



# ORISSA SPONGE IRON & STEEL LIMITED

(Formerly Orissa Sponge Iron Limited)  
(An ISO 9001 & 14001 Certified Company)

CIN NO. : L27102OR1979PLC000819

CORPORATE OFFICE : A-201, FIRST FLOOR, OKHLA INDUSTRIAL AREA, PHASE-1, NEW DELHI – 110 020

REGD. OFFICE : OSIL HOUSE, GANGADHAR MEHER MARG, KIITI, BHUBANESWAR – 751 024, ODISHA

SITE : P.O. PALASPANGA, DIST. KEONJHAR – 758 031, ORISSA

TEL. : 011-43742000 | E-MAIL : corporate@orissasponge.com | WEBSITE : www.orissasponge.com

## **NOTICE**

Notice is hereby given that the 44<sup>th</sup> Annual General Meeting (“AGM”) of the Members of **Orissa Sponge Iron & Steel Limited (“Company”)** will be held on **Saturday, the 28<sup>th</sup> Day of September, 2024 at 03.00 P.M.** through video conferencing (“VC”)/ other audio-visual means (“OAVM”), to transact the following business. The venue of the Meeting shall be deemed to be the Registered Office of the Company at OSIL House, Gangadhar Meher Marg, KIITI, Bhubaneswar – 751024, Odisha.

### **ORDINARY BUSINESS:**

**Item No. 1: To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 including Auditor’s Report thereon and Board’s Report**

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Audited Financial Statements including notes to Accounts of the Company for the financial year ended 31<sup>st</sup> March 2024 along with Independent Auditors’ Report thereon and Board’s Report as circulated to the shareholders and now laid before the meeting be and are hereby received, considered, approved and adopted.”

**Item No. 2: To Re-Appoint Mr. Dibyendu Kumar Senapati (DIN: 03449031), who retire by rotation and being eligible, offers himself for Re-appointment as a Director**

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, and other applicable provisions, if any, Mr. Dibyendu Kumar Senapati (DIN: 03449031), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

### **SPECIAL BUSINESS:**

**Item No. 3: To Appoint Mr. Ritesh Kalra (DIN: 07387831) as an Independent Director (Non-Executive) of the Company**

To Consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 (IC), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Ritesh Kalra (DIN: 07387831), who was appointed as an Additional Director of the Company, categorized as Independent by the Board of Directors with effect from August 29, 2024 in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, and in respect of whom the Company has received notice in writing under section 160 of the Companies Act, 2013 from a Member proposing him as Director, be and is hereby appointed as an Independent Director (Non-Executive) for a term of five consecutive years effective from August 29, 2024, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item No. 4: To Ratify the Remuneration to be paid to M/s Raj Kaushik & Associates, Cost Accountants, Cost Auditors of the Company for the Financial Year 2024-25**

To Consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, as amended from time to time, the remuneration of Rs 70,000/- (Rupees Seventy Thousand Only) plus applicable taxes thereon and in addition the reimbursement of out-of-pocket expenses at actuals, as approved by the Board on recommendation of the Audit Committee, payable to M/s Raj Kaushik & Associates, Cost Accountants, (Firm Registration No. 100574), who have been appointed as Cost Auditors of the Company by the Board for conducting the cost audit of the financial year 2024-25, be and is hereby ratified, confirmed and approved.

# ORISSA SPONGE IRON & STEEL LIMITED

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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By Order of the Board of Directors  
For Orissa Sponge Iron and Steel Limited**

**Sd/-  
Suraj Thakur  
Company Secretary  
Membership No. A72378**

**Date: 29-08-2024  
Place: New Delhi**

## **Notes:**

The Shareholders are requested to note that:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the 44<sup>th</sup> Annual General Meeting ('AGM' or 'Meeting') is annexed hereto.
2. Institutional / Corporate Members intending to send their authorised representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send a scanned copy (PDF/ JPEG format) to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the Meeting.
3. Ministry of Corporate Affairs ("MCA") vide its General Circulars No. 20/2020 dated May 05, 2020, 09/2023 dated September 25, 2023, being the latest ('MCA Circulars') and any Previous or subsequent circulars issued in this regard, has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30<sup>th</sup> September, 2024. In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and MCA Circulars, the 44<sup>th</sup> AGM of the Company shall be conducted through VC/OAVM. The physical attendance of the Members to the venue is not required. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.  
The 44<sup>th</sup> Annual General Meeting of the Company is being convened and conducted through the two-way Video Conferencing facility. The registered office of the Company shall be deemed to be the venue for the 44<sup>th</sup> AGM.
4. As the AGM would be conducted through VC / OAVM the facility for appointment of Proxy by the Members is not available for this AGM. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the without restriction on account of first come first served basis.
6. The attendance of the Members attending the through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The web-link of the meeting shall be provided separately. To access and participate in the meeting, shareholders and other participating stakeholders are requested to click on the link provided and follow the instructions provided herein below.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the applicable Circulars issued by the Ministry of Corporate Affairs, the Company is pleased to provide to its members, the facility to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM with the Integrated Annual Report for the Financial Year (FY) 2023-24 has been uploaded on the website of the Company at [www.orissasponge.com](http://www.orissasponge.com). The same is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, MCA Circular No. 2/2022 dated May 05, 2022 and 9/2023 dated September 25, 2023.
11. In line with the MCA Circulars and SEBI Circulars, the Notice calling the AGM and Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
12. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process and instructions for remote e-voting are provided in the subsequent paragraphs. Such remote e-

