

NOTICE TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the Forty-Sixth Annual General Meeting of the Members of Chandi Steel Industries Limited will be held on Friday, 27th September, 2024 at 12.30 p.m. at the Registered Office of the Company situated at 3, Bentinck Street, Kolkata – 700 001 to transact the following businesses:

ORDINARY BUSINESS

Item No. 1

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2024 together with the Report of the Board of Directors and the Auditors thereon.

Item No. 2

To appoint a Director in place of Shri Susanta Sarkar (holding DIN - 06449312), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 3

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, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consolidated remuneration amounting to Rs. 25,000/- (excluding applicable taxes and reimbursement of out-of pocket expenses, if any) as recommended by the Audit Committee and approved by the Board of Directors at its meeting held on 3rd September, 2024 payable to M/s. Mondal & Associates, Proprietor Mr. Amiya Mondal, being the Cost Auditors of the Company, having office at 45, Akhil Mistry Lane, Kolkata – 700 009 for conducting the audit of the cost records of the Company and providing Cost Audit Report and all such reports, annexures, records, documents etc., for the financial year 2024-25, that may be required to be prepared and submitted by the Cost Auditors under applicable statute, be and is hereby ratified and confirmed.”

Item No. 4

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

“RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) 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) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and in partial modification of the resolutions passed by the Members at the 44th Annual General Meeting of the Company held on 20th September, 2022 approving the re-appointment and terms including remuneration of Shri Devendra Prasad Jajodia (DIN: 00045166), Managing Director of the Company and in line with the recommendations of Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for revision in remuneration of Shri Devendra Prasad Jajodia from Rs. 7,00,000/- per month to Rs. 9,00,000/- per month with effect from 1st April, 2024 till his residual tenure of office, as set out in the explanatory statement annexed to the notice convening this meeting and supplementary agreement entered into between the Company and Shri Devendra Prasad Jajodia, which agreement also be and is hereby approved.

“RESOLVED FURTHER THAT notwithstanding the profits in any financial year, the Company will pay to Shri Devendra Prasad Jajodia the remuneration as mentioned above as minimum remuneration during his residual tenure of office.

“RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee of the Company be and are hereby authorized to alter and vary the remuneration from time to time as may be mutually agreed, subject to an annual increment not exceeding fifty percent of the existing remuneration.

“RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his re-appointment as Managing Director of the Company, as approved by the Members at their Annual General Meeting held on 20th September, 2022 shall remain unchanged.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

Item No. 5

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

“RESOLVED THAT pursuant to the provisions of Section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) 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) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and in partial modification of the resolutions passed by the Members at the 44th Annual General Meeting of the Company held on 20th September, 2022 approving the re-appointment and terms including remuneration of Shri Harsh Jajodia (DIN: 07022106), Whole-time Director of the Company and in line with the recommendations of Nomination and Remuneration Committee and approval of Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for revision in remuneration of Shri Harsh Jajodia from Rs. 7,00,000/- per month to Rs. 9,00,000/- per month with effect from 1st April, 2024 till his residual tenure of office, as set out in the explanatory statement annexed to the notice convening this meeting and supplementary agreement entered into between the Company and Shri Harsh Jajodia, which agreement also be and is hereby approved.

“RESOLVED FURTHER THAT notwithstanding the profits in any financial year, the Company will pay to Shri Harsh Jajodia the remuneration as mentioned above as minimum remuneration during his residual tenure of office.

“RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee of the Company be and are hereby authorized to alter and vary the remuneration from time to time as may be mutually agreed, subject to an annual increment not exceeding fifty percent of the existing remuneration.

“RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his re-appointment as Whole-time Director of the Company, as approved by the Members at their Annual General Meeting held on 20th September, 2022 shall remain unchanged.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts, deeds, matters and things as

may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

Item No. 6

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any of Companies Act, 2013(“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Smt. Swati Agarwal (DIN: 07158355), who was appointed by the Board of Directors as an Additional Director (in the category of Independent Director) of the Company with effect from 1st August, 2024 and who qualifies for being appointed as an Independent Director and has submitted a declaration that she meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom a notice in writing under Section 160 of the Act has been received by the Company from a member, proposing her candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from 1st August, 2024 till 31st July, 2029.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.

