

51st ANNUAL REPORT 2021 - 22

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| BOARD OF DIRECTORS | Shri Prem Narain Varshney (DIN:00012709) – Managing Director Mr. Abhishek Verma (DIN 08104325), Independent Director Smt Sangeeta Pandey (DIN 08213476), Independent Woman Director Smt Pinky Verma (DIN 08260165), Independent Woman Director |
| AUDITORS | M/s H.G. & Company, Chartered Accountants III-A, 49 Nehru Nagar Ghaziabad (U.P.), Pin- 201001 |
| LEGAL ADVISOR | Mr. Subhash Chawla, Advocate Chamber no.180, Western Wing, Tis Hazari Court, Delhi-110054 |
| BANKERS | Assets Care and Reconstruction Enterprise Ltd Canara Bank |
| REGISTERED OFFICE | 24/1 Block -A, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi - 110044 Ph: 011- 40512426 Web Site: http://www.rathisteelandpower.com |
| CORPORATE OFFICE | Industrial Area No. 1 A-3, South of GT Road Ghaziabad (U.P.) Pin- 201009 Ph: 0120-2840346-350 Fax: 0120-2840352-353 |
| WORKS: | A-3 & C-4, south side of GT Road, Ghaziabad (U.P.) Pin- 201009 Ph: 0120-2840346-350 Fax: 0120-2840352-353 |
| REGISTRAR & SHARE TRANSFER AGENT | Mas Services Limited T-34, Second Floor Okhla Industrial Area, Phase-II, New Delhi- 110020 Ph: 011-26387281-82-83 Fax:011-26387384 Email: info@masserv.com |

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Notice

NOTICE is hereby given that the 51st Annual General Meeting of the Members of Rath Steel and Power Ltd. (CIN: L27109DL1971PLC005905) will be held on Wednesday, 28th September 2022 at 5.00 PM to transact through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022, TOGETHER WITH REPORTS OF THE AUDITORS' AND THE BOARD OF DIRECTORS THEREON.

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolution:

"RESOLVED THAT the Standalone Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2022 and the Reports of the Auditors' and the Board of Directors thereon, laid before the meeting, be and are hereby received, considered and adopted."

2. APPOINTMENT OF STATUTORY AUDITORS

To approve appointment of M/s M. Lal & Co., Chartered Accountants (FIRM REGISTRATION NO. 016069C) as the statutory auditor of the Company in place of M/s H. G. & Company (FIRM REGISTRATION NO. 013074C) whose tenure is expiring in ensuing Annual General Meeting.

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s M. Lal & Co., Chartered Accountants, (Firm Registration No. **016069C**), be and are hereby appointed as the Statutory Auditors of the Company in place of retiring auditors M/s H. G. & Company (FIRM REGISTRATION NO. 013074C), to hold office from the conclusion of 51st Annual General Meeting until conclusion of the 56th Annual General Meeting, on such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company in consultation with the M/s M. Lal & Co., Chartered Accountants.

3. RE-APPOINTMENT OF MS.SANGEETA PANDEY,(DIN: 08213476)DIRECTOR OF THE COMPANY, RETIRING BY ROTATION.

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms Sangeeta Pandey (DIN: 08213476), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

4. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2023,

To consider and if thought fit, to pass the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs.50,000/- (Rupee fifty thousand) plus out-of-pocket expenses payable to Messrs R. M. Bansal & Co., Cost Accountants, Cost Accountants (Firm's Registration No. 000022) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year ending 31 March, 2023."

5. To alter memorandum of association to reclassification and increase the Authorised Share Capital of the Company upto Rs. 95,00,00,000/- (Rupees Ninety Five Crores only)

To consider and if thought fit, to pass the following resolution as an Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications thereof) the consent of the members be and is hereby accorded to reclassification and increase the Authorized Share Capital of the Company upto Rs. 95,00,00,000/- (Rupees Ninety Five Crore only) divided into 45000000 (Four Crore and Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each and 50000000 (Five Crore) Redeemable Preference Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT pursuant to Section 13 of the Companies Act, 2013 and other applicable provisions, if any, the existing Clause V of the Memorandum of Association of the Company relating to Share Capital be and is hereby altered by deleting the same and substituting the following new Clause