To,
The Listing Manager
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001


Reference: Reg 30 of SEBI (LODR), 2015 read with clause-12 of Part A of Schedule III

Dear Sir/Ma'am,

Please find attached herewith the copy of the Notice of the 27th Annual General Meeting for the year 2019-2020. The requirement of sending physical copy of the notice of AGM and Annual Report to the Members have been dispensed with vide MCA Circulars/and SEBI Circular.

The Notice of the 27th AGM and the Annual Report shall also be made available on the website of the Company at www.rathisteels.com

The Annual General Meeting of the shareholders of the Company will be held on Tuesday, September 29, 2020 at 10.00 A.M. IST through Video Conferencing / Other Audio Visual Means ("27th AGM").

Further, in accordance with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2020 to 29th September, 2020 (Both days inclusive) for the purpose of holding of the 27th AGM for the financial year ended March 31, 2020, subject to approval of the shareholders, at the 27th AGM.
This is for your information and dissemination.

Thanking you,
Yours faithfully,

For Rathi Bars Limited

Anurag Rathi
Whole Time Director-CFO
DIN: 00066345
NOTICE

NOTICE is hereby given that the TWENTY SEVENTH ANNUAL GENERAL MEETING (AGM) of the Members of RATHI BARS LIMITED will be held on Tuesday, 29th September, 2020 at 10.00 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) organized by the Company, to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at A-24/7, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi-110044 to transact the following businesses:

ORDINARY BUSINESS:

1. ADOPTION OF STANDALONE FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020 and Statement of Profit & Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon:

“RESOLVED THAT the Company’s Audited Balance Sheet as at 31st March, 2020, the Audited Statement of Profit & Loss Account and Cash Flow Statement for the financial year ended on that date together with Director’s and Auditor’s Report thereon be and are hereby approved and adopted.”

2. APPOINTMENT OF DIRECTOR IN PLACE OF RETIRING DIRECTOR:

TO CONSIDER AND IF THOUGH FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, IF ANY, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT Mr. Kamlesh Kumar Rathi (DIN:00112321), who retires from the office of Director by rotation in this Annual General Meeting, be and is hereby re-appointed as a Director of the Company, whose office shall be liable for retirement by rotation.”

SPECIAL BUSINESS:

3. APPOINTMENT OF ADDITIONAL DIRECTOR, MR. CHANDER MOHAN AS DIRECTOR

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT Mr. Chander Mohan (DIN: 08679269), who was appointed as an Additional Director on the Board of Directors ("Board") of the Company with effect from 30th January, 2020, in terms of Section 161 of Companies Act 2013 and holds office up to the date of this Annual General Meeting, be and is hereby appointed as the Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”
4. RE-APPOINTMENT OF MANAGING DIRECTOR, MR. KAMLESH KUMAR RATHI AS MANAGING DIRECTOR

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, and the Articles of Association of the Company and recommendation of Nomination and Remuneration Committee, Mr. Kamlesh Kumar Rathi (DIN: 00112321), be and is hereby re-appointed as Managing Director of the Company for a period of Five years with effect from 01 day of October, 2020 on such terms and conditions with the liberty given to the Board of Directors to alter and vary the terms and conditions of the said reappointment and/or remuneration in such manner as may be agreed to by and between the Company and Mr. Kamlesh Kumar Rathi provided however, such alterations are within the maximum limits laid down in the Companies Act, 2013 for the time being in force.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all the acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. APPOINTMENT OF WHOLE TIME DIRECTOR, MR. ANURAG RATHI AS WHOLE TIME DIRECTOR

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, and the Articles of Association of the Company & recommendation of Nomination and Remuneration Committee, Mr. Anurag Rathi (DIN: 00063345), who is Chief Financial Officer of the Company, be and is hereby appointed as Whole Time Director of the Company for a period of Five years with effect from 01 day of October, 2020 on such terms and conditions, with the liberty given to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration in such manner as may be agreed to by and between the Company and Mr. Anurag Rathi provided however, such alterations are within the maximum limits laid down in the Companies Act, 2013 for the time being in force.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution.”