Item No. 7

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any of Companies Act, 2013(“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Shri Sudeb Saha (DIN: 10760154), who was appointed by the Board of Directors as an Additional Director (in the category of Independent Director) of the Company with effect from 3rd September, 2024 and who qualifies for being appointed as an Independent Director and has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom a notice in writing under Section 160 of the Act has been received by the Company from a member, proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from 3rd September, 2024 till 2nd September, 2029.

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“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.

Item No. 8

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 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), including any statutory modification(s) or re-enactment(s) thereof, and such other rules and regulations, as may be applicable, the Company’s Policy on Related Party Transactions and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s) on such terms as set in the explanatory statement hereto.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to decide upon the nature of Related Party Transactions to be entered into with its Related Parties within the approved limit;”

“RESOLVED FURTHER THAT the Board of Directors (“hereinafter referred to as the “Board”, which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board by this resolution), be and is hereby authorised to do all such acts, deeds and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution”.

Registered Office:
3, Bentinck Street,
Kolkata – 700 001

Place : Kolkata
Date : 3rd September, 2024

By Order of the Board
For **Chandi Steel Industries Limited**

Sd/-
Seema Chowdhury
Company Secretary

Notes :-

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, as amended setting out the material facts concerning item of Special Business of the Notice to be transacted at the Twenty Fifth Annual General Meeting ('the meeting') is annexed hereto and forms part of this Notice. The relevant details, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard-2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking appointment/ re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as **Annexure** to this Notice.
2. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THEIR BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

As per Section 105 of the Companies Act, 2013 and rules made thereunder a person can act as a proxy on behalf of the member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. Also, a member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other person or member. If a proxy is appointed for more than 50 (fifty) members, he/she shall choose 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.

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 11a.m to 6 p.m., provided that not less than 3 days' notice in writing of intention to inspect is given by the member to the Company.

3. In terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Institutional/ Corporate Members intending to send their authorised representative to attend the Annual General Meeting are requested to send to the Company a certified true 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.
4. Members / Proxies/authorised Representatives attending the physical Annual General Meeting are requested to bring the Attendance Slip sent herewith duly filled in for attending the physical meeting. Further members who hold shares in dematerialized form are requested to bring their Identity Card for easy identification of attendance at the meeting.

5. The Annual Report of the Company for the Financial Year 2023-24, circulated to the members of the Company, is also uploaded on the Company's website "www.chandisteel.com".
6. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 21st September, 2024 to Friday, 27th September, 2024 (both days inclusive).
8. Members holding shares in physical mode are requested to intimate any change in their address by writing to the Registrar and Share Transfer Agent (RTA), Maheshwari Datamatics Private Limited (MDPL) at their Corporate Office 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700001, email id: mdpldc@yahoo.com and Members holding shares in demat mode are requested to intimate any change in their address or bank mandates to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.
9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer Agents, MDPL, at their Corporate Office 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700001, email id: mdpldc@yahoo.com, enclosing their share certificates to enable the Company to consolidate their holdings into single folio.
11. 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, Maheshwari Datamatics Private Limited, Corporate Office: 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700001, email id: mdplc@yahoo.com, who have not yet so updated:
 - 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)
12. Members are requested to quote the Folio/Client ID & DP ID Nos. in all correspondences.
13. i) Pursuant to the MCA Circulars and SEBI Circulars in view of the prevailing situation, the web link of the Annual Report for the financial year 2023-24 and Notice of the 46th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form and route map is being sent only by email, to all the Shareholders whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled. Therefore, Members, whose email address is not registered with the Company or with their respective

Depository Participant(s), and who wish to receive the soft copy of Notice of the 46th AGM of the Company and all other communications sent by the Company, from time to time, can get their email address registered.

ii) Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the related MCA and SEBI Circulars, the Notice calling the AGM will be uploaded at the Company's website, at www.chandisteel.com. The AGM Notice is also disseminated on the website of CDSL i.e. www.evotingindia.com.

iii) The Members are requested to notify immediately changes, if any, in their registered address: (i) to the Company's Registrar & Share Transfer Agent, Maheshwari Datamatics Private Limited, E-mail: mdpldc@yahoo.com in respect of the Shares held in Physical Form and (ii) to their Depository Participants (DPs) in respect of Shares held in Dematerialized Form.

iv) Any person who has acquired shares and became a member of the Company after dispatch of this Notice and holding shares as on the cut-off date i.e 20th September, 2024 may obtain electronic copy of the Notice of the 46th AGM by sending a request to the Company at chandisteelindustries@gmail.com or Company's RTA i.e Maheshwari Datamatics Private Limited at mdpldc@yahoo.com.

v) Members who have received the Annual Report along with the Notice of the AGM in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration Counter at the AGM.

14. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Company's Registrars and Transfer Agents, MDPL, in case the shares are held by them in physical.
15. All the documents referred to in the accompanying Notice will be made available for inspection without any fee by the Members of the Company from the date of circulation of this Notice upto the conclusion of this Annual General Meeting at the registered office of the Company during working hours. Members seeking to inspect such documents can send an email to chandisteelindustries@gmail.com.
16. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and The Register of Contracts and Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will also be made available for electronic inspection during the Annual General Meeting. Members seeking to inspect such documents can send an e-mail to chandisteelindustries@gmail.com.
17. The Shareholders, seeking any information or have any queries with regard to the Accounts and Operations of the Company or any matter to be placed at the AGM, are requested to write to the Company atleast 7(Seven) days before the meeting through Email on chandisteelindustries@gmail.com. The same will be replied by/on behalf of the Company suitably.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat mode are, therefore requested to submit PAN details to their Depository Participant.

Members holding shares in physical mode are also requested to submit their PAN and bank account details to the Company's Registrar and Share Transfer agent, Maheshwari Datamatics Private Limited, Address: 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700001, email id: mdpldc@yahoo.com.

19. Securities and Exchange Board of India (SEBI) has mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN Card to the Company for registration of transfer of securities. Also, as per SEBI notification number SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 for amendment to SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, requests for effecting transfer of securities of listed companies shall not be processed unless the securities are held in the demat form with a depository, except in case of transmission or transposition of securities.
20. Section 72 of Companies Act, 2013 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificate in physical form and willing to avail this facility may make nomination in Form SH-13 as per Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 which may be sent on request. In case of demat holding, the shareholders should approach their respective Depository Participant for their nomination. Blank forms will be made available on request. The same can also be downloaded from the Company's website www.chandisteel.com under the head 'Investor Relations'.
21. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of Annual General Meeting of the Company.
22. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal:
 - i. This is to inform the members that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.
 - ii. SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

The SMART ODR Portal can be accessed at: <https://smartodr.in/login>
23. a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the

Company is providing remote e-Voting facility to its Members in respect of the businesses proposed to be transacted at the 46th AGM by electronic means from a place other than venue of the meeting i.e. remote e-voting. The instructions for remote e-voting are enclosed with the notice. The Company has engaged the services of Central Depository Services (India) Limited (CDSL), who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system (e-voting from a place other than venue of the AGM) (“remote e-voting”).

Members are requested to carefully read the instructions of e-voting before exercising their vote.

- b) The remote e-voting facility will be made available during the following period:

Commencement of remote e-voting: **From 10:00 a.m. on Tuesday, 24th September, 2024**

End of remote e-voting: **Up to 5:00 p.m. on Thursday, 26th September, 2024**

During this period, members holding share either in physical or dematerialized mode as on the cut-off date viz., Friday, 20th September, 2024 may exercise their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a Member as on the cut-off date should accordingly treat this notice for information purposes only.

- c) Any person, who acquires shares of the Company and becomes Member of the Company after the dispatch of the Notice but on or before the cut-off date for e-voting i.e **Friday, 20th September, 2024**, he/she may write to the Registrar requesting for user id and password or email at mdpldc@yahoo.com. However, if a member is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- d) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- e) Facility of voting through Ballot Paper shall also be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e- Voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote on such resolution again.
- f) The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut- off date being 20th September, 2024.
- g) Members can opt for only one mode of voting, i.e. either by remote e-voting or voting at Annual General Meeting by ballot paper. In case members cast their vote through both the mode, e-voting shall prevail and vote cast as Annual General Meeting shall be invalid.
- h) 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 only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
- i) A person who is not a member as on cut-off date should treat this notice for the information purpose only.

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- j) The Board of Directors has appointed Smt. Priti Todi (Mem No.: 14611), Partner, M/s. Bajaj Todi & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.
- k) The Scrutinizer shall after the conclusion of e-Voting at the 46th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within two working days from the conclusion of the 46th AGM, who shall then countersign and declare the result of the voting forthwith.
- l) The results of e-voting will be communicated to the Stock Exchange where equity shares of the Company are listed viz. the Calcutta Stock Exchange Limited. Further, the results so declared along with the Scrutinizer's Report shall also be placed on the website of the Company as well as on the website of CDSL immediately after declaration of results by the Chairman or any person authorized by him in writing.
24. Any query/grievances connected with the voting and other matters w.r.t this AGM may be addressed to the Company Secretary, Chandi Steel Industries Limited, 3, Bentinck Street, Kolkata – 700 001 or at 033-2248 9808 or at chandisteelindustries@gmail.com.

