, Chartered Accountants, as Statutory Auditor of the Company for a period of

3 years to hold the office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting for the financial year 2018- 2019.

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

"RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee of the Board, M/s. Sunil Kumar Agarwal & Associates (Firm Registration No. 323133E) be and is hereby appointed as the Statutory Auditor of the Company for a period of 3 years to hold the office from the conclusion of this Annual General Meeting till the conclusion Annual General Meeting held on for the Financial Year 2018-19 subject to ratification in every Annual General Meeting."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to mutually fix their remuneration, after considering the recommendations of the Audit Committee and Statutory Auditor of the Company.

Special Business:

4. Regularisation of Additional Director, Mr. Suresh Kumar Agrawal as Non- Executive Promoter Director and Chairman 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 Section 152 and other applicable provisions of the Companies Act 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment

thereof, for the time being in force) Mr. Suresh Kumar Agrawal (DIN 00587623) who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 19, 2016 and who holds office up to the date of this Annual General Meeting in terms of Section 161 (1) of the Act and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 1,00,000/- in terms of Section 160 of the Act from a member signifying his intention to propose Mr. Suresh Kumar Agrawal as candidature for the office of Director, be and is hereby appointed as a Non-Executive Promoter Director and Chairman of the Company, liable to retire by rotation."

5. Ratification of Remuneration payable to Mr. Sambhu Banerjee, appointed as Cost Auditors of the Company for the F.Y. 2016-17

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 all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), ₹ 25000/- to be paid to Mr. Sambhu Banerjee (Membership No. 9780), Cost Auditor of the Company to conduct the Cost Audit for the financial year 2016-17, as approved by the Board of Directors of the Company based on the recommendation of the Audit Committee subject to the ratification by the shareholders of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such deeds, acts and things as may be necessary and expedient for the said

purpose."

6. Maintenance of register of members and other registers at a place other than registered office of the company

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

"RESOLVED THAT pursuant to Section 94 and other applicable provision, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to keep and maintain the Register of Members together with the Index of Members, the copies of Annual Returns together with copies of certificates and documents required to be annexed thereto and /or any of the other related documents as required to be kept at the registered office be kept with M/s Karvy Computershare Private Limited(hereinafter referred to as Registrar & Share Transfer Agent) at its registered office or any other office of the said Registrar & Share Transfer Agent.

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

Registered office:
1, Crooked Lane,
Kolkata - 700 069

By Order of the Board
MSP STEEL & POWER LTD.

Dated: 27th July, 2016

Shreya Kar
Company Secretary

Notes:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the 47th Annual General Meeting, is annexed hereto.
2. Brief profile of the Directors seeking re-appointment / appointment as mandated by of the SEBI (Listing Obligations & Disclosure Requirements), Regulation 2015 is attached with this notice.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING

RIGHTS. PROVIDED THAT A MEMBER HOLDING MORE THAN TEN PERCENT, OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.

If a proxy is appointed for more than 50 (fifty) members, he/she shall chose any 50 (fifty) members and confirm the same to the company before the commencement of specified period for inspection. In case, proxy fails to do so, the company shall consider only first 50 (fifty) proxies as valid. The instrument appointing the proxy shall be in writing and be signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it and in order to be effective, should be deposited at the registered office of the Company, duly completed stamped and signed, not less than 48 (Forty Eight) hours before the commencement of the meeting. A proxy form is annexed to this Report.

Further, proxies submitted on behalf of authorized representative of the companies, societies etc. must be supported by

appropriate resolution/authority, as applicable. Members who hold shares in dematerialized form are requested to bring their Photo Identity Card for easy identification of attendance at the meeting.

