



# RATHI BARS LIMITED

Regd. Office : A-24/7, Mohan Co-operative Industrial Estate,  
Mathura Road, New Delhi-110044

Ph.: +91-11-43165400, Fax :+91-11- 40597117

Web: [www.rathisteels.com](http://www.rathisteels.com), E-mail : [rathibars@hotmail.com](mailto:rathibars@hotmail.com)

CIN No: L74899DL1993PLC054781

## POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

To the Members of the Company,

Notice is hereby given that the resolution set out below is proposed to be passed by the Members of Rathi Bars Limited ("the Company") by means of Postal Ballot including Electronic Voting (e-voting), pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Explanatory Statement pertaining to the proposed resolution setting out the material facts and reasons thereof, as required under Section 102 of the Companies Act, 2013, is annexed hereto along with the Postal Ballot Notice Form for your consideration.

The Company has appointed **M/s PWR Associates**, Practising Company Secretary (ACS: 70318/COP: 26255), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed as Scrutinizer.

Members have the only option to vote through e-voting. Members desiring to exercise their vote by means of e-voting or e-Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and vote carefully not later than the close of working hours, i.e. 5:00 p.m. on Friday, February 3, 2023. Postal Ballot/e-vote will not be accepted after 5:00 p.m. on Friday, February 3, 2023 and all postal ballot/e-vote casted after the schedule time and date will be treated as "invalid". Pursuant to section 108 of the Act read with Rule 20 of the Rules and pursuant to the General circular No 14/2020 dated 08.04.2020 duly extended time to time by MCA and latest by circular no 11/2022 dated 28.12.2022, the Company is providing e-voting facility for voting electronically on the resolution proposed in this Postal Ballot Notice and instructions given thereunder.

The Scrutinizer will submit his report to the Managing Director of the Company after the completion of scrutiny of e-Postal Ballot /E-Voting but not later than two days from the date of conclusion of Postal Ballot process, and the result of Postal Ballot (including voting through electronic means) will be announced on Friday, February 3, 2023, at the Registered Office of the Company and also by placing the same on the Company's website: <http://www.rathisteels.com>. The results will simultaneously be communicated to the Stock Exchanges and NSDL.

### SPECIAL BUSINESS:

1. Confirmation of Appointment of M/s Sharma Kumar & Associates., Chartered Accountants, as Statutory Auditors to fill up the casual vacancy, caused due to resignation of M/s Gupta Jalan & Associates.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s Sharma Kumar & Associates,

Chartered Accountants, (Firm Registration No. 030842N) be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s Gupta Jalan & Associates.

**RESOLVED FURTHER THAT** M/s. Sharma Kumar & Associates, Chartered Accountants, shall hold the office of the Statutory Auditors of the Company until the conclusion of the next Annual General Meeting on such remuneration (including fees for Certification) and reimbursement of out of pocket expenses for the purpose of audit as may be determined by the Managing Director in consultation with the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to above resolution from time to time.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

By the Order of Board of Directors  
For RATHI BARS LIMITED  
SD/  
ANURAG RATHI  
MANAGING DIRECTOR

Place: New Delhi  
Date: 04/01/2023

## EXPLANATORY STATEMENT

**(Pursuant to the provisions of Section 102 (1) of the Companies Act, 2013)**

### Item No. 1

M/s Gupta Jalan & Associates, Chartered Accountants, resigned as Statutory Auditors of the Company with effect from 07<sup>th</sup> October, 2022. Consequently, the Board of Directors had appointed M/s Sharma Kumar & Associates (Firm Registration No. 030842N), Chartered Accountants, to act as the Statutory Auditors of the Company to fill up casual vacancy caused due to the resignation of M/s Gupta Jalan & Associates in their board meeting held on 03.11.2022.

M/s. Sharma Kumar & Associates, Chartered Accountants, being eligible under section 139(1) and other applicable provisions, had consented to act as the Statutory Auditors of the Company and had also confirmed that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The Board of Directors, based on the recommendation of Audit Committee, has vide its resolution dated November 03, 2022, appointed M/s Sharma Kumar & Associates, Chartered Accountants as Statutory Auditors of the Company to fill up casual vacancy caused due to the resignation of M/s Gupta Jalan & Associates. Pursuant to Section 139 (8) of the Companies Act, 2013 requires that if such casual vacancy is as a result of resignation of the statutory auditors, such appointment shall be approved by the company at a general meeting convened within three months of the recommendation of the Board and therefore, the Members are requested to consider and approve resolution set out in Item No.1 of the Notice as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed resolution.