## ORISSA SPONGE IRON & STEEL LIMITED

voting facility is in addition to voting that will take place at the 44<sup>th</sup> AGM being held through VC.

13. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, will be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

14. Remote e-voting - Key Dates:

<b>Cut-off date</b> The date, two days prior to the commencement of book closure, for determining the Members who are entitled to vote on the resolutions set forth in this Notice	Saturday, 21 <sup>st</sup> September, 2024
<b>Book closure dates</b> Period during which the Register of Members and Share Transfer Books of the Company shall remain closed	Monday, 23 <sup>rd</sup> September, 2024 to Saturday, 28 <sup>th</sup> September, 2024 (both days inclusive)
Remote e-voting period during which Members, as on the cut-off date, may cast their votes on electronic voting system from any location	
<b>Start Date and Time</b>	9.00 A.M. (IST) on Wednesday, September 25, 2024
<b>End Date and Time</b>	5.00 P.M. (IST) on Friday, September 27, 2024

15. 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. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
16. The Company has appointed Mr. Neeraj Jain, Practicing Company Secretary (Membership No. FCS 9599, COP 26163), Proprietor of M/s. Neeraj Jain & Associates, Company Secretaries to act as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
17. The facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the AGM. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.
18. The Company's Registrar and Transfer Agents for its share registry work (Physical and Electronic) is Skyline Financial Services Private Limited.
19. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form duly filled-in to RTA. Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.
20. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
21. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 or by emailing to [compliances@skylinerta.com](mailto:compliances@skylinerta.com) immediately to receive copies of Annual Report in electronic mode.
22. Members are requested to -
- i) intimate to the DP, changes if any, in their names, registered addresses, email address, telephone/ mobile numbers, and/or changes in their bank account details, if the shares are held in dematerialized form.
  - ii) intimate to the Company's RTA, changes if any, in their names, registered addresses, email address, telephone/mobile numbers, and/or changes in their bank account details, if the shares are held in physical form (share certificates).
  - iii) consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
23. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (Listing Regulations), effective from April 1, 2019, and SEBI notification dated January 24, 2022, transfers of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions. Members can contact Registrar and Transfer Agents of your Company viz., Skyline Financial Services Private Limited, New Delhi (Tel. No. +91 11 40450193-97) for assistance, if any, in this regard.
24. Pursuant to SEBI Circular dated November 3, 2021 (as amended by SEBI Circulars dated December 14, 2021, March 16, 2023 and November 17, 2023), the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 1, 2024, upon furnishing the KYC details. Accordingly, shareholders are advised to update their KYC on priority.

# ORISSA SPONGE IRON & STEEL LIMITED

25. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form who have not done so are requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Registrar and Transfer Agent.
26. Information with regard to re-appointment of Director, as stipulated under the Listing Regulations and the applicable Secretarial Standard, is annexed hereto as Annexure-A. Requisite declarations have been received from the Director seeking the re-appointment.
27. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the RTA. Members are requested to keep the same updated.
28. The Company has been maintaining, inter alia, the following statutory registers at A-201, First Floor, Okhla Industrial Area, Phase-1, New Delhi – 110020 which is available for inspection:
  - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
  - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

The said documents will be available for inspection by the Members electronically during the 44<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to [corporate@orissasponge.com](mailto:corporate@orissasponge.com).
29. Pursuant to provisions of the Listing Regulations, the Company is maintaining an email ID, [corporate@orissasponge.com](mailto:corporate@orissasponge.com) to address the grievances of shareholders of the Company. In case of any queries regarding the Annual Report, the members may write to the same email ID i.e., [corporate@orissasponge.com](mailto:corporate@orissasponge.com) to receive an email response.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

**The remote e-voting period begins on Wednesday, September 25, 2024 at 09:00 A.M. and ends on Friday, September 27, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, September 21, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, September 21, 2024.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</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. NSDL and CDSL.**

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

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*



# ORISSA SPONGE IRON & STEEL LIMITED

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote,

# ORISSA SPONGE IRON & STEEL LIMITED

to the Scrutinizer by e-mail to [cs.neerajain@gmail.com](mailto:cs.neerajain@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

- Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Saturday, September 21, 2024 may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call 022 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Saturday, September 21, 2024, may follow steps mentioned in the Notice of the AGM under Step 1 : "Access to NSDL e-Voting system" (Above).
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com).

