

SHRI RATHI STEEL (DAKSHIN) LTD.

CIN-U74899DL1992PLC050960

Corporate Office : A-29, Sector-65, Noida-201301
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SHORTER NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting ("EGM") of the members of Shri Rathi Steel (Dakshin) Limited ("the Company") will be held at a shorter notice on Thursday, the 20th day of May, 2021 at 12:30p.m. at the Registered Office of the Company at Flat No. J-1/202, DDA Flats, Kalkaji, New Delhi - 110019 to transact the following business:

SPECIAL BUSINESS:

Item No. 1 Approval for Material Related Party Transactions:

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (the 'Act') and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactments thereof, for the time being in force) and the Company's policy on Related Party transactions, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/arrangement(s)/transaction(s) with Mr. Gopal Rathi, a related party within the meaning of Section 2(76) of the Act, to provide the consultancy services in the field of management, administration, advisory and technical support of the Company, on such terms and conditions as the Board of Directors may deem fit and receive remuneration up to a maximum aggregate value of INR 40,00,000 (Rupees Forty Lakh Only) as consultancy fees, for every financial year, provided that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

SHRI RATHI STEEL DAKSHIN LTD.

Anil Rathi

DIRECTOR

ISO 9001,14001-2015



TEMPCORE
(CRM Belgium)



RESOLVED FURTHER THATthe Board of Directors/any Committee thereof, be and is hereby authorized to agree, make, accept and finalize all such terms, conditions, modifications and alterations, as it may deem fit within the aforesaid limits and execute all such agreements, documents and writings with regards to any related party(ies) transaction(s) and to do all such acts, deeds, matters and things as necessary or desirable as in its absolute discretion for the purpose of giving effect to this resolution, in the best interest of the Company."

By Order of the Board of Directors

For Shri Rathi Steel (Dakshin) Limited
SHRI RATHI STEEL DAKSHIN LTD.

Anil Rathi

Anil Rathi **DIRECTOR**

Director

DIN : 00072761

24, Sadhna Enclave,

Malviya Nagar, New Delhi-110017.

Date: 17-05-2021

Place: Delhi

Notes:

1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE EGM IS ENCLOSED HEREWITH
2. Documents referred to in the shorter notice and explanatory statement, are open for inspection by the member at the registered office of the Company at all working days (Monday to Saturday) between 11:00 A.M. and 02:00 P.M. up to the date of Extra Ordinary General Meeting and will also be available for inspection at the meeting.
3. All correspondence relating to shares may be addressed to the registered office of the company.
4. Members/Proxies are requested to bring their copy of EGM Notice to the Meeting and attendance slip duly signed to avoid inconvenience.
5. Members are requested to notify the Company their change of address, if any, to registered office of the Company.
6. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of special businesses.
7. This meeting is being called at a shorter Notice than the statutory required minimum of 21 clear days. Pursuant to the provisions of Section 101 of the Companies Act, 2013, a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by members, majority in number, entitled to vote and who represent not less than ninety-five per cent. of such part of the paid-up share capital of the company as gives a right to vote at the meeting. The members are accordingly requested to give their consents in the formats enclosed to hold the meeting at a shorter notice.

SHRI RATHI STEEL DAKSHIN L.

Anil Rathi

DIRECTOR

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No.1

Section 188 of the Companies Act 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 provides that any related party transaction shall require prior approval of shareholders of the company through ordinary resolution, if the aggregate value of the transaction(s) exceed the limit provided in the aforesaid section and rules.

The proposed Related Party Transaction includes the appointment of Mr. Gopal Rathi, the Director of the Company as the consultant of the company to provide the services in the field of management, administration, advisory and technical support of the Company and receive a sum not exceeding INR 40,00,000 (Rupees Forty Lakh Only) as the consultancy fees w.e.f. 01 day of April 2021.

The proposed transaction has been approved by the Board of Directors of the Company in their meeting held on 17 May 2021 and therefore, seeks to obtain the approval of members of the Company for the said Related Party Transaction(s) proposed to be entered into by your company with Mr. Gopal Rathi.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, the particulars of the proposed transaction are as follows:

Name of the Related Party	Gopal Rathi
Name of the director or key managerial personnel who is related, if any	Anil Rathi and Dhruv Rathi
Nature of Relationship	Director and relative of directors
Nature of the transaction	Consultancy Service
Material Terms	Appointment of Mr. Gopal Rathi as the Consultant to provide services in the field of Management, administration, advisory and technical support to the company
Amount Involved	Rs. 40,00,000 ((Rupees forty Lakh Only)

SHRI RATHI STEEL DAKSHIN LTD.

Anil Rathi
DIRECTOR

Members are hereby informed that pursuant to second proviso of section 188(1) of the 2013 Act, no member of the company shall vote on such resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board recommends passing of resolution as set out in Item No.1 of this Notice as an **Ordinary Resolution**.

Memorandum of Interest: **Director and relative of directors**

Apart from the above, none of the other Directors or Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 1 of the Notice.

SHRI RATHI STEEL DAKSHIN LTD.

Anil Rathi
DIRECTOR

ATTENDANCE SLIP

EXTRA -ORDINARY GENERAL MEETING,

THURSDAY, 20TH DAY OF MAY, 2021 AT 12:30 P.M.

Folio No.	
No. of Shares	

Name & Address of Shareholder / Proxy holder

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company and hereby record my presence at the Extra Ordinary General Meeting of the Company to be held at shorter on **Thursday, 20th day of May, 2021 at 12:30 p.m.** at registered office of the Company at Flat No. J-1/202, DDA Flats, Kalkaji, New Delhi - 110019.

Member's / Proxy's Signature

Note: Shareholder attending the meeting in person or by proxy is requested to complete the attendance slip and handover at the entrance of the Meeting Hall

SHRI RATHI STEEL DAKSHIN LTD.

Anil Rathi
DIRECTOR

Form MGT-11
PROXY FORM

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

EXTRA -ORDINARY GENERAL MEETING, THURSDAY, 20 MAY 2021 AT 12:30 P.M.

CIN	U74899DL1992PLC050960
Name of the company	SHRI RATHI STEEL (DAKSHIN) LIMITED
Registered office	Flat No J-1/202, DDA Flats, Kalkaji Delhi-110019

Name of the member(s)	
Registered address	
Email Id	
Folio No.	
DP ID	

I/We _____ being a Member/Members of Shri Rathi Steel (Dakshin) Limited hereby appoint Mr./Ms. _____ of _____ as my /our Proxy to attend for me / us and on my / our behalf at the **Extra Ordinary General Meeting** of the Company to be held at shorter notice on Thursday, 20 May, 2021 at 12:30 p.m. at the Registered office of the Company at Flat No. J-1/202, DDA Flats, Kalkaji, New Delhi - 110019 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Sl.No.	Special Business	For (Approved)	Against(Rejected)
1..	Approval for Material Related Party Transactions		

Signed this _____ day of _____ 2021

Signature of Member _____

Signature of proxy holder _____

Affix Re.1/-
Revenue
Stamp

Note:

1. The proxy form should be signed by the member across the stamp.
2. A member intending to appoint a proxy should complete the proxy form and deposit it at the Company's registered office, at least 48 hours before the meeting.
3. *It is optional to put "X" in the appropriate column against the resolution indicated in the box.

SHRI RATHI STEEL DAKSHIN LTD.

Anil Rathi
DIRECTOR

Consent of Shareholders for Shorter Notice
[Pursuant to Section 101(1) of the Companies Act, 2013]

To,
The Board of Directors
Shri Rathi Steel (Dakshin) Limited
J-1/202, DDA Flats Kalkaji, New Delhi - 110019

Sub: Consent to convene Extra Ordinary General Meeting of the Company at shorter notice

I, -----S/o., D/o., W/o. -----R/o.-----, holding -----
Equity Shares of Rs. ----- each, hereby give consent pursuant to Section 101(1) of the Companies
Act, 2013, to convene Extra Ordinary General Meeting of the Company at shorter notice,
scheduled on Thursday, the 20th day of May, 2021 at 12:30 p.m. at the registered office of the
Company at J-1/202, DDA Flats Kalkaji, New Delhi - 110019.

Date - -----

Place: -----

[Name of Shareholders]

SHRI RATHI STEEL DAKSHIN LTD.

Anil Rathi
DIRECTOR

ROUTE MAP FOR VENUE OF EXTRA ORDINARY GENERAL MEETING WHICH TO BE HELD ON 20/05/2021



SHRI RATHI STEEL (DAKSHIN) LIMITED

(FLAT NO. J-1/202, DDA FLATS, KALKAJI, NEW DELHI - 110019)

SHRI RATHI STEEL DAKSHIN LTD.
SHRI RATHI STEEL DAKSHIN LTD.

Anil Rathi
DIRECTOR
DIRECTOR