Registered Office:
3, Bentinck Street,
Kolkata - 700 001

Place : Kolkata
Date :3rd September, 2024

By Order of the Board
For **Chandi Steel Industries Limited**

Sd/-
Seema Chowdhury
Company Secretary

Annexure to the Notice

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:

Item No. 3

On the basis of the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 3rd September, 2024 has approved the re-appointment of the Cost Auditors of the Company, M/s Mondal & Associates, Proprietor Mr. Amiya Mondal, to conduct audit of the cost records of the Company and providing Cost Audit Report and all such reports, annexures, records, documents etc., for the financial year 2024-25, that may be required to be prepared and submitted by the Cost Auditors under applicable statute at a consolidated remuneration of Rs. 25,000/- (excluding applicable taxes and reimbursement of out-of-pocket expenses, if any).

In terms of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors has to be approved by the Board and subsequently be ratified by the members of the Company.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors of the Company for the Financial Year 2024-25.

The Board of Directors, therefore, recommend the Resolution under item no. 3 to be passed as an Ordinary Resolution by the members.

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

Item No. 4

The Members of the Company, pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, had approved the re-appointment and the payment of Managerial Remuneration to Shri Devendra Prasad Jajodia, Managing Director of the Company in the 44th Annual General Meeting of the Company held on 20th September, 2022. His tenure of appointment was for a period of 5(five) years with effect from 1st April, 2023 to 31st March, 2028.

Shri Devendra Prasad Jajodia, Managing Director of the Company has been providing dedicated and meritorious services and significant contribution to the overall growth of the Company. Keeping in view the increasing responsibilities and time and effort involved and on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 25th April, 2024, subject to approval of shareholders at this AGM, approved revision in remuneration of Shri Devendra Prasad Jajodia from Rs. 7,00,000/- per month to Rs. 9,00,000/- per month with effect from 1st April, 2024 till his residual tenure of office.

The approval for increase in remuneration of Shri Devendra Prasad Jajodia shall also be deemed to be approved in accordance with Regulation 17(6)(e) of Listing Regulations.

Copy of Supplementary agreement entered into between the Company and Shri Devendra Prasad Jajodia, setting out the revised remuneration, shall be open for inspection by the Members in electronic mode.

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors before the date of placing of this resolution for the approval of the members. The Company has not issued any Non-Convertible Debentures. A statement

containing additional information as required in Schedule V of the Companies Act, 2013 forms part of the notice.

Details of Shri Devendra Prasad Jajodia is provided in Annexure to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meeting ("SS-2"), issued by the Institute of Company Secretaries of India.

Except Shri Devendra Prasad Jajodia and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution set out at item no. 4 of the Notice except to the extent of their respective shareholdings in the Company. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item No. 5

The Members of the Company, pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, had approved the re-appointment and the payment of Managerial Remuneration to Shri Harsh Jajodia, Whole-time Director of the Company in the 44th Annual General Meeting of the Company held on 20th September, 2022. His tenure of appointment was for a period of 3(three) years with effect from 1st July, 2022 to 30th June, 2025.

Shri Harsh Jajodia, Whole-time Director of the Company plays a pivotal role in steering the company through challenges and opportunities, requiring significant expertise and leadership. Keeping in view the industry benchmark and on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 25th April, 2024, subject to approval of shareholders at this AGM, approved revision in remuneration of Shri Harsh Jajodia from Rs. 7,00,000/- per month to Rs. 9,00,000/- per month with effect from 1st April, 2024 till his residual tenure of office.

The approval for increase in remuneration of Shri Harsh Jajodia shall also be deemed to be approved in accordance with Regulation 17(6)(e) of Listing Regulations.

Copy of Supplementary agreement entered into between the Company and Shri Harsh Jajodia, setting out the revised remuneration, shall be open for inspection by the Members in electronic mode.

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors before the date of placing of this resolution for the approval of the members. The Company has not issued any Non-Convertible Debentures. A statement containing additional information as required in Schedule V of the Companies Act, 2013 forms part of the notice.

Details of Shri Harsh Jajodia is provided in Annexure to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meeting ("SS-2"), issued by the Institute of Company Secretaries of India.

