

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the ExtraOrdinary General Meeting ("EGM") of the members of Shri Rath Steel Limited ("the Company") will be held at a notice on Wednesday, the 09th day of March, 2022 at 10:30 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:**

**Clarification Regarding 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** the members hereby clarify that maximum limit of remuneration approved for consultancy service of Mr. Dhruv Rath by the members in the meeting dated 20<sup>TH</sup> May 2021 was always excluding of taxes.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to sign and file this clarification with the Registrar of Company in Form MGT-14.

By Order of the Board of Directors

For Shri Rath Steel Limited

SHRI RATHI STEEL LTD.

Anil Rath

Anil Rath DIRECTOR

Director

DIN: 00072761

24, Sadhna Enclave,

Malviya Nagar, New Delhi-110017.

Date: 17-01-2022

Place: Delhi

Shri Rath Steel Ltd.

Corporate Off.: A-29, Sector 65, Noida 201 301 T: +91 120 4744644

Regd. Office: J-1/202, DDA Flats, Kalkaji, New Delhi -110019

Works: Plot E & C- 133 to 152, Phase III, Masuri Gulawati Road UPSIDC Industrial Area, P.O. Udayrampur Nagla, Distt. Hapur- 201015

T: +91-9821199351,52

GSTIN: 09AAACS4554L1Z0 | CIN: U65993DL1992PLC046954

E: career@shrirathigroup.com | www.shrirathigroup.com

**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.

## ANNEXURE TO NOTICE

### **EXPLANATORY STATEMENT**

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

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, consent of the members of the Company was taken On 20<sup>th</sup> May 2021 to enter into contract(s)/arrangement(s)/transaction(s) with Mr. Dhruv 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 deemed 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.

It was observed by the board that the consultancy fee of Rs. 40,00,000 was excluding of taxes however resolution which was passed by the members on 20<sup>th</sup> May 2021 and filed to Registrar of the Companies does not clearly mentioned about the fact that taxes will be paid as applicable. Directors have already clarified this in their meeting dated 19.07.2021. Therefore, to avoid any future ambiguity members' clarification regarding the consultancy fee is required.

Mr. Anil Rathi, Mr. Gopal Rathi and Mr. Dhruv Rathi are the interested directors and 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 in the Notice.

**ATTENDANCE SLIP**

**EXTRA -ORDINARY GENERAL MEETING,**

**WEDNESDAY, 9 MARCH 2022 AT 10:30 A.M.**

Folio No.	
No. of Shares	

Name & Address of Shareholder / Proxy holder

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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 on **Wednesday, 09<sup>th</sup> March 2022 at 10:30 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*



**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, WEDNESDAY, 09<sup>TH</sup> MARCH 2022 AT 10:30  
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 on Wednesday, 09<sup>th</sup> March , 2022 at 10:30 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..	<b>Clarification Regarding Approval For Material Related Party Transactions:</b>		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

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.*

**ROUTE MAP FOR VENUE OF EXTRA ORDINARY GENERAL MEETING WHICH TO BE  
HELD ON 09/03/2022**



**SHRI RATHI STEEL LIMITED**

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

SHRI RATHI STEEL LTD.

Anil Rathi

DIRECTOR