

SHRI RATHI STEEL LTD.

Corporate Office : A-29, Sector-65, Noida-201301
Tel.: 0120-4744644 Fax : 0120-4744699
E-mail : career@shrirathigroup.com
Works : Plot E, Phase III, UPSIDC Ind. Area,
Masuri - Gulawathi Road,
PO. Uday Rampur Nagla, Distt. Hapur - 201015
Tel.: 0120-3291938-41
E-mail : purchase@shrirathigroup.com
CIN-U65993DL1992PLC046954

SHORTER NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting ("EGM") of the members of Shri Rath Steel Limited ("the Company") will be held at a shorter notice on Thursday, the 20th day of May, 2021 at 11:30 a.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. Dhruv Rath, 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.

RESOLVED FURTHER THAT the 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."

SHRI RATHI STEEL LTD.

Anil Rath

DIRECTOR

ISO 9001-2000



TEMPCORE
(CRM Belgium)



Item No. 2. Change in designation of Mr. Verendra Kumar Tyagi from Director to the Whole Time Director of the Company:

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 Sections 196, 197 and 203 of the Companies Act, 2013 ("Act") read with Schedule V and other applicable provisions of the Act, if any, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members of the Company, be and is hereby accorded to change the designation of Mr. Verendra Kumar Tyagi (DIN 08028627), who was appointed as the Director of the Company on 23/12/2017, as the Whole Time Director for a period of five (5) years, with effect from 01 June 2021 on such terms and conditions including the remuneration, as may be recommended by Nomination and Remuneration Committee ("the Committee") and approved by the Board, in such a manner as it may deem fit.

RESOLVED FURTHER THAT the remuneration payable to Mr. Verendra Kumar Tyagi shall be subject to the overall maximum managerial remuneration ceiling as provided under provisions of section 197 read with Schedule V of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT Mr. Verendra Kumar Tyagi as a Whole Time Director shall be entrusted with such powers and duties as may be assigned/delegated to him from time to time, subject to the supervision and control of the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient, to give effect to the aforesaid resolution."

By Order of the Board of Directors

For Shri Rathi Steel Limited
SHRI RATHI STEEL 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 LTD.

Anil Rath
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. Dhruv Rath, 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. Dhruv Rath.

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	Dhruv Rath
Name of the director or key managerial personnel who is related, if any	Anil Rath and Gopal Rath
Nature of Relationship	Director and relative of directors
Nature of the transaction	Consultancy Service
Material Terms	Appointment of Mr. Dhruv Rath 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 LTD.

Anil Rath
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.

Item No.2

The members of the Company were appraised that on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience and exposure in the field of technical department, production planning, procurement, finance, etc. in the Iron and Steel Industry. He holds a degree in Commerce, the Board of Directors of the Company at its meeting held on Monday, 17 May 2021 has proposed to change the designation of Mr. Verendra Kumar Tyagi who was appointed as the Director of the Company on 23/12/2017, as the Whole Time Director of the Company for a period of five (5) years w.e.f. 01 day of June 2021.

Based on the recommendation of the Nomination and Remuneration Committee and the Board, the approval of the shareholders is sought for the change in designation of Mr. Verendra Kumar Tyagi from Director to the whole Time Director of the Company an fixed remuneration of Rs. 80,300 and on such terms and conditions as per the letter of appointment.

The terms and condition of his appointment are as under:

Period:

For the period of 5 years w.e.f. June 01, 2021

Remuneration:

1. Basic salary:

Rs. 35,000/- (Rupees Thirty Five Thousand only) per month, with such increment(s) as may be decided by the Nomination and Remuneration Committee from time to time in accordance with the HR policy of the Company;

SHRI RATHI STEEL LTD.

Anil Rathi

DIRECTOR

2. **House Rent Allowance** :Rs. 11000/- (Rupees Eleven Thousand only) per month
3. **Conveyance Allowance** : Rs. 27000/- (Rupees Twenty Seven Thousand Only) per month
4. **Other** :Rs. 7300/- (Rupees Seven Thousand and Three Hundred)
5. **Leave** : As applicable to the other staff of the Company
6. **Telephone** : Free mobile and telephone facility
7. **Encashment of Leave**: As per the Company Policy
8. **Reimbursement of Expenses**: Apart from the remuneration as aforesaid, Mr. Verendra Kumar Tyagi shall also be entitled to reimbursement or such expenses as are genuinely and actually incurred in discharge of his duties efficiently in connection with the business of the Company.

Overall Remuneration: The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Mr. Verendra Kumar Tyagi in any financial year shall not exceed the limits provided in section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force);

Mr. Verendra Kumar Tyagi shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof.

The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

SHRI RATHI STEEL LTD.

Anil Rathi

DIRECTOR

ATTENDANCE SLIP

**EXTRA -ORDINARY GENERAL MEETING,
THURSDAY, 20 MAY 2021 AT 11:30 A.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 shorteron **Thursday, 20th May 2021 at 11:30 a.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 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 11:30 A.M.

CIN	U65993DL1992PLC046954
Name of the company	SHRI RATHI STEEL 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 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 11:30 a.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		
2.	Change in designation of Mr. Verendra Kumar Tyagi from director to the Whole Time Director of the Company		

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 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 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 11:30 a.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 LTD.

Anil Rathi
DIRECTOR

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

Anil Rathi
DIRECTOR