Except Shri Harsh Jajodia and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution set out at item no. 5 of the Notice except to the extent of their respective shareholdings in the Company. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item No. 6

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Smt. Swati Agarwal (DIN: 07158355), as an Additional Director (Category –Non Executive Independent) of the Company with effect from 1st August, 2024 for a period of 5 years from the date of his appointment, subject to the approval of shareholders of the Company.

Pursuant to the provisions of Section 161 of the Act, Smt Swati Agarwal will hold office up to the date of the ensuing Annual General Meeting and is eligible for appointment as Director, not liable to retire by rotation, subject to the approval of the shareholders. Further, Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 as amended, no listed Company shall appoint or continue the directorship of a Non-Executive Director, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Smt Swati Agarwal for the office of Independent Director in the Company. The notice is available for inspection by the members in electronic mode.

BRIEF PROFILE

Smt. Swati Agarwal is a commerce graduate from Shri Shikshayatan College, Kolkata and an Associate member of the Institute of Company Secretaries of India (ICSI). She is having more than 10 years of experience in the field of Company Law, SEBI Listing Regulations and Legal matters.

The NRC had assessed, evaluated and determined the balance of skills, knowledge and experience required for appointment as an Independent Director on the Board of the Company and accordingly recommended the Board for the appointment of Smt Swati Agarwal as the Independent Director of the Company. In terms of Section 152 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors is of the opinion that Smt Swati Agarwal fulfills the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and that she is independent of the Company's management. She also possesses appropriate skills, experience and knowledge required for discharge of her duties as an Independent Director. The Directors are of the view that the vast knowledge and varied experience of Smt Swati will be of immense benefit to the Company and hence her appointment as an Independent Director is justified in terms of Secretarial Standards on General Meeting (SS-2).

Approval of the members vide this resolution is also sought for appointment of the Smt Swati Agarwal as Independent director of the company.

Additional information in respect of Smt Swati Agarwal, pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

The Company has received from Smt Swati Agarwal (i) consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013 (iii) declaration to the effect that she meets the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations; and (iv) declaration to the effect that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained

by the Indian Institute of Corporate Affairs (v) declaration to the effect that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Smt Agarwal has also confirmed that the directorships held by her are within the limits as prescribed under the Act and Regulation 25 of the Listing Regulations.

Copy of letter of appointment of Smt Swati Agarwal as an Independent Director, setting out the terms and conditions of appointment, is available for inspection by the Members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Notice.

The Board of Directors recommend the Resolution under item no. 6 to be passed as a Special Resolution by the Members.

Except Smt Agarwal and her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution set out at item no. 6 of the Notice except to the extent of their respective shareholdings in the Company, if any.

Item No. 7

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Shri Sudeb Saha (DIN: 10760154), as an Additional Director (Category –Non Executive Independent) of the Company with effect from 3rd September, 2024 for a period of 5 years from the date of his appointment, subject to the approval of shareholders of the Company.

Pursuant to the provisions of Section 161 of the Act, Shri Sudeb Saha will hold office up to the date of the ensuing Annual General Meeting and is eligible for appointment as Director, not liable to retire by rotation, subject to the approval of the shareholders. Further, Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 as amended, no listed Company shall appoint or continue the directorship of a Non-Executive Director, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Sudeb Saha for the office of Independent Director in the Company. The notice is available for inspection by the members in electronic mode.

BRIEF PROFILE

Shri Sudeb Saha is a dynamic financial controller with more than three decades of expertise in budgeting, forecasting, and financial reporting. He has a proven track record in streamlining accounting processes and enhancing financial accuracy.

The NRC had assessed, evaluated and determined the balance of skills, knowledge and experience required for appointment as an Independent Director on the Board of the Company and accordingly recommended the Board for the appointment of Shri Sudeb Saha as the Independent Director of the Company. In terms of Section 152 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors is of the opinion that Shri Sudeb Saha fulfills the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and that he is independent of the Company's management. he also possesses appropriate skills, experience and

knowledge required for discharge of his duties as an Independent Director. The Directors are of the view that the vast knowledge and varied experience of Shri Sudeb Saha will be of immense benefit to the Company and hence his appointment as an Independent Director is justified in terms of Secretarial Standards on General Meeting (SS-2).

Approval of the members vide this resolution is also sought for appointment of the Shri Sudeb Saha as Independent director of the company.