## **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

- In case shares are held in physical mode please provide 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 ([compliances@skylinerta.com](mailto:compliances@skylinerta.com)).
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([compliances@skylinerta.com](mailto:compliances@skylinerta.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE ARE AS UNDER:-**

- The procedure for e-Voting on the day of the is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the shall be the same person mentioned for Remote e-voting.

## **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE THROUGH VC/OAVM ARE AS UNDER:**

- Shareholder will be provided with a facility to attend the through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Shareholders are encouraged to join the Meeting through Laptops for better experience.
- Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

## ORISSA SPONGE IRON & STEEL LIMITED

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5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (corporate@orissasponge.com). The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [corporate@orissasponge.com](mailto:corporate@orissasponge.com)., latest by 05:00 P.M. (IST) on Wednesday, 25<sup>th</sup> day of September, 2024. Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
7. Shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

**By Order of the Board of Directors  
For Orissa Sponge Iron and Steel Limited**

Date: 29-08-2024  
Place: New Delhi

Sd/-  
**Suraj Thakur**  
*Company Secretary*  
**Membership No. A72378**



## **STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the ordinary/special business mentioned at Item Nos. 3 to 4 of the accompanying AGM Notice dated August 29, 2024:

### **Item No. 3:**

Mr. Ritesh Kalra (DIN: 07387831) holds a Bachelor Degree in Commerce from Delhi University and Associate Member of the Institute of Company Secretaries of India ('ICSI'). He has over 12 years of corporate experience to his credit in the field of Companies Act, 2013 and Commercial Laws. He also specializes drafting business and commercial agreements, advising on commercial laws, resolving corporate structuring issues, rendering strategic advice.

Mr. Ritesh Kalra (DIN: 07387831) satisfies the criteria for independence as specified in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee of the Board of Directors has recommended the appointment of Mr. Ritesh Kalra (DIN: 07387831) as an "Independent Director (Non-Executive)" of the Company, since he possesses the requisite qualifications and attributes for re-appointment.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the appointment of Mr. Ritesh Kalra (DIN: 07387831) as an "Independent Director (Non-Executive)" of the Company to hold office for a further term of 5 (five) years, from August 29, 2024 upto August 28, 2029, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No.3 as a Special Resolution.

### **Item No. 4:**

As per the provisions of Section 148 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, the appointment of Cost Auditor shall be made by the Board of Directors on such remuneration as may be ratified by the Shareholders at the general meeting. Accordingly, the Board of Directors on the recommendation of the Audit Committee, has appointed M/s. Raj Kaushik & Associates, (Firm Registration Number 100574), as Cost Auditors to conduct the audit of the Company for the FY 2024-25 at a remuneration of Rs 70,000/- (Rupees Seventy Thousand Only) plus applicable taxes thereon and in addition the reimbursement of out-of-pocket expenses at actuals.

The approval of the shareholders is sought by passing an ordinary resolution as set out at item no. 4 in the notice, pursuant to the provisions of the Act.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the above resolution financially or otherwise.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No.4 as an Ordinary Resolution.

# ORISSA SPONGE IRON & STEEL LIMITED

## ANNEXURE – A

**DETAILS PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2, AS APPLICABLE ON GENERAL MEETINGS IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT.**

<b>Name of the Director</b>	<b>Mr. Dibyendu Kumar Senapati</b>	<b>Mr. Ritesh Kalra</b>
<b>Director Identification Number</b>	03449031	07387831
<b>Original date of Appointment</b>	January 06, 2020	August 29, 2024
<b>Qualification</b>	Bachelor of Engineering (Chemical)	Bachelor Degree in Commerce and Associate Member of the Institute of Company Secretaries of India ('ICSI')
<b>Experience including Expertise in specific functional areas/ Brief Resume</b>	Looks after single window clearances & facilitation of Projects under Cement, Aluminum Downstream, Healthcare, Coal gasification including Investment Division of IPICOL	Have over 12 years of corporate experience to his credit in the field of Companies Act, 2013 and Commercial Laws. And specializes drafting business and commercial agreements, advising on commercial laws, resolving corporate structuring issues, rendering strategic advice
<b>Relationship with other Directors and Key Managerial Personnel</b>	None	None
<b>Chairman/Member in the Committees of the Boards of other Listed companies</b>	None	None
<b>Listed entities from which the person has resigned in the past three years</b>	None	None
<b>Shareholding in the Company</b>	Holding 14,55,999 equity shares by IPICOL	None
<b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	NA	Expertise in the field of Companies Act, 2013 and Commercial Laws. specializes drafting business and commercial agreements, advising on commercial laws, resolving corporate structuring issues, rendering strategic advice.