4. Every member entitled to vote at the meeting shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during business hours between 11 a.m. to 6 p.m., provided that not less than 3 days notice in writing of the intention to inspect is given by the member to the Company. The instrument appointing proxy must be deposited at the corporate/registered office of the company not less than forty-eight hours before the commencement of the AGM i.e by 10.00 am on 20th September, 2016.
5. Corporate Members intending to send their authorized representatives to attend the Annual General meeting pursuant to section 113 the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with respective specimen signature of those representative(s) authorized under said resolution to attend and vote on their behalf at the meeting.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from September 17th, 2016 to September 22nd 2016, both days inclusive.
7. In compliance with Section 108 of the Companies Act, 2013, read with relevant rules made thereunder (as amended from time to time) and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 the Company has provided remote e-voting facility to the members through the electronic voting service facility provided by Karvy Computer Share Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote E-voting) . The Board for this purpose have appointed Ms. Swati Bajaj, a Practicing Company Secretary, Partner, PS & Associates, as Scrutinizer to scrutinize the voting at AGM and remote e-voting process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for same purpose. the E-voting facility is commencing from 19th September, 2016 to 21st September, 2016.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 16, 2016. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, shall only be entitled to avail the facility of remote e-voting or voting at AGM through postal ballot, as the case may be. A person who is not a member on the cut-off date should consider this Notice as a information only without having any rights attached to in the voting of the AGM.
9. Members wishing to claim unpaid/unclaimed dividends for the financial years 2009-10, 2010-11, 2011-12 are requested to

write to the Company Secretary or Share Registrar Agent of the Company mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s) at the below mentioned addresses:

Ms Shreya Kar	M/s. Karvy Computershare Pvt. Ltd.
Company Secretary	Share Registrar of the Company
16/S, Block 'A',	46, Avenue 4, Street No. 1
New Alipore,	Banjara Hills,
Kolkata - 700 053	Hyderabad - 500 034

Members are requested to note that the amount of dividend not encashed 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 established by the Government. in terms of the provisions of Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013), the details of unpaid/unclaimed dividend amount lying with the bank has been uploaded on the website of the company: http://www.mspsteel.com/unpaid_dividend.php

10. In keeping view with Ministry of Corporate Affairs "Green Initiatives" measures and applicable provisions of Companies Act, 2013 read with Rules there under, the Company requests members who have not registered their e-mail address so far, to register their e-mail address for receiving all communications including Annual Report, notices etc from the Company electronically.

Ms Shreya Kar	M/s. Karvy Computershare Pvt. Ltd.
Company Secretary	Share Registrar of the Company
16/S, Block 'A',	46, Avenue 4, Street No. 1
New Alipore,	Banjara Hills,
Kolkata - 700 053	Hyderabad - 500 034

11. The Securities and 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 that 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 RTA/ Company.
12. Pursuant to Section 72 of the Companies Act, 2013 and the Rules made thereunder Shareholders may, at any time, nominate in the e-form SH-13, any person as his nominee in whom the securities shall vest in the event of his/her death. Member desirous of any cancellation/ variation in the said nomination made can be done in form SH-14. The forms are available on Company's website.
13. Shareholders are also requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory demat mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate (if already complied with, please ignore this).
14. Members may also note that Annual Report for the Financial Year 2015-16 will be available on the Company's website at www.mspsteel.com and the physical copies of all documents referred to in the notice and the explanatory statement requiring

the approval of the Members at the meeting and shall be available at the Company's Registered office for inspection during normal business hours.

15. Members/ Proxies/ Authorised Representatives should bring the duly filled attendance slips enclosed herewith for attending the meeting. Duplicate admission slips or copies of the Reports and Accounts will not be made available at the AGM Venue.
16. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.mspsteel.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to Stock Exchanges and any other authorities, if required.
17. Pursuant to Section 88 of the Companies Act, 2013 the Register of Members is required to be maintained in form MGT-1. In this respect, members holding shares in physical form are requested to inform/update the following additional details to the RTA, Karvy Computershare Pvt. Ltd., who have not yet so update
 - a. E-mail id (of the first holder)
 - b. PAN
 - c. Unique Identification Number (AADHAR NO.)
 - d. Father's /Mother's/Spouse's Name
 - e. Occupation
 - f. In case the member is a minor, Name of the Guardian and date of birth of the Member
 - g. CIN (In case the member is a body corporate)

18. Instructions for Web Check-In/ Attendance Registration:

- Members are requested to tender their attendance slips at

the registration counters at the venue of the AGM and seek registration before entering the meeting hall.