Additional information in respect of Shri Sudeb Saha, pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

The Company has received from Shri Sudeb Saha (i) consent to act as Director in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013 (iii) declaration to the effect that he meets the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act, Rules made thereunder and under the Listing Regulations; and (iv) declaration to the effect that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (v) declaration to the effect that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Smt Agarwal has also confirmed that the directorships held by her are within the limits as prescribed under the Act and Regulation 25 of the Listing Regulations.

Copy of letter of appointment of Shri Sudeb Saha as an Independent Director, setting out the terms and conditions of appointment, is available for inspection by the Members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Notice.

The Board of Directors recommend the Resolution under item no. 7 to be passed as a Special Resolution by the Members.

Except Shri Sudeb Saha and her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution set out at item no. 7 of the Notice except to the extent of their respective shareholdings in the Company, if any.

Item No. 8

Pursuant to amended Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with other applicable provisions/circulars issued by Securities and Exchange Board of India from time to time, all material related party transaction ('MRPT') with an aggregate value exceeding Rs.1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders by means of an ordinary resolution, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Amidst the backdrop of the aforementioned provisions, approval of the shareholders is being sought to enter/continue to enter into Material Related Party Transaction(s) with various Related Parties.

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The Company proposes to enter into transactions with its related parties, from time to time, subject to the approval of the Audit Committee and the Board, wherever required, on such terms and conditions as may be mutually agreed upon between the Company and its related parties within an annual limit as tabled herein below:

Name of the Related Party	Nature of Relationship	Nature of Contract	Estimated amount per annum (Amount in Crore)
Jai Balaji Industries Limited (JBIL)	JBIL is a Public Company in which Director along with its Relatives holds more than 2% of its paid-up share capital	Purchase/ Sale of goods/materials on an arm's length basis and in ordinary Course of business, Corporate Guarantee given/obtained	50
Jai Salasar Balaji Industries Pvt. Ltd. (JSBIPL)	JSBIPL is a Private Company having common Directorship/Membership	Purchase/Sale of goods/materials on an arm's length basis and in ordinary Course of business	150
Balaji Ispat Udyog (BIU)	BIU is a Proprietorship Firm in which Director's brother is Proprietor	Purchase/Sale of goods/materials on an arm's length basis and in ordinary Course of business	10

Details of the related parties are tabled herein below:

Name of the Related Party	Name of the Director or Key Managerial Personnel who is related	Nature of Relationship
Jai Balaji Industries Limited (JBIL)	Shri Sanjiv Jajodia Shri Rajiv Jajodia Shri Gaurav Jajodia	Shri Sanjiv Jajodia and Shri Rajiv Jajodia are Brothers and Shri Gaurav Jajodia is Son of Shri Devendra Prasad Jajodia, Managing Director of Chandi Steel Industries Limited and they along with their relatives hold more than 2 % of the paid-up share capital of JBIL.
Jai Salasar Balaji Industries Pvt. Ltd. (JSBIPL)	Shri Devendra Prasad Jajodia	Shri Devendra Prasad Jajodia is a Director and Member of JSBIPL.
Balaji Ispat Udyog (BIU)	Shri Sanjiv Jajodia	Shri Sanjiv Jajodia, Brother of Shri Devendra Prasad Jajodia, Managing Director of Chandi Steel Industries Limited is the proprietor of the firm, BIU.

The other details to be placed before Members in line with the SEBI Circular are given below:

Sl No.	Particulars	Details
1.	Type , material terms and particulars of the proposed transaction	As detailed above. All transactions to be entered into are at arm's length and at ordinary course of business.
2.	Tenure of the proposed transaction	Ongoing –Annually

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3.	Value of the proposed transactions	As detailed above.
4.	Percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction on a voluntary basis	Turnover of the Company for the F.Y 2023-24 i.e as per the latest audited BS is Rs. 568.47 Crores. Proposed Limit – Rs. 210 Crores Percentage – 36.94%
5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
6.	Justification as to why the RPT is in the interest of the listed entity	Arrangement is commercially beneficial.
7.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
8.	Any other information relevant or important for the members to take decisions	The Company enters/proposes to enter into related party transactions with the Bodies Corporate as per the table above, on an arm's length basis and in ordinary course of business with the intention to further the Company's interest.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

Except the aforesaid Promoter Directors and their relatives (to the extent of their shareholding interest in the Company), no other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Hence, the above Ordinary Resolution being in the interest of the Company, the Audit Committee and also the Board of Directors, have proposed and recommended the same for your approval.