By the Order of Board of Directors  
For RATHI BARS LIMITED  
SD/  
ANURAG RATHI  
MANAGING DIRECTOR

Place: New Delhi

Date: 04/01/2023

Registered Office:

RATHI BARS LIMITED

A-24/7 MOHAN CO-OPERATIVE INDUSTRIAL ESTATE,

MATHURA ROAD, NEW DELHI-110044

Website: <http://www.rathisteels.com> • L: +91 11 4316 5400 / Fax: +91 11 4059 7117

CIN: L74899DL1993PLC054781

## Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. In line with the Ministry of Corporate Affairs ("MCA") Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. The physical copy of the Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <http://www.rathisteels.com> and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, December 30, 2022 will be considered for the purpose of voting.
4. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on Friday, December 30, 2022.
5. Members who have received this Postal Ballot Notice by e-mail and who wish to vote can do it only through e-voting on or before 5:00 p.m. (IST) on February 1, 2023.
6. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered as invalid.
7. The Scrutinizer will submit the report to the Managing Director after completion of the scrutiny of the Postal Ballots and the results of the Postal Ballot will be announced on or before Thursday, February 2, 2023, at the Registered Office of the Company. The results of the Postal Ballot will be hosted on the Company's website at <http://www.rathisteels.com> and on the website of NSDL immediately after the declaration of the result by the Managing Director or any person authorised by him in writing for information of the Members, besides being communicated to the Stock Exchanges on which the shares of the Company are listed.
8. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
9. The resolution, if passed by the requisite majority shall be deemed to have been passed on the date of declaration of the Postal Ballot results.
10. All the material documents referred to in this Postal Ballot Notice will be made available for inspection by the Members at the registered office of the Company during business hours on all working days except Saturday and Sunday, from the date of dispatch of this Postal Ballot Notice until the last date for receipt of votes by Postal Ballot / E-voting i.e. Wednesday, 01<sup>st</sup> February, 2023.
11. Members who have not registered their e-mail addresses are requested to register the same with the Depository Participant(s) for sending future communication(s) in electronic form.

## INSTRUCTIONS FOR VOTING

### **Voting through Physical Postal Ballot Form**

In line with the Ministry of Corporate Affairs ("MCA") Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. The physical copy of the Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. Members may please note that the Postal Ballot Notice will also be available on the Company's

website at <http://www.rathisteels.com> and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

## E-Voting Facility

The business as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the facility of voting through electronic means will be offered by National Securities Depository Limited (NSDL) to its Members to cast their votes electronically.

A person whose name appears in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Friday, December 30, 2022 shall be entitled to avail the facility of e-voting.

The Company has appointed **M/s PWR Associates**, Practising Company Secretary (ACS: 70318/COP: 26255), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

### Instructions to Members for e-voting are as under:

(I) The voting period begins on Thursday, January 05, 2023 (9.00 am) and ends at 5.00 pm on Wednesday February 01, 2023. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, December 30, 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

(II) Log on to the e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

(III) Click on Shareholders/Member.

(IV) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(V) Next enter the Image Verification as displayed and Click on Login.

(VI) (If you are holding shares in demat form and had logged on to [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier voting of any company, then your existing password is to be used.

(VII) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (VIII) After entering these details appropriately, click on “SUBMIT” tab.
- (IX) Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (X) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Postal Ballot Notice.
- (XI) Click on the EVSN of “RATHI BARS LIMITED”.
- (XII) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (XIII) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (XIV) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (XV) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (XVI) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (XVII) If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (XVIII) Shareholders can also cast their vote using NSDL’s mobile application “speede” available for android based mobiles. The “Speede” application can be downloaded from Google Play Store. Apple phone users can download the application from the Apple Store. Please follow the instructions as prompted by the mobile application while voting on your mobile.
- (XIX) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <http://www.evoting.nsdl.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@nsdl.com](mailto:evoting@nsdl.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [evoting@nsdl.com](mailto:evoting@nsdl.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (XX) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com), under help section or write an email to [evoting@nsdl.com](mailto:evoting@nsdl.com).

(XXI) All Grievances connected with the facility for voting by electronic means may be addressed to Amit Vishal at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on the toll-free number: 1800 1020 990 and 1800 22 44 30

NOTE: The Notice of Postal Ballot is placed on website of the Company-[www.rathisteels.com](http://www.rathisteels.com)