- to facilitate hassle free and quick registration/entry at the venue of the AGM, the Company has provided a Web-Check to enter the hall directly without going through registration formalities.
- The online registration will be available from 19th September, 2016 to 20th September, 2016 until 5.00 PM (IST)(i.e during e-voting period)

The Procedure for Web check-in is as follows:

- a Log on to <https://karisma.karvy.com> and click on "Web Checkin for General Meetings (AGM/ EGM/ CCM)".
- b Select the name of the company: Name of the Company
- c Pass through the security credentials viz., DP ID/Client ID/Folio no. entry, PAN No & "CAPTCHA" as directed by the system and click on the submission button.
- d The system will validate the credentials. Then click on the "Generate my attendance slip" button that appears on the screen.
- e The attendance slip in PDF format will appear on the screen. Select the "PRINT" option for direct printing or download and save for the printing.

The Members are requested to carry their valid photo identity proof such as PAN, Voter ID,Passport, Driving Licence or ADDHAR Card along with the above attendance slip to enter the AGM hall.

Registered office:
1, Crooked Lane,
Kolkata - 700 069

Dated: 27th July, 2016

By Order of the Board
MSP STEEL & POWER LTD.

Shreya Kar
Company Secretary

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

Item No. 4

Pursuant to the provisions of section 152 and all other applicable provision, if any, read with the rules framed thereunder the Board on their meeting held on January 19, 2016 on the recommendation of Nomination and Remuneration Committee had appointed Mr. Suresh Kr. Agrawal as an additional director. Now the Board recommends appointment of Mr. Suresh Kumar Agrawal (DIN: 00587623) as Non- Executive Director and Chairman of the Company liable to retire by rotation.

Mr. Suresh Kumar Agrawal (DIN: 00587623), is a graduate in B.E (Mechanical) having around 30 years of experience in steel and industrial oxygen manufacturing sectors . He has sound technical knowledge, looks after overall production and quality control matters. The Board therefore expects that with his vast experience and skill, he will be able to impart the benefit of the same to this Organisation.

The Company has received a nomination for the candidature of Mr. Suresh Kumar Agrawal (DIN: 00587623) to be appointed as Non-Executive Director, in writing from a member in accordance with section 160 of the Act. Further the Company had also received the consent to act as a Director of the Company and declaration that he is not disqualified under section 164 of the Act from being appointed as a Director, from Mr. Suresh Kumar Agrawal. Thus the Board recommends the appointment of Mr. Suresh Kumar Agrawal (DIN: 00587623) as Non- Executive Director.

Furthermore the said proposed Director is father of Mr. Saket Agrawal as defined under the said Act. None of the remaining Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item 4.

Your Directors recommends the resolution as set out in Item No. 4 of the Notice as Ordinary Resolution.

Item No. 5

The Board of Directors of the Company based on the recommendation of the Audit Committee has appointed Mr. Sambhu

Banerjee, Cost Accountant (Membership No. 9780) as Cost Auditor of the Company to carry on the Cost Audit of the Company for the financial year ending 31st March, 2017 on a yearly remuneration of Rs. 25,000/- (excluding applicable taxes) subject to the ratification by the shareholders of the Company.

Pursuant to Section 148 and all other applicable provisions, of the Companies Act, 2013 and the Rules made there under the remuneration paid to the Cost Auditor needs to be ratified by the shareholders of the Company. Accordingly members consent by means of an Ordinary Resolution is sought for the resolution set out in Item No. 5 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item 05.

The Board of Directors recommends the resolution for your approval.

Item No. 6

The Board has decided that the Register of Members together with the Index of Members, the copies of Annual Returns together with copies of certificates and documents required to be annexed thereto and /or any of the other related documents as required to be kept at the registered office be kept with M/s Karvy Computershare Private Limited(hereinafter referred to as Registrar & Share Transfer Agent) at its registered office or any other office of the said Registrar & Share Transfer Agent with immediate effect.

In compliance with Section 94 of the Companies Act, 2013 approval of shareholders via special resolution is required for keeping of the above referred registers at a place other than registered office, a copy of the proposed Special Resolution shall be given in advance to the Registrar of Companies, West Bengal.

None of the Directors, Key Managerial Personnel and their relatives are in anyway concerned or interested in the said Resolution. The Board recommends the Special Resolution set out in Item No. 6 of the Notice for approval by the shareholders.

Registered office:
1, Crooked Lane,
Kolkata - 700 069

Dated: 27th July, 2016

By Order of the Board
MSP STEEL & POWER LTD.

Shreya Kar
Company Secretary

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Dhananjay Uchit Singh (liable to retire by rotation)	Mr. Suresh Kumar Agrawal (regularizing as Director)
Date of birth	2 January, 1941	10 December, 1953
Nationality	Indian	Indian
Date of Appointment on Board	21 September, 2015	19 January, 2016
Shareholding in the Company	Nil	1,41,000 equity shares
Qualification	Metallurgical Engineer graduate	Engineer and is a graduate in B.E Mechanical
Relationship with other Director & KMP	Not related	Father to Mr. Saket Agrawal
No. of Board Meetings attended during F.Y 2015-16	6	3
Terms of appointment/reappointment along to details of the remuneration to be or paid	Proposed to be re-appointed consequent to the retirement by rotation. Thus the terms and conditions will be same. Moreover no remuneration was paid to the Director during the FY 2015-16	Proposed to be appointed as Non- Executive Director on remuneration approved by the Board and as agreed. Provided that such appointment shall be liable be retire by rotation.
List of Directorship held in other companies	Nil	Howrah Gases Limited Ashirwad Steels & Industries Limited Mayur Media Services Private Limited MSP Cement Limited MSP Ferro and Power Limited Shree Sai Shraddha Metallica Private Limited MSP Sponge Iron Limited MSP Energy Limited MSP Power Limited Viconic Merchants Private Limited Nairit Tie-Up Private Limited Jaik Leasing And Commercial Investment Limited M.A. Hire Purchase Private Limited

INSTRUCTIONS FOR E-VOTING

1. In case for Members whose email IDs are registered with the Company/Depository Participants (s)]: In case a Member receives an email from Karvy informing them of their User ID and password.
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email contactus@mspsteel.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."
2. In case Members whose email IDs are not registered with the Company/Depository Participants
 - i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

3. The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

GENERAL INSTRUCTIONS

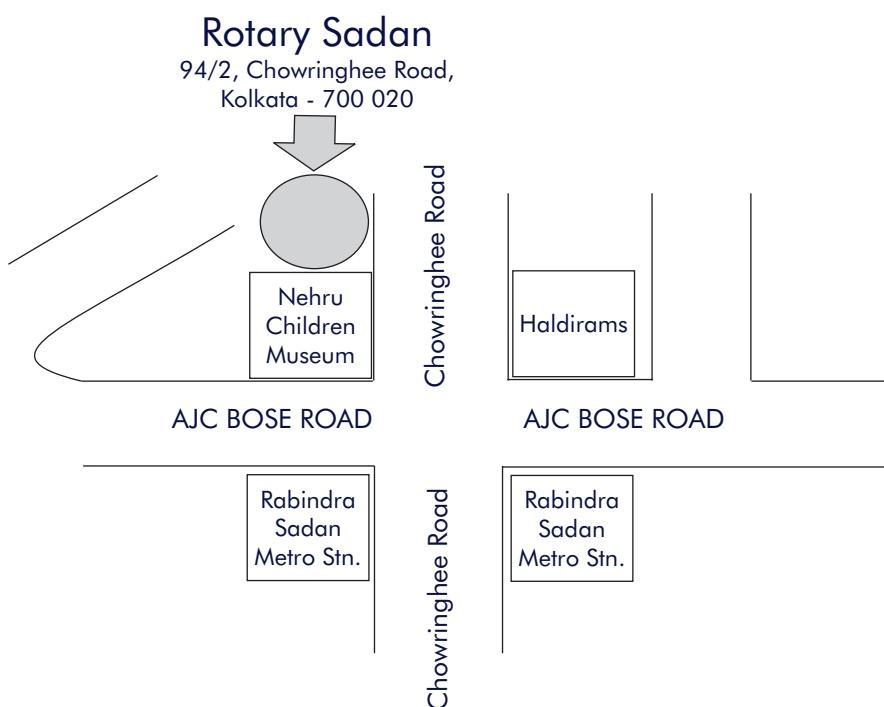
4. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website)

In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 16th September, 2016, he/she may obtain the User ID and Password in the manner as mentioned below:

- i) If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+ Folio No. or DP ID Client ID to 9212993399
 Example for NSDL:
 MYEPWD <SPACE> In12345612345678
 Example for CDSL:
 MYEPWD <SPACE> 1402345612345678
 Example for Physical:
 MYEPWD <SPACE> XXXX1234567890
- ii) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii) Member may call Karvy's toll free number 1800-3454-001.
- iv) Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

The remote e-voting period commences on 19th September, 2016 (9.00 A.M. IST) and ends on 21st September, 2016 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2016, may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

Route-Map to the AGM Venue





MSP STEEL & POWER LIMITED

CIN: L27109WB1968PLC027399

Registered Office: 1, Crooked Lane, Kolkata; 700 069

Corporate Office: 16/S, Block-A, New Alipore, Kolkata- 700 053; Phn No.: 033-4005 7777;

Fax No. 033-23982239; Website: www.mspsteel.com; E-mail: contactus@mspsteel.com

FORM NO. MGT-11

PROXY FORM

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

Name of the Member(s) : _____
 Registered Address : _____
 E-mail Id : _____
 Folio No. / Client Id* : _____
 DP Id* : _____

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

1. Name : _____ Address : _____
 E-mail Id : _____ Signature : _____ or failing him/ her
 2. Name : _____ Address : _____
 E-mail Id : _____ Signature : _____ or failing him/ her
 3. Name : _____ Address : _____
 E-mail Id : _____ Signature : _____ or failing him/ her

as my/our proxy to attend and vote (on ballot/poll) for me/us and on my/our behalf at the 47th Annual General Meeting of the Company to be held on Thursday, September 22, 2015 at 3:30 P.M. at Rotary Sadan, at 94/2 Chowringhee Road, Kolkata – 700 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description of Resolution	Optional*	
Ordinary Business		For	Against
1	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Directors and Auditors for the financial year ended 31st March, 2016		
2	Re-appointment of Mr. Dhananjay Uchit Singh (DIN: 01018678) who retires by rotation		
3	Appointment of Statutory Auditor and fixing their remuneration.		
Special Business			
4	To appoint Mr. Suresh Kumar Agrawal (DIN: 00587623), Additional Director as Non-Executive Director and Chairman of the Company		
5	To ratify the remuneration to be paid to the Cost Auditor, Mr. Sambhu Banerjee for the Financial Year ending March 31, 2017 appointed by the Board of Directors on the recommendation of the Audit Committee		
6	To maintain register of members and other registers at a place other than Registered Office of the Company		

Signed this _____ day of _____, 2016

Signature of the Shareholder _____

Signature of the Proxy holder (s) _____

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the registered corporate office of the Company, not less than 48 hours before the commencement of the Meeting.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- In case of the joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated.
- * It is optional to put a (tick) in the appropriate column against the resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Affix
Revenue
Stamp



MSP STEEL & POWER LIMITED

CIN: L27109WB1968PLC027399

Registered Office: 1, Crooked Lane, Kolkata; 700 069

Corporate Office: 16/S, Block-A, New Alipore, Kolkata- 700 053

Phn No.: 033-4005 7777; Website: www.mspsteel.com; E-mail: contactus@mspsteel.com

ATTENDANCE SLIP

(PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL)

DP ID *		Folio No.	
Client ID*		No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER:

(IN BLOCK LETTERS)

I hereby record my presence at the **47th ANNUAL GENERAL MEETING** of the Company held on Thursday, September 22, 2015 at 3:30 P.M. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700 020.

* Applicable for investors holding shares in electronic form

Signature of Shareholder / proxy