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The statement of particulars as per Part B of Section II of Part II of Schedule V of the Companies Act, 2013 is provided as below:-

I. GENERAL INFORMATION				
1) Nature of Industry	Iron & Steel Industry			
2) Date or expected date of commencement of commercial production	Year 1981			
3) In case of new Company, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable			
4) Financial performance based on given indicators	(₹ in lakhs)			
	Particulars	Financial Year ended 31st March, 2024	Financial Year ended 31st March, 2023	Financial Year ended 31st March, 2022
	Total Income	57,100.01	49,663.15	43,234.28
	Profit/ (Loss) before tax	7,936.20	5,383.03	2,674.91
	Profit/ (Loss) after tax	5,923.34	4,004.29	1,993.21
5) Foreign investments or collaborators	NIL			
I. INFORMATION ABOUT	Shri Devendra Prasad Jajodia		Shri Harsh Jajodia	
1) Background details	Shri Devendra Prasad Jajodia is the Managing Director of the Company.		Shri Harsh Jajodia is the whole-time Director of the Company.	
2) Past Remuneration	Rs. 7,00,000 per month		Rs. 7,00,000 per month	

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3) Recognition or awards	Shri Devendra Prasad Jajodia is well known among industry circle as a highly successful entrepreneur.	Shri Harsh Jajodia is known among industry circle as a successful entrepreneur.
4) Job profile and his suitability	He is known among industry circle as a successful entrepreneur	He has expertise in Strategic Planning and System & Procedures. He has been instrumental in shaping the corporate profile of the Company.
5) Remuneration proposed	Rs. 9,00,000 per month w.e.f. 1 st April, 2024	Rs. 9,00,000 per month w.e.f. 1 st April, 2024
6) Comparative remuneration profile with respect to industry, size of the Company, profile of position and person	The remuneration proposed is commensurate with the growth in turnover and profit of the industry benchmarks.	
7) Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel	Shri Devendra Prasad Jajodia holds 2337248 equity shares of the Company.	Shri Harsh Jajodia does not hold any shares of the Company.

II. OTHER INFORMATION

1) Reasons of inadequate profits or loss	-Fall in demand in the steel product, -High cost of raw material and cost of production. -Rising imports from other countries at cheaper rates and other economic factors.
2) Steps taken or to be taken for improvement	Continuous efforts are being taken by the Management to improve the profitability and enhance productivity, cost reduction and sales growth.
3) Expected increase in productivity and profits in measurable terms	The management expects that with the continuous efforts the productivity and profits will grow at a realistic rate.

Registered Office:
3, Bentinck Street,
Kolkata – 700 001

Place : Kolkata
Date : 3rd September, 2024

By Order of the Board
For **Chandi Steel Industries Limited**

Sd/-
Seema Chowdhury
Company Secretary

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Name of Director	Shri Devendra Prasad Jajodia	Shri Harsh Jajodia	Smt. Swati Agarwal
DIN	00045166	07022106	07158355
Date of Birth	1 st June, 1948	4 th December, 1991	9 th December, 1985
Age	76 years	33 years	38 years
Qualification	B.E. (Hons) Mechanical	B. COM Graduate	B. Com (Hons.) and an Associate Member of the Institute of Company Secretaries of India (ICSI).
Experience(including expertise in Specific functional areas)	He is known among industry circle as a successful entrepreneur	He has expertise in Strategic Planning and System & Procedures. He has been instrumental in shaping the corporate profile of the Company.	She has more than 10 years of experience in the field of Company Law, SEBI Listing Regulations and Legal matters
Date of First Appointment on the Board	22 nd December, 2007	1 st July, 2022	1 st August, 2024
Terms and Conditions of appointment/Re-appointment	As per the resolution at Item No. 4 of the Notice convening this Meeting read with the Statement hereto.	As per the resolution at Item No. 5 of the Notice convening this Meeting read with the Statement hereto.	As per the resolution at Item No. 6 of the Notice convening this Meeting read with the Statement hereto.
Last drawn Remuneration (including sitting fees, if any)	Rs. 7,00,000 per month	Rs. 7,00,000 per month	Nil
Remuneration sought to be paid	Rs. 9,00,000 per month w.e.f. 1 st April, 2024	Rs. 9,00,000 per month w.e.f 1 st April, 2024	Nil
Chairman/Member of the Committees of the Board of Directors of the Company	Audit Committee – Member Stakeholders Relationship Committee – Member Corporate Social Responsibility – Member	Nil	Nil
Directorship held in any other listed companies	Nil	Nil	Nil
Chairman/Member in the Committees of the Board of Directors of other Listed Entity in which he/she is a Director	Nil	Nil	Nil
No. of Equity Shares held in the Company	2337248	Nil	Nil

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Relationship with other Directors and Key Managerial Personnel	Shri Devendra Prasad Jajodia is the uncle of Shri Harsh Jajodia, the Whole-time Director of the Company	Shri Harsh Jajodia is the nephew of Shri Devendra Prasad Jajodia, the Managing Director of the Company	Not related to any Director/Key Managerial Personnel
Resignation from any listed company in past three years	No	No	No

Name of Director	Shri Susanta Sarkar	Shri Sudeb Saha
DIN	06449312	10760154
Date of Birth	15th October, 1970	16 th September, 1960
Age	54 years	64 years
Qualification	Higher Secondary, Draughtmanship (Mach. & Civil)	B.Com. (Hons)
Experience(including expertise in Specific functional areas)	He has wide experience in the Central and Excise matter	He has more than 3 decades of experience in the field of accounts and finance.
Date of First Appointment on the Board	19 th November, 2012	3 rd September, 2024
Terms and Conditions of appointment/Re-appointment	Not Applicable	As per the resolution at Item No. 7 of the Notice convening this Meeting read with the Statement hereto.
Last drawn Remuneration (including sitting fees, if any)	Nil	Nil
Remuneration sought to be paid	Nil	Nil
Chairman/Member of the Committees of the Board of Directors of the Company	Nil	Nil
Directorship held in any other listed companies	Nil	Nil
Chairman/Member in the Committees of the Board of Directors of other Listed Entity in which he/she is a Director	Nil	Nil
No. of Equity Shares held in the Company	Nil	Nil
Relationship with other Directors and Key Managerial Personnel	Nil	Nil
Resignation from any listed company in past three years	No	No

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The voting period begins on **Tuesday, 24th September, 2024 at 10:00 a.m.** and ends on **Thursday, 26th September, 2024 at 5:00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) **20th September, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109 911</p>

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

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

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting

for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

10) Click on the EVSN for the relevant <Chandi Steel Industries Limited > on which you choose to vote.

11) 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.

12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

13) 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.

14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

III. Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; chandisteelindustries@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

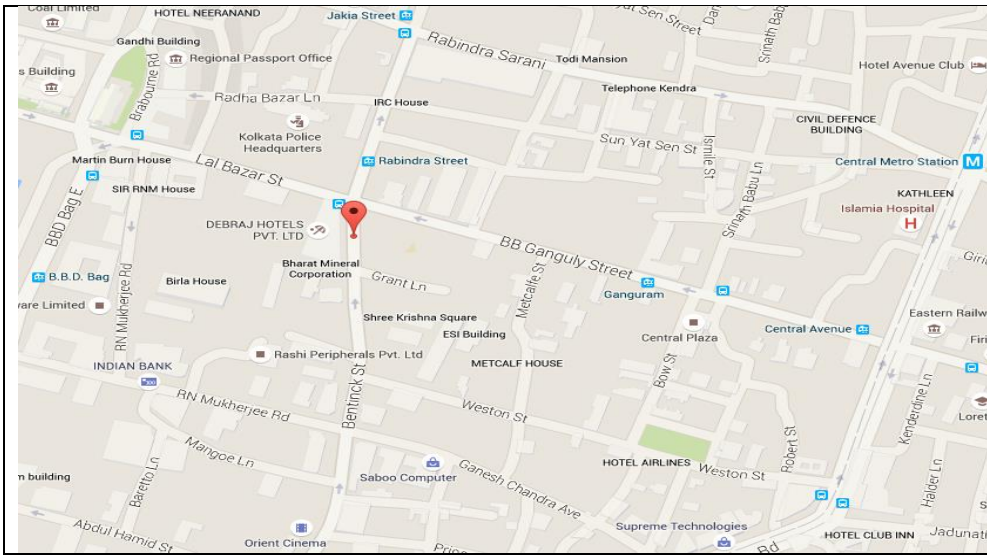
IV. Process for those shareholders whose Email/Mobile No. are not registered with the Company/Depositories.


1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109 911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 2109 911.

Route Map to the AGM Venue



 **3, Bentinck
Street, Kolkata – 700
001**