6. APPROVAL OF RELATED PARTY TRANSACTIONS WITH RATHI SPECIAL STEELS LIMITED

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 188 (1) (a) and all other applicable provisions, if any of the Companies Act, 2013 (‘Act’) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Contracts and/or agreements with Rathi Special Steels Limited (three directors are common in both the companies) with respect to sale, purchase or supply of goods or materials, selling or otherwise disposing of at arm’s length prices up to an amount not exceeding an aggregate of Rs. 100 Crore (Rupees One Hundred Crore) per annum as per the terms and conditions set out in the draft agreement placed before the meeting and initialed by the chairman for the purpose of identification and in such form and manner as the Board in its absolute discretion may deem fit and proper.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to
the above and to settle all matters arising out of the Company and incidental thereto, and to sign and execute all deeds, applications, documents and writing that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

7. APPROVAL OF RELATED PARTY TRANSACTIONS WITH BHIWADI IRON PRIVATE LIMITED

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 188 (1) (a) and all other applicable provisions, if any of the Companies Act, 2013 (‘Act’) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Contracts and/or agreements with Bhiwadi Iron Private Limited (three directors are common in both the companies) with respect to sale, purchase or supply of goods or materials, selling or otherwise disposing of arm’s length prices up to an amount not exceeding an aggregate of Rs. 10 Crore (Rupees Ten Crore) per annum as per the terms and conditions set out in the draft agreement placed before the meeting and initialed by the chairman for the purpose of identification and in such form and manner as the Board in its absolute discretion may deem fit and proper.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of the Company and incidental thereto, and to sign and execute all deeds, applications, documents and writing that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

8. APPROVAL OF RELATED PARTY TRANSACTIONS WITH KHUSHKHERA STEELS PRIVATE LIMITED

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 188 (1) (a) and all other applicable provisions, if any of the Companies Act, 2013 (‘Act’) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Contracts and/or agreements with Khushkhera Steels Private Limited (three directors are common in both the companies) with respect to sale, purchase or supply of goods or materials, selling or otherwise disposing of arm’s length prices up to an amount not exceeding an aggregate of Rs. 10 Crore (Rupees Ten Crore) per annum as per the terms and conditions set out in the draft agreement placed before the meeting and initialed by the chairman for the purpose of identification and in such form and manner as the Board in its absolute discretion may deem fit and proper.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of the Company and incidental thereto, and to sign and execute all deeds, applications, documents and writing that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”
9. APPROVAL OF RELATED PARTY TRANSACTIONS WITH BALAJI STEEL ENTERPRISES

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 188(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Contracts and/or agreements with Balaji Steel Enterprises (Proprietorship firm of Mr. Kamlesh Kumar Rathi, Managing Director) with respect to sale, purchase or supply of goods or materials, selling or otherwise disposing of at arm’s length prices up to an amount not exceeding an aggregate of Rs. 50 Crore (Rupees Fifty Crore) per annum as per the terms and conditions set out in the draft agreement placed before the meeting and initialed by the chairman for the purpose of identification and in such form and manner as the Board in its absolute discretion may deem fit and proper.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of the Company and incidental thereto, and to sign and execute all deeds, applications, documents and writing that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

10: AUTHORIZATION UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Sections 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made there under, as may be amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’ which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and/or charge all or any of the movable and/or immovable properties of the Company (both present and future) and/or any other assets including tangible and intangible assets or properties of the Company and/or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of events of defaults, in favor of Board of Directors, to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 75 Crores (Rupees Seventy Five Crores only) at any time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements/ undertakings as may be required and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge/pledge/hypothecation as mentioned aforesaid.”
11. RATIFICATION OF COST AUDITOR’S REMUNERATION:

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand Only) payable to Avnesh Jain & Co., Cost Accountants is appointed as Cost Auditor of the Company to conduct Cost Audits as may be ordered by the Central Government under the Act and the Rules there under, for the year ending 31st March, 2021."

By order of the Board of Directors

FOR RATHI BARS LIMITED

Sd/-
Kamlesh Kumar Rathi
(Managing Director)
DIN: 00112321
Address: 6, Sadhna Enclave,
New Delhi-110017

Date: 04.09.2020
Place: New Delhi

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) has permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

2. Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available

3. Corporate members intending to attend the AGM through authorized representatives are requested to send a scanned copy of duly certified copy of the Board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to PWR Associates, Company Secretaries (pwrasso@gmail.com) with a copy marked to helpdesk.evoting@cdslindia.com.

4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed.

6. Additional information, pursuant to Regulation 36 (3), of the Listing Regulations, in respect of directors re-appointing at the Annual General Meeting and Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of special business under item numbers 02-05 of the Notice is appended hereto and forms part of this Notice.
7. a) The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2020 to 29th September, 2020 (both days inclusive).
b) The remote e-voting period commences on Saturday, September 26, 2020 (09:00 am) and ends on Sunday, September 28, 2020 (05:00 pm). No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2020, may cast their vote by remote e-voting.

8. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, **MAS Services Limited**, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.

In case shares are in demat form members are requested to update their bank detail with their depository participant.

The Equity Share capital of the Company is held by 7112 Shareholders, out of which 7105 Shareholders holding 99.35% of the capital are in dematerialised form and the balance 7 shareholders holding 0.65% of the capital are in physical form. The shareholders having shares in physical form are requested to dematerialize the shares at the earliest.

10. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.

11. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to CFO, at least one week before the meeting.

12. In respect of the matters pertaining to nomination, power of attorney, change in name/address etc., the members are requested to approach the Company’s Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.

13. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.

14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.

15. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.

16. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2020 including notice of 27th AGM is being sent only through electronic mode to those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
In case you have not registered your email id with depository or RTA you may register your email id in following manner.

<table>
<thead>
<tr>
<th>Physical Holding</th>
<th>Physical Holding</th>
</tr>
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<tbody>
<tr>
<td>Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at <a href="mailto:info@masserv.com">info@masserv.com</a> providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN (Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for registering email address.</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Demat Holding</th>
<th>Demat Holding</th>
</tr>
</thead>
<tbody>
<tr>
<td>Please contact your Depositary Participant (DP) and register your email address as per the process advised by DP.</td>
<td></td>
</tr>
</tbody>
</table>

17. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment is annexed to the notice.

18. **Voting through electronic means:** In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given in the enclosed letter.

**INSTRUCTION FOR REMOTE EVOTING, EVOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING**

(i) The shareholders need to visit the e-voting website [http://www.evotingindia.com/](http://www.evotingindia.com/).

(ii) Click on “Shareholders” module.

(iii) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

<table>
<thead>
<tr>
<th>For Shareholders holding shares in Demat Form and Physical Form</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>PAN</strong></td>
</tr>
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<td></td>
</tr>
</tbody>
</table>

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 also to be used by the demat holders for voting on resolutions of any other Company for which they are
eligible to vote, provided that the Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the Rathi Bars Limited.

(xi) 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.

(xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiii) After selecting the resolution on which you have decided to vote, 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.

(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvi) If a demat account holder has forgotten the 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.

(xvii) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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**PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:**

1. For Physical shareholders - Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhar card to info@masserv.com

2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to info@masserv.com

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**INSTRUCTIONS FOR JOINING MEETING THROUGH VC:**

(i) To join the meeting, the shareholders should log on to the e-voting website [http://www.evotingindia.com/](http://www.evotingindia.com/) and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.

In the “Name” field - Put your USERID as informed in e-email.

In the "last name" field - Enter your Name

In the “Email ID” field - Put your email ID

In the “Event password” field - Put the password as “cdsl@1234”

Click join now button.

Now screen will be displayed for downloading CISCO driver for VC. Please click on run temporary file download. Downloading of driver will be start open driver and click on run.
Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store.

**PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:**

1. System requirement:
   - Windