



BAJAJ STEEL INDUSTRIES LIMITED

Regd. Office : Imambada Road, Nagpur- 440018 (Maharashtra)

CIN : L27100MH1961PLC011936

Tel: 0712- 2720071 - 80 Fax : 0712 - 2728050

Website : www.bajajngp.com E.mail : cs@bajajngp.com

NOTICE TO MEMBERS

NOTICE is hereby given that the **Fifty Third (53rd) Annual General Meeting** of the Members of Bajaj Steel Industries Limited will be held on **Monday , the 29th Day of September, 2014 at 4.00 P.M.** at VIA Hall, Udyog Bhavan, Civil Lines, Nagpur – 440 001 (Maharashtra) to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2014 and the Balance Sheet as at that date and Reports of the Auditors and Directors thereon;
2. To Declare Dividend @ 40% (Rs 4/- per share) on Equity Shares of the Company for the year ended as on 31st March, 2014;
3. To consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolution:
“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, and other applicable provisions if any, including any statutory modifications or re-enactments thereof M/s B. Chhawchharia & Co, Chartered Accountants, Nagpur the retiring Statutory Auditors, be and hereby re-appointed as the Statutory Auditors of the Company to hold office till the conclusion of the next Annual General Meeting at a remuneration as decided by the Board of Directors of the Company.”
4. To appoint a Director in place of Shri Vinod Kumar Bajaj (DIN 00519541) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

To consider and, if thought fit, to pass with or without modification(s) the following Resolutions as **SPECIAL RESOLUTION :**

5. ENHANCEMENT OF THE BORROWING LIMITS OF THE COMPANY FROM RS 150.00 CRORES TO RS 250.00 CRORES & AUTHORISATION THEREOF :

“**RESOLVED THAT** subject to the provisions of Section 180 (1)(c) of the Companies Act, 2013 and other applicable provisions if any, including any statutory modifications or re-enactments thereof & in supersession of the resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the Annual General Meeting of the Company held on 29th October 2009, the Board of Directors of the Company be and are hereby authorised to borrow from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's business in the ordinary course of business), may exceed the aggregate of the Paid up Capital of the Company and its Free Reserves other than amount set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs 250.00 Crores (Rupees Two Hundred and Fifty Crores only).

RESOLVED FURTHER THAT Shri Rohit Bajaj (DIN 00511745) Managing Director or Shri Sunil Bajaj (DIN 00509786) Executive Director of the Company be and are hereby authorised to take such steps as may be necessary and to sign, execute the documents, deeds etc as may be required on behalf of the Company and to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for giving effect to this resolution.”

6. CREATION OF CHARGE/ MORTGAGE/ HYPOTHECATION IN FAVOUR OF BANKS/FINANCIAL INSTITUTIONS AS SECURITY AGAINST LOAN / FINANCIAL ASSISTANCE :

“RESOLVED THAT subject to the provisions of Section 180 (1)(a) of the Companies Act, 2013 and other applicable provisions if any, including any statutory modifications or re- enactments thereof and in supersession of the resolution passed Under Section 293(1)(a) of the Companies Act, 1956 at the Annual General Meeting of the Company held on 29th October, 2009 , the Board of Directors of the Company be and are hereby authorised to mortgage/ hypothecate/ charge the Company's movables & immovables properties and assets of all kinds, both present and future in the form of First and/or Second and or subservient mortgage/ charge and / or floating charge in such a manner as the Board may direct to or in favour of all or any of the banks and/ any other investing agencies, trustees for the holders of debentures / bonds/ other instruments which may be issued to and subscribed by all or any of the Banks/ any other investing agencies or any other persons /bodies corporate by way of private placement or otherwise availed by the Company of an amount not exceeding Rs 250.00 Crores (Rupees Two Hundred and Fifty Crores only) at any time together with the interest thereon at respective agreed rates, compound interest, additional interest, liquidated damages, committed charges, premia on pre-payment or on redemption, cost, charges, expenses and all other money payable by the Company under the loan agreement/ arrangements entered into /to be entered into by the Company in respect of the said loan or any other form of financial assistance.

RESOLVED FURTHER THAT Shri Rohit Bajaj (DIN 00511745) Managing Director or Shri Sunil Bajaj (DIN 00509786) Executive Director of the Company be and are hereby authorised to take such steps as may be necessary and to sign, execute the documents, deeds etc as may be required on behalf of the Company and to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for giving effect to this resolution.”

7. RE-APPOINTMENT OF SHRI ROHIT HARGOVIND BAJAJ (DIN 00511745) AS A CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY W.E.F 01ST JULY, 2014 FOR A PERIOD OF FIVE (5) YEARS :

"RESOLVED THAT pursuant to the provisions of Sections 196,197, 203 and any other applicable provisions of the Companies Act 2013 read with Schedule V of the Act and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 as may be applicable (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the requisite approval of statutory authorities, if any, as may be required Shri Rohit Bajaj (DIN 00511745) be and is hereby re-appointed as a Chairman and Managing Director of the Company for a period of 5 years w.e.f. 1st July, 2014, upon the terms and conditions as to remuneration appended to the notice and that the Board of Directors be and are hereby authorised to alter and vary such terms and condition of the said appointment and/or the remuneration subject to the same not exceeding the limits specified in Schedule V of the Companies Act 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197(3) and other applicable provisions, if any, of the Companies Act 2013 and the rules framed thereunder, where in any financial year during the period of his office as a Managing Director, the Company has no profits or its profits are inadequate, the Company may pay to Shri Rohit Bajaj (DIN 00511745), the minimum remuneration by way of salary, allowance & perquisites within limits prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Overall Managerial Remuneration payable to the Managing Director and Whole Time Director/Executive Director(s) of the company shall not be exceeded the maximum limits i.e. Ten Percent (10%) of the Net Profits of the Company as laid down in Section 197(1) of the Companies Act 2013.

RESOLVED FURTHER THAT Shri Manish Sharma, Chief Financial Officer or Shri Jagdish Shirke, Company Secretary of the Company be and are hereby authorised to take all such actions and give all such directions, or do all such acts, deeds, matters and things as may be necessary in this regard and further to execute all such deeds, documents and writings etc as may be necessary in this regard.”

8. RE-APPOINTMENT OF SHRI SUNIL HARGOVIND BAJAJ (DIN 00509786) AS AN EXECUTIVE DIRECTOR OF THE COMPANY W.E.F 01ST JULY, 2014 FOR A PERIOD OF FIVE (5) YEARS :

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act 2013 read with Schedule V of the Act and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 as may be applicable (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the requisite approval of statutory authorities, if any, as may be required Shri Sunil Bajaj (DIN 00509786) be and is hereby re-appointed as an Executive Director of the Company for a period of 5 years w. e. f. 1st July, 2014, upon the terms and conditions as to remuneration appended to the notice and that the Board of Directors be and are hereby authorised to alter and vary such terms and condition of the said appointment and/or the remuneration subject to the same not exceeding the limits specified in Schedule V of the Companies Act 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197(3) and other applicable provisions, if any, of the Companies Act 2013 and the rules framed thereunder, where in any financial year during the period of his office as an Executive Director, the Company has no profits or its profits are inadequate, the Company may pay to Shri Sunil Bajaj (DIN 00509786) the minimum remuneration by way of salary, allowance & perquisites within limits prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Overall Managerial Remuneration payable to the Managing Director and Whole Time Director of the company shall not be exceeded the maximum limits i.e. Ten Percent (10%) of the Net Profits of the Company as laid down in Section 197(1) of the Companies Act 2013.

RESOLVED FURTHER THAT Shri Manish Sharma, Chief Financial Officer or Shri Jagdish Shirke, Company Secretary of the Company be and are hereby authorised to take all such actions and give all such directions, or do all such acts, deeds, matters and things as may be necessary in this regard and further to execute all such deeds, documents and writings etc as may be necessary in this regard.”

9. RE-APPOINTMENT OF SHRI ASHISH VINOD BAJAJ AS CHIEF EXECUTIVE OFFICER (CEO) OF SUPERPACK DIVISION OF THE COMPANY FOR THE FURTHER PERIOD OF ONE (1) YEAR:

“RESOLVED THAT, pursuant to applicable provisions of the Companies Act, 1956 together with the amended provisions of the Companies Act, 2013 as may be applicable (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the requisite approval of statutory authorities, if any, Shri Ashish Bajaj S/o Shri Vinod Kumar Bajaj be and is hereby re-appointed as a Chief Executive Officer (CEO) of Superpack Division, A Division of Bajaj Steel Industries Limited, for the further period of One year w.e.f. 20.03.2014 on Monthly Remuneration appended to the notice.

RESOLVED FURTHER THAT the Monthly Remuneration, at any time hereinafter shall not exceed the Limits as prescribed under the Companies Act, including any revision /alteration thereof as the case may be and at any time the monthly remuneration exceeds the limit as prescribed under the Companies Act, the prior consent of the shareholders through Special Resolution and approval of the Central Government shall be required to be taken before making any such increased payment.

RESOLVED FURTHER THAT Shri Ashish Bajaj as a Chief Executive Officer of Superpack Division of the Company shall be solely responsible & liable for all the operations (including Day to Day operations), activities and all the compliances including Statutory & Labour compliances applicable to the Superpack Division of the Company from time to time and necessary forms / papers in relation thereof shall be filed to the concerned authorities.

RESOLVED FURTHER THAT Shri Ashish Bajaj, Chief Executive Officer (CEO) of the Superpack Division shall have the general powers and authorities for operation of Superpack Division.

10. APPOINTMENT OF SHRI SHALABH DEEPAK BATRA AS A GENERAL MANAGER (SALES & MARKETING - EXPORTS) OF THE COMPANY :

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 1956 together with the amended provisions of the Companies Act, 2013 as may be applicable (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the requisite approval of statutory authorities, if any, Shri Shalabh Batra S/o Shri Deepak Batra be and is hereby appointed as a General Manager (Sales & Marketing- Exports) of the Company w.e.f 20th March, 2014 at a Monthly remuneration appended to the notice.

RESOLVED FURTHER THAT the aforesaid remuneration will have all annual Increments / Enhancements / Revisions as per policy of the Company from time to time but not exceeding the limits prescribed under the Companies Act. The yearly increment / enhancement for time scale of pay shall be at the discretion of the Board of Directors of the Company and according to the policy of the Company.

RESOLVED FURTHER THAT the Monthly Remuneration, at any time hereinafter, shall not exceed the Limit as prescribed under the Companies Act, including any revision / alteration of the remuneration as the case may be and in case the same exceeds the limits the necessary compliance shall be done.

11. ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013 :

“RESOLVED THAT, pursuant to the provisions of Section 14 & all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, the existing set of Articles of Association of the Company be and is hereby replaced and the new set of Articles be and is hereby approved and adopted as the Articles of Association of the Company in substitution, and to the entire exclusions of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Shri Rohit Bajaj (DIN00511745), Managing Director or Shri Jagdish Shirke, Company Secretary of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

12. APPOINTMENT OF SHRI RAJIV ISHWARLAL RANKA (DIN 00392438) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE TERM OF FIVE (5) YEARS :

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, Shri Rajiv Ranka (DIN 00392438), Independent Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and whose term needs to fixed under Section 149 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of Five(5) consecutive years upto 31st March, 2019 as a first term of his appointment.”

13. APPOINTMENT OF SHRI ALOK KUMAR RATANLAL GOENKA (DIN 00789716) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE TERM OF FIVE (5) YEARS :

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, Shri Alok Goenka (DIN 00789716), Independent Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and whose term needs to fixed under Section 149 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of Five(5) consecutive years upto 31st March, 2019 as a first term of his appointment.”

14. APPOINTMENT OF SHRI MOHAN BRINDAWAN AGRAWAL (DIN 01028558) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE TERM OF FIVE (5) YEARS :

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, Shri Mohan Agrawal (DIN 01028558), Independent Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and whose term needs to fixed under Section 149 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of Five(5) consecutive years upto 31st March, 2019 as a first term of his appointment.”

15. APPOINTMENT OF SHRI KAMAL KISHORE MOTILAL KELA (DIN00509008) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE TERM OF FIVE (5) YEARS :

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, Shri Kamal Kishore Kela (DIN 00509008), Independent Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and whose term needs to fixed under Section 149 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of Five(5) consecutive years upto 31st March, 2019 as a first term of his appointment.”

16. APPOINTMENT OF SHRI DEEPAK RAJENDRANATH BATRA (DIN : 02979363) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE TERM OF FIVE (5) YEARS :

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, Shri Deepak Batra (DIN 02979363), Independent Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and whose term needs to fixed under Section 149 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of Five(5) consecutive years upto 31st March, 2019 as a first term of his appointment.”

17. APPOINTMENT OF SHRI RAJKUMAR RISHAB LOHIA (DIN : 00203659) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE TERM OF FIVE (5) YEARS

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, Shri Rajkumar Lohia(DIN 00203659), Independent Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and whose term needs to fixed under Section 149 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of Five(5) consecutive years upto 31st March, 2019 as a first term of his appointment.”

Registered office:

**Imambada Road,
Nagpur - 440 018
Dated : 07.08.2014**

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

**Jagdish Shirke
Company Secretary
Membership No. FCS 6691**

NOTES

- (a) Relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of resolutions set under Item No. 5 to 17 is appended below.
- (b) MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- (c) The Register of Members of the Company will remain closed from 30.08.2014 to 29.09.2014 (both days are inclusive).
Dividend on Equity Shares as recommended by the Board of Directors for the Financial Year ended 31st March, 2014, when declared at Annual General Meeting, will be paid to the members whose names appear :
 - i. as Beneficial Owners as per List to be furnished by the Depositories in respect of the Shares held in Demat Form as of the Book Closure Date.
 - ii. as Members on the Register of Members of the Company as on 30.08.2014 after giving effect to all valid Share Transfer in physical form which could be received by the Company / Transfer Agent up to end of the Business hours on 29.08.2014.
- (d) Members are requested to :
 - (i) Intimate to the R&T Agent about the changes, if any, in their registered addresses, Dividend mandates etc.
 - (ii) Quote their Folio Number in all their correspondence.
- (e) Members who have multiple folios with identical order of name are requested to intimate to the R & T Agent these folios to enable the R & T Agent to consolidate all share holdings into one folio.
- (f) The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, M/s Adroit Corporate Services Private Limited, Mumbai for share transfer process.
- (g) Subject to the provisions of Section 126 of the Companies Act, 2013 (corresponding to Section 154 of the Companies Act 1956) dividend as recommended by the Board of Directors, if declared at the meeting will be dispatched/ remitted commencing on or after 07th October, 2014.
- (h) Dividend will be preferably paid through National Electronic Clearing Service (NECS), wherever the facility is available. Where dividend payments are made through NECS, intimations regarding such remittances would be sent separately to the shareholders. In case where the dividends cannot be paid through NECS, the same will be paid by Dividend Warrants.
- (i) In terms of provisions of Section 124 of the Companies Act, 2013 (corresponding to Section 205A of the Companies Act, 1956) 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 (IEPF) established by the Government.
- (j) Accordingly, the unclaimed dividend in respect of financial year 2006- 07 is due for transfer to IEPF on 05th November, 2014. In terms of provisions of Section 124 of the Companies Act, 2013(corresponding to Section 205C of the Companies Act, 1956), no claim shall lie against the Company or IEPF after the said transfer.
- (k) Members who have neither received nor encashed their dividend warrant(s) for the financial year 2006-07 to 2012-13, are requested to write to the Company, mentioning the relevant Folio No or DI ID and Client ID, for issuance of duplicate/ revalidated dividend warrant(s).

- (l) In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those shareholders who have registered their email ids with their respective Depository Participants or with the Registrar & Transfer Agent of the Company.

(m) Dematerialisation of Shares :

This is to inform that 73.31 % of the total equity shares have already been dematerialized as of 31st March, 2014. Shareholders who have not dematerialized their shares are requested to get the same demated.

(n) Registrar and Share Transfer Agent :

M/s Adroit Corporate Services Private Limited, 1st Floor, 19/20, Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Mumbai - 400 059 (Maharashtra) is Registrar and Share Transfer Agents. Therefore Shareholders of the Company are advised to send all future documents/correspondence such as request for Dematerialisation of Shares, Transfers of Shares, Change of Address, Change of Bank Mandate / ECS and other Share related matters to M/s Adroit Corporate Services Private Limited at above mentioned address only.

(o) Change of Information/ Bank Mandate :

The members/ shareholders holding shares in physical form are requested to notify/ update any change I their address, Bank Mandate e.g. Name of bank, account number, branch address and ECS number to Registrar and Share Transfer Agent and/ or the Company or to their respective Depository Participants (DP), if the shares are held in electronic form.

(p) Voting Through Electronic Means :

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 53rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited.

The e-voting period commences on 22nd September, 2014 (9.00 am). and ends on 24th September, 2014 (5.00 PM) During this period members of the Company holding shares either in physical form or in dematerialized form, as on cut-off date of 30th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after end of voting period. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The instructions for members for voting electronically are as under :

In case of members receiving e-mail :

- (i) Open your web browser and log on to the e-voting website www.evotingindia.com during the voting period
- (ii) Click on "Shareholders" tab.
- (iii) Now enter your **User ID** (For CDSL : 16 digits beneficiary ID, For NSDL :8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio No. Registered with the Company) and Image Verification as displayed and then Click on "**Login**".
- (iv) If you are holding shares in Demat Form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (v) If you are a first time user follow the steps given below :

(a) Now, fill up the following details in the appropriate boxes :

	For Members Holding Shares in Demat Form	For Members Holding Shares in Physical Form
PAN *	Enter your 10 Digit alpha – numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB #	Enter the Date of Birth as recorded in your demat account or in the Company Records for the said Demat Account or Folio in DD/MM/YYYY format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your Demat Account or in the Company records for the said demat account or folio	

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter **the number of shares held by you as on the cut off date** in the **Dividend Bank details field**.

(b) After entering these details appropriately, click on “SUBMIT” tab.

(c) Members holding shares in physical form will then reach directly to the EVSN voting screen. However, members holding shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily change 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.

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

- (vi) Click on **“Electronic Voting Sequence Number (EVSN) -140813013** alongwith **“BAJAJ STEEL INDUSTRIES LIMITED”**. This will take you to the voting page.
- (vii) 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.
- (viii) If you wish to view the entire Resolutions, click on the **“Resolutions File Link”**.
- (ix) 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.
- (xi) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification Code & click on Forgot Password & enter the details as prompted by the system.
- (xii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- Please follow all steps from sl. no. (i) to sl. no. (xii) above to cast vote.

The voting period begins on 22nd September, 2014 (9.00 am). and ends on 24th September, 2014 (5.00 PM). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 30.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

(q) Voting Through Physical Ballot Form :

In terms of Clause 35B of the Listing Agreement, the members who do not have access to e-voting are requested to fill in the Physical Ballot Form enclosed with the Notice and submit the same in a sealed envelope to the Scrutinizer. Unsigned, incomplete or incorrectly ticked forms shall be rejected. The ballot must be received by the Scrutinizer on or before 24th September, 2014 (5.00 PM). The Scrutinizer's decision on the validity of the forms will be final. Members are required to vote only through the electronic system or through ballot and in no other form. In the event a member casts his votes through both the processes, the votes in the electronic system would be considered and the ballot vote would be ignored.

M/s B.Chhawchharia & Co. Chartered Accountants (Sanjay Agarwal , Partner) Firm Registration No. 305123E, has appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding Three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast Two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.

Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, voting by show of hands will not be allowed in the meeting.

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

ITEM NO. 05 :

In terms of the resolution passed pursuant to Section 293(1)(a) of the Companies Act 1956 by the Members/Shareholders of the Company at their 48th Annual General Meeting held on 29th October, 2009, the Board of Directors of the Company were authorised to borrow over and above the aggregate of Paid Up Share Capital and Free Reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs 150.00 crores.

Further, the Company's scale of operations has been increased & the Company needs substantial funds through borrowings. In terms of Section 180 of the Companies Act, 2013, the borrowings of the Company in excess of the limit prescribed under the said section requires the special resolution of the Members instead of Ordinary Resolution under the previous section 293 of the outgoing Companies Act, 1956. Accordingly, the consent of the Members by way of special resolution at the General Meeting is sought Under Section 180 (1)(c) of the Companies Act, 2013.

The Directors recommend the resolution for approval of the members of the Company. None of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 05.

ITEM NO. 06 :

In terms of the resolution passed pursuant to Section 293(1)(a) of the Companies Act, 1956 by the Members/Shareholders at their 48th Annual General Meeting held on 29th October, 2009 the Board of Directors of the Company were authorised to create mortgage and/or charge on the immovable and movable properties of the Company upto Rs 150.00 crores.

Considering the need to avail additional financial assistance, over and above the present financial assistances, from Banks, Financial Institutions, Bodies Corporates, other Entities in ordinary course of business. This in turn would necessitate further creation of securities by way of mortgage/charge on all or some of the immovable and movable properties of the Company both present and future, in favour of the Banks, Financial Institutions, Bodies Corporates, other Entities upto an extent of Rs 250.00 Crores.

To create mortgage/ charge upto the said limit, approval of the Members / Shareholders are required to be obtained pursuant to Section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors of the Company in this regard. The Directors recommend the resolution for approval of the members of the Company. None of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 06.

ITEM NO. 07 & 08 :

Shri Rohit Bajaj (DIN 00511745) Chairman & Managing Director (CMD) and Shri Sunil Bajaj (DIN 00509786), Executive Director of the Company was appointed for a period of Five Years with effect from 1st July, 2009. The period of office of Shri Rohit Bajaj (DIN 00511745) and Shri Sunil Bajaj (DIN 00509786) Executive Director expired on 30th June, 2014.

The Board of Directors vide their Board Meeting held on 29th May, 2014 have re-appointed Shri Rohit Bajaj (DIN 00511745) Chairman & Managing Director (CMD) and Shri Sunil Bajaj (DIN.00509786), Executive Director of the Company for a further period of 5 (five) years with effect from 1st July, 2014 on recommendation of the Remuneration Committee of the Company vide its meeting held on 29th May, 2014, subject to approval of Members. The remuneration paid each to them, terms and conditions of their re-appointment have been fixed in line with Schedule V of the Companies Act 2013 as detailed hereunder, which are applicable to each of them:

The Terms and conditions in respect of remuneration :

A)	Salary	:	In the pay scale of Rs.275000-15000- 350000/- per month
			With such increments or addition as may be decided by the Board of Directors of the Company from time to time as on 1 st April every year.
B)	Commission	:	1% per annum of the net profits of the Company.
C)	Perquisites	:	Perquisites shall be allowed, in addition to salary and commission, Perquisites shall be restricted to an amount equal to the annual Salary or Rs. 9,00,000/- per annum, whichever is less. Perquisites are classified as under:

Category – A

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

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

Category – B

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

Category –C

viii)	Earned Leave	:	On full pay and allowance as per the rules of the Company but not exceeding one month’s leave for every eleven months of services. Encasement of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.
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ix)	Such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed by the Board of Directors and the appointee.
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The value of the perquisites evaluated as per Income Tax Rules, 1962, wherever applicable and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount equal to the Salary for the relevant period.

Minimum Remuneration :

In the event to loss or inadequacy of profits in any financial year during the currency of tenure of services of the above mentioned Directors, the Company may, subject to the requisite approvals pay the above mentioned Directors remuneration by way of Salary, Allowances, Perquisites not exceeding the maximum limits as laid down in Section II of Part II of Schedule V of the Companies Act, 2013 including any statutory modifications or re-enactment thereof as may be for the time being, in force.

Other Terms :

Subject to superintendence, control and direction of Board of Directors, Shri Rohit Bajaj (DIN 00511745.) and Shri Sunil Bajaj (DIN 00509786) shall manage and conduct the business affairs of the Company. They shall not be paid any sitting fees for attending the meetings of the Board or Committee thereof.

In view of the provisions of Section 196, 197, 203 and any other provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out at Item No. 7 & 8 of the accompanying Notice for the approval of the Members. The re-appointment of Shri Rohit Bajaj (DIN 00511745) and Shri Sunil Bajaj (DIN 00509786) are appropriate and in the best interest of the Company.

Shri Rohit Bajaj (DIN 00511745) and Shri Sunil Bajaj (DIN 00509786) are interested in passing of the resolution in as much as it concern payment of remuneration to each of them as well as being relative of each other. Save as aforesaid, none of the other Directors and Key Managerial Personnels of the Company in any way concerned or interested financial or otherwise, in the resolution set out at Item No. 07 & 08.

STATEMENT CONTAINING REQUIRED INFORMATION AS PER CATEGORY B OF PART II OF SECTION II OF SCHEDULE V OF THE COMPANIES ACT, 2013 FOR THE ITEM NO 7 & 8:

I. GENERAL INFORMATION :

Nature of Industry :

The Company is engaged in manufacturing of Cotton Ginning and Pressing Machinery and allied equipments, accessories and spare parts.

Date of Commencement of Commercial Production :

Bajaj Steel Industries Limited was incorporated as a Private Limited Company on 14th February, 1961, and subsequently it was converted into Public Limited Company on 7th October, 1985.

The Company is engaged in the following lines of activities : Manufacturing of Ginning ,Pressing and allied machineries since 1961 and Manufacturing of Plastic Polymer Granules- Master batches from 26.03.1987

Financial Performance Based on Given Indicators : (Rs in Lacs)

Particulars	2013 – 14	2012 – 13	2011 – 12
Gross Turnover	40693.60	28523.28	31339.38
Profit Before tax	1887.32	536.63	1058.32
Profit After Tax	1227.26	426.04	715.13
Dividend	94.00 (40%)	70.50 (30%)	70.50 (30%)

Export Performance and Net Foreign Exchange Collaborations :

FOB Value of the Company's Export during the year 2013-14 is Rs 7029.68 Lacs.

Foreign Investments or Collaborators , if any :

(a) Technical Collaborations :

The Company has the following Technical Collaborations to manufacture the Cotton Processing Machines :

Sr .No.	Name of the Products	Name of the Collaborators
1.	Ginning & Pressing Machines	Central Institute for Research on Cotton Technology (CIRCOT), ICAR, Govt of India, Mumbai
2.	Humidification System	Samuel Jackson Inc, USA

(b) Foreign Subsidiary :

The Company has its 100% wholly owned Subsidiary with the name and style as “**BAJAJ CONEAGLE LLC**”, A Limited Liability Company having its office at Prattville, Alabama, USA on April 02, 2012 With the physical presence at USA, the Company is able to tap the US & International Market of Continental Products.

II. INFORMATION ABOUT THE APPOINTEE :

(A) SHRI ROHIT BAJAJ (DIN 00511745)

Background Details

Shri Rohit Bajaj (DIN 00511745.) holds Bachelor Degree in Arts and having Vast Experience of more than 30 years . During his tenure as a Managing Director the Company had made many improvements in its product line .i.e. Ginning Machines, Master Batches etc. He is holding 55,325 Equity Shares comprising of 2.35 % of the paid up Capital of the Company.

He has widely traveled and has also visited foreign countries to keep abreast of the latest development in technology and marketing. He has wide interest in social activities and was Vice President of Vidarbha Industries Association, Nagpur, a premier industry association of this region.

Past Remuneration

Shri Rohit Bajaj (DIN 00511745.) was drawing an aggregate Annual remuneration of Rs 33.36 Lacs.

Job Profile and suitability

Shri Rohit Bajaj (DIN 00511745.) has been serving the Company for more than 3 decades and as a member of the Senior Management Team brought many changes during his tenure as a Managing Director . The Company under the leadership of Shri Rohit Bajaj (DIN 00511745.) , Managing Director expanded rapidly. Today the company is having distinguished manufacturing facilities in India for Cotton Ginning & Pressing Plants machineries.

Further, the Company under his leadership became a focused entity and the market driven focus has allowed the Company to enter into another growth phase. With the proposed expansion and new projects the company is expected to register growth, both in top line and bottom line.

Remuneration Proposed :

The terms of remuneration are detailed in the notice.

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

The proposed remuneration is not commensurate with his experience and responsibility and significantly below par with the industry levels while compared to the salaries and incentives paid to the Managing Director of Companies of similar size.

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

Shri Rohit Bajaj (DIN 00511745.) has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his capacity of a Managing Director and the shares held by him in the company.

(B) SHRI SUNIL BAJAJ (DIN 00509786)

Background Details

Shri Sunil Bajaj (DIN 00509786) holds Bachelor Degree in Engineering from Manipal Institute of Technology, Karnataka. After completion of Education he has joined the Board of the Company – Bajaj

Steel Industries Limited, as an Executive Director. He is holding 63,325 Equity Shares comprising of 2.69 % of the paid up Capital of the Company.

Past Remuneration

Shri Sunil Bajaj (DIN 00509786) was drawing an aggregate Annual remuneration of Rs 33.36 Lacs..

Recognition or Awards :

Shri Sunil Bajaj (DIN 00509786) , Executive Director of the Company has recently been awarded with Honorary Fellowship of International Society for Cotton Improvement for his notable contribution in the field of development of cotton industry.

Job Profile and suitability

Shri Sunil Bajaj (DIN 00509786) is having an experience of over 25 years in Steel and Plastic Industry and as a member of the Senior Management Team is managing day to day affairs of the Company.

Further, Shri Sunil Bajaj (DIN 00509786) is actively involved in the up gradation and introduction of its new products. He has traveled abroad several times for finding out the new developments in manufacture of Steel and Plastic Products, which was implemented by the Company to increase the production of the Company.

Remuneration Proposed :

The terms of remunerations are detailed in the notice.

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

The proposed remuneration is not commensurate with his experience and responsibility and significantly below Executive Director of Companies of similar size.

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

Shri Sunil Bajaj (DIN 00509786) has no pecuniary relationship directly or indirectly with the Company or its managerial personnel other than his capacity of a Executive Director and the shares held by him in the company.

III. DISCLOSURES :

(a) Shareholders of the Company shall be informed of the remuneration package of the managerial person: The remuneration package of Shri Rohit Bajaj (DIN: 00511745), Managing Director and Shri Sunil Bajaj (DIN 00509786) Executive Director of the Company has been stated in detail in the explanatory statement attached to the notice.

(b) Disclosure under the Heading Corporate Governance :

The required disclosure has been made in the Directors' Report.

ITEM NO.09 :

Shri Ashish Bajaj was appointed as a Chief Executive Officer (CEO) of the SUPERPACK Division of the Company for Two (2) years 20.03.2010 and was further re-appointed period of One (1) year each ie. on 20.03.2012 & 20.03.2013, in compliance with Section 314(1B) of the Companies Act, 1956 read with Director's Relative (Office or Place of Profit), Rules, 2011 which was duly approved by the shareholders/members of the Company

Looking at his background and valuable experience the Board of Directors vide their Board Meeting held on 06th February, 2014 further re-appointed Shri Ashish Bajaj for further period of One (1) year w.e.f. 20.03.2014, in compliance with Section 314(1B) of the Companies Act, 1956 read with Director's Relative (Office or Place of Profit), Rules, 2011 subject to the approval of members /shareholders at the ensuing annual general meeting of the Company. The details of the monthly remuneration are as under :

Monthly Remuneration:

Basic Salary	:	Rs. 1, 55,000 /-
Bonus	:	As per policy of Superpack Division.
Provident Fund	:	As per policy of Superpack Division.
Perquisites	:	
• House Accommodation	:	15% of Salary (including bonus). Rs. 15,000/- per month towards Furniture Hire Charges.

- Medical : Reimbursement of expenses incurred for self & family subject to ceiling of Two (2) months salary in a year.
- Leave Travel Concession : Leave Travel concession for self and family.
- Club Fees : Fees of club subject to maximum of two clubs
- Personal Insurance : Annual premium of Personal Accident insurance shall not exceed Rs 20,000/- .

Total Perquisites in addition to salary restricted to amount equal to amount salary or Rs 9,00,000/- per annum. The total Remuneration including monetary benefits of all perquisites/facilities mentioned above shall not exceed Rs 2,50,000/- per month or Rs 30,00,000/- per annum. At any time, in case of remuneration more than Rs 2,50,000/- per month during the tenure, the prior consent of the Shareholders through Special Resolution and approval of the authorities, if any shall be required in accordance with the provisions of the Companies Act, 2013.

Shri Ashish Bajaj as a Chief Executive Officer of Superpack Division of the Company shall be solely responsible & liable for all the operations (including Day to Day operations), activities and all the compliances including Statutory & Labour compliances applicable to the Superpack Division of the Company from time to time and necessary forms / papers in relation thereof shall be filed to the concerned authorities.

The Directors recommend the resolution for approval of the members of the Company. Shri Vinod Kumar Bajaj (DIN 00519541) being relatives of Shri Ashish Bajaj may therefore be deemed to be interested in passing of the resolution to that extent.

Save as aforesaid none of the other Directors & Key Managerial Personnels of the Company are in any way concerned or interested financial or otherwise, in the resolution set out at Item No. 09.

ITEM NO 10 :

Shri Shalabh Batra S/o Shri Deepak Batra (DIN 02979363) was appointed as a 'General Manager (Sales & Marketing- Exports)' of the Company w.e.f. 20th March, 2014 in terms of Section 314 (1B) of the Companies Act 1956 read with Director's Relatives (Office or Place of Profit) Rules 2003 and other applicable provisions of the Companies Act 1956, at the meeting of the Board of Directors of the Company held on 06th February, 2014, subject to the consent of members of the Company at General Meeting held for first time after holding of such office or place of profit.

The Terms and Conditions of the remuneration are as under :

Particulars	Payable Per Month (In Rs)
Basic Salary	61,132
Dearness Allowance	1,000
House Rent Allowance	12,426
Transport Allowance	800
MTLR(17.5% Variable Amount (Basic + DA)	10,873
Education Allowance	200
Other Allowance	11,405
Medical Allowance	1,250
Provident Fund @12% of 6500	780
Bonus	700
Gratuity	2,987
Monthly CTC	1,03,553
Retention Amount (Monthly)	3,106

The Directors recommend the resolution for approval of the members of the Company. Shri Deepak Batra (DIN 02979363) being relatives of Shri Shalabh Batra may therefore be deemed to be interested in passing of the resolution to that extent. Save as aforesaid none of the other Directors & Key Managerial Personnels of the Company in any way concerned or interested financial or otherwise, in the resolution set out at Item No.10.

ITEM NO.11 :

The existing Articles of Association (AOA) of the Company are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

With the Companies Act, 2013 coming into force, several regulations of the existing AOA of the Company require alteration or deletions in several articles. It is therefore considered expedient to wholly replace the existing AOA set of Articles.

The new AOA to be substituted in place of existing AOA are based on Table "F" of the Act which sets out the model Articles of Association for a Company limited by Shares.

The Directors recommend the resolution for approval of the members of the Company. Save as aforesaid none of the other Directors & Key Managerial Personnels of the Company are in any way concerned or interested financial or otherwise, in the resolution set out at Item No.11. The proposed new draft of AOA is being uploaded on the Company's website for perusal by the members.

ITEM NO 12 :

Shri Rajiv Ranka (DIN 00392438) is an Independent Director of the Company since 18.10.2007 appointed in terms of Clause 49 of the Listing Agreement. He is a member of Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee & Shareholder / Investor Grievance Committee, of the Board of Directors of the Company. Shri Rajiv Ranka (DIN 00392438) is holding 100 Equity Shares of the Company

Shri Rajiv Ranka (DIN 00392438),BE – Mechanical from Birla Institute of Technology and Science has setup an SSI unit Duro Foam in Nagpur in 1983. He joined the management of Kinetic Engineering Limited as an Incharge of Material Projects till 1987 and was instrumented in setting up of Kinetic Honda project in Pithampur. In 1987, he became the Managing Director of Jayahind Industries Limited which is the largest die casting foundry in the country and was instrument of setting auto electrical division for two wheeler in collaboration with Mitsuba & Toya Deuso of Japan. He has also worked as head materials at Bajaj Tempo Limited. In 1993, he had promoted M/s Alpha Foam Limited in Pune which manufactures Polyurethane foam, seats plastics, vacuum parts, Polyethylene Foam, Spun bond non woven fabric & Spunlace Non woven fabric.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Rajiv Ranka (DIN 00392438) being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for Five (5) consecutive years for a term upto 31st March, 2019. A notice has received from a member proposing Shri Rajiv Ranka (DIN 00392438) as a candidate for the office of Directors of the Company. In the opinion of the Board, Shri Rajiv Ranka (DIN 00392438) fulfills the condition specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. The Board considers that his continued association would be of immense benefit of the Company and it is desirable to continue to avail services of Shri Rajiv Ranka (DIN 00392438) as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Rajiv Ranka (DIN 00392438) as an Independent Director, for approval by the members / shareholders of the Company.

Except Shri Rajiv Ranka (DIN 00392438) being an appointee, none of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested, financial or otherwise in the resolution set out at Item No. 12. The Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

ITEM NO 13 :

Shri Alok Goenka (DIN 00789716) is an Independent Director of the Company since 18.10.2007 appointed in terms of Clause 49 of the Listing Agreement. He is a member of Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee & Shareholder / Investor Grievance Committee, of the Board of Directors of the Company. Shri Alok Goenka (DIN 00789716) is holding 100 Equity Shares of the Company

Shri Alok Goenka (DIN 00789716) B. Tech (IIT Kanpur) & M.S. - USA is having more than 15 years of experience in management of plastic processing and agricultural farming. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Alok Goenka (DIN 00789716) being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for Five (5) consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Shri Alok Goenka (DIN 00789716) as a candidate for the office of Directors of the Company.

In the opinion of the Board, Shri Alok Goenka (DIN 00789716) fulfills the condition specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. The Board considers that his continued association would be of immense benefit of the Company and it is desirable to continue to avail services of Shri Alok Goenka (DIN 00789716) as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Alok Goenka (DIN 00789716) as an Independent Director, for approval by the members / shareholders of the Company.

Except Shri Alok Goenka (DIN 00789716) being an appointee, none of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested, financial or otherwise in the resolution set out at Item No. 13. The Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with Stock Exchange.

ITEM NO 14 :

Shri Mohan Agrawal (DIN 01028558) is an Independent Director of the Company since 23.08.1989 & holding 100 Equity Shares of the Company. He is Bachelor of Science and was the Past President of Vidarbha Industries Association (VIA), Nagpur from 1998 to 2008 and was also involved in family Steel Trading Business & Setting up Non-Conventional Energy Power Plant.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Mohan Agrawal (DIN 01028558) being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for Five (5) consecutive years for a term upto 31st March, 2019. A notice has received from a member proposing Shri Mohan Agrawal (DIN 01028558) as a candidate for the office of Directors of the Company.

In the opinion of the Board, Shri Mohan Agrawal (DIN 01028558) fulfills the condition specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. The Board considers that his continued association would be of immense benefit of the Company and it is desirable to continue to avail services of Shri Mohan Agrawal (DIN 01028558) as an Independent Director. Accordingly, the Board has recommended the resolution in relation to appointment of Shri Mohan Agrawal (DIN 01028558) as an Independent Director, for approval by the members / shareholders of the Company.

Except, Shri Mohan Agrawal (DIN 01028558) being an appointee, none of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested, financial or otherwise in the resolution set out at Item No. 14. The Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with Stock Exchange.

ITEM NO 15 :

Shri Kamal Kishore Kela (DIN 00509008) is an Independent Director of the Company since 23.08.1989 & holding 100 Equity Shares of the Company. Shri Kamal Kishore Kela (DIN 00509008), M.A. Economics, a reputed industrialist and having more than 50 year of experience in sales, administration.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Kamal Kishore Kela (DIN 00509008) being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for Five (5) consecutive years for a term upto 31st March, 2019. A notice has received from a member proposing Shri Kamal Kishore Kela (DIN 00509008) as a candidate for the office of Directors of the Company. In the opinion of the Board, Shri Kamal Kishore Kela (DIN 00509008) fulfills the condition specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. The Board considers that his continued association would be of immense benefit of the Company and it is desirable to continue to avail services of Shri Kamal Kishore Kela (DIN 00509008) as an Independent Director. Accordingly, the Board recommends the resolution in relation

to appointment of Shri Kamal Kishore Kela (DIN 00509008) as an Independent Director, for approval by the members / shareholders of the Company.

Except, Shri Kamal Kishore Kela (DIN 00509008) being an appointee, none of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested, financial or otherwise in the resolution set out at Item No. 15. The Explanatory Statement may also be regarded as a disclosure Under Clause 49 of the Listing Agreement with Stock Exchange.

ITEM NO 16 :

Shri Deepak Batra (DIN : 02979363) is an Independent Director of the Company since 01.09.2010 appointed in terms of Clause 49 of the Listing Agreement & holding 100 Equity Shares of the Company. Shri Deepak Batra (DIN : 02979363), Chartered Accountants is having more than 20 years of experience in the field of finance, accounts, commerce and industry.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Deepak Batra (DIN : 02979363) being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for Five (5) consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Shri Deepak Batra (DIN : 02979363) as a candidate for the office of Directors of the Company. In the opinion of the Board, Shri Deepak Batra (DIN : 02979363) fulfills the condition specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. The Board considers that his continued association would be of immense benefit of the Company and it is desirable to continue to avail services of Shri Deepak Batra (DIN 02979363) as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Shri Deepak Batra (DIN 02979363) as an Independent Director, for approval by the members / shareholders of the Company.

Except, Shri Deepak Batra (DIN 02979363) being an appointee, none of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested, financial or otherwise in the resolution set out at Item No. 16. The Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with Stock Exchange.

ITEM NO 17 :

Shri Rajkumar Lohia (DIN 00203659) is an Independent Director of the Company since 18.10.2007 appointed in terms of Clause 49 of the Listing Agreement & holding 100 Equity Shares of the Company. Shri Rajkumar Lohia (DIN 00203659) is having more than 36 years of experience in the field of Commerce and Industry. He started Lohia Starlinger Limited in 1981 which is the largest domestic producer of machinery for Plastic Woven Fabric. He had received several awards including the Excellence Award 2005 for contribution in the field of entrepreneurship.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Rajkumar Lohia (DIN 00203659) being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for Five (5) consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Shri Rajkumar Lohia (DIN 00203659) as a candidate for the office of Directors of the Company. In the opinion of the Board, Shri Rajkumar Lohia (DIN 00203659) fulfills the condition specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. The Board considers that his continued association would be of immense benefit of the Company and it is desirable to continue to avail services of Shri Rajkumar Lohia (DIN 00203659) as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Rajkumar Lohia (DIN 00203659) as an Independent Director, for approval by the members / shareholders of the Company. Except, Shri Rajkumar Lohia (DIN : 00203659) being an appointee, none of the Directors and Key Managerial Personnels of the Company and their relatives are concerned or interested, financial or otherwise in the resolution set out at Item No. 17. The Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with Stock Exchange.

BAJAJ STEEL INDUSTRIES LIMITED

(CIN: L27100MH1961PLC011936)

Regd. Office : Imambada Road , Nagpur – 440018 (Maharashtra)

E.Mail : cs@bajajngp.com Website : www.bajajngp.com ;

Phone : 0712 – 2720071 – 80 ; Fax No. 0712 – 2728050

ATTENDANCE SLIP

I Folio No..... record my presence at the Fifty Third General Meeting held on Monday, the 29th September, 2014 at 4.00 P.M. at VIA Hall , Udyog Bhavan , Opp Sales Tax Office, Civil Lines, Nagpur – 440 001

Signature (s) of the Shareholder

BAJAJ STEEL INDUSTRIES LIMITED

(CIN: L27100MH1961PLC011936)

Regd. Office : Imambada Road , Nagpur – 440018 (Maharashtra)

E.Mail : cs@bajajngp.com Website : www.bajajngp.com ;

Phone : 0712 – 2720071 – 80 ; Fax No. 0712 – 2728050

PROXY FORM

FORM NO. MGT – 11

**[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/ DP ID- Client ID No. :

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

2. Name : Address

.....E-mail Id Signature

or Failing him

3. Name : Address

.....E-mail Id Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53rd Annual General Meeting / Extraordinary General Meeting of the Company, to be held on the day of at (place) and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions	For	Against
ORDINARY BUSINESS - ORDINARY RESOLUTION :			
1.	To receive, consider and adopt the Profit and Loss Account for the year ended 31 st March, 2014 and the Balance Sheet as at that date and Reports of the Auditors and Directors thereon.		
2.	To Declare Dividend@40% (Rs 4/- per share) on Equity Shares of the Company for the year ended as on 31 st March, 2014.		
3.	Re-appointment of M/s B.Chhawchharia & Co, Chartered Accountants as Statutory Auditors of the Company.		
4.	To appoint a Director in place of Shri Vinod Kumar Bajaj (DIN 00519541) who retires by rotation and being eligible, offers himself for re-appointment.		
SPECIAL BUSINESS – SPECIAL RESOLUTION :			
5	Enhancement of borrowing limits of the Company from Rs 150.00 Crores to Rs 250.00 Crores.		
6.	Creation of charge/mortgage/ hypothecation on the assets and undertakings of the Company.		
7.	Re-appointment of Shri Rohit Bajaj (DIN 00511745) as a Chairman Cum Managing Director of the Company w.e.f. 01 st July, 2014 for a period of 5 years.		
8.	Re-appointment of Shri Sunil Bajaj (DIN 00509786) as an Executive Director of the Company w.e.f. 01 st July, 2014 for a period of 5 years.		
9.	Re-appointment of Shri Ashish Bajaj as Chief Executive Officer (CEO) of Superpack Division of the Company,		
10.	Appointment of Shri Shalabh Batra as a General Manager (Sales & Marketing – Exports) of the Company.		
11.	Adoption of New Articles of Association of the Company containing Regulations in conformity with the Companies Act, 2013.		
12.	Appointment of Shri Rajiv Ranka (DIN 00392438) as an Independent Director of the Company for a period of 5 years.		
13.	Appointment of Shri Alok Goenka (DIN 00789716) as an Independent Director of the Company for a period of 5 years.		
14.	Appointment of Shri Mohan Agrawal (DIN 01028558) as an Independent Director of the Company for a period of 5 years.		
15.	Appointment of Shri Kamal Kishore Kela (DIN 00509008) as an Independent Director of the Company for a period of 5 years.		
16.	Appointment of Shri Deepak Batra (DIN 02979363) as an Independent Director of the Company for a period of 5 years.		
17	Appointment of Shri Rajkumar Lohia (DIN 00203659) as an Independent Director of the Company for a period of 5 years.		

Affix 1 Re.
Revenue
Stamp

Signed this Day of2014

Signature of Shareholder

Signature of Proxy holder (s).....

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 53rd Annual General Meeting.
3. It is optional to put a “X” in the appropriate column against the Resolutions 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.
4. Please complete all details including details of member(s) in above box before submission.

BAJAJ STEEL INDUSTRIES LIMITED

(CIN: L27100MH1961PLC011936)

Regd. Office : Imambada Road , Nagpur – 440018 (Maharashtra)

E.Mail : cs@bajajngp.com Website : www.bajajngp.com ;

Phone : 0712 – 2720071 – 80 ; Fax No. 0712 – 2728050

PHYSICAL BALLOT FORM FOR VOTING ON AGM RESOLUTIONS :

1. Name(s) & Registered Address of the sole/first named Member :

2. Name(s) of the Joint Holder(s) , if any :

3. Registered Folio No./DP ID No & Client ID No. :

4. Number of Share(s) held :

5. I/We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated 29th September, 2014, by conveying my/our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below:

Resolution No.	Resolutions	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
ORDINARY BUSINESS – ORDINARY RESOLUTION :			
1.	To receive, consider and adopt the Profit and Loss Account for the year ended 31 st March, 2014 and the Balance Sheet as at that date and Reports of the Auditors and Directors thereon.		
2.	To Declare Dividend on Equity Shares of the Company for the year ended as on 31 st March, 2014.		
3.	Re-appointment of M/s B.Chhawchharia & Co, Chartered Accountants as Statutory Auditors of the Company.		
4.	To appoint a Director in place of Shri Vinod Kumar Bajaj (DIN 00519541) who retires by rotation and being eligible, offers himself for re-appointment.		
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16.	Appointment of Shri Deepak Batra (DIN 02979363) as an Independent Director of the Company for a period of 5 years.		
17	Appointment of Shri Rajkumar Lohia (DIN 00203659) as an Independent Director of the Company for a period of 5 years.		

Place :

Date :

Signature of the Member or
Authorised Representative

Notes :

- (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form
- (ii) Last date for receipt of Physical Ballot Form : 24th September, 2014 (5.00 PM)
- (iii) Please read the instructions printed overleaf carefully before exercising your vote.
- (iv) This form is for the members who do not have access of the e-voting facilities. All such members shall cast their vote through Physical Ballot Form for the businesses to be transacted at the 53rd Annual General Meeting of the Company.

INSTRUCTIONS

General Instructions :

1. Shareholders have option to vote either through e-voting ie. electronic means or to convey assent/ dissent in physical form. If a shareholder has opted for Physical Ballot Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through Physical Ballot Form and e-voting, then vote caste through e-voting mode shall be considered and vote cast through Physical Ballot Form shall be ignored.
2. The notice of Annual General Meeting is dispatched/ e-mailed to the members whose names appear on th Register of Members as on 30th August, 2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.
3. Voting through Physical Ballot form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization, as state below.

Instructions for voting physically on Ballot Form

1. A member desiring to exercise vote by Physical Ballot should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, M/s B.Chhawchharia & Co. Chartered Accountants, by post at their own cost to reach the Scrutinizer at the Address C/o Bajaj Steel Industries Limited, Imambada Road, Nagpur – 440018 (Maharashtra) on or before 24th September, 2014 at 5.00 P.M. All forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trust, societies, etc.) the completed Ballot Form should be accompanied by a certified copy of the relevant board resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(s) duly attested.
4. The consent must be accorded by recording the assent in the column “FOR” or dissent in the column “AGAINST” by placing a tick mark (√) in the appropriate column in the Form. The Assent/ Dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Ballot Form for every Folio/ Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Ballot Form , if so required and the same duly completed should reach to Scrutinizer not later than the date specified under instruction No. 1 above.
8. Members are requested not to send any other paper along with the Ballot Form. They are also requested not to write anything in the Ballot Form except their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers' decision on the validity of the Ballot Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticket Ballot Form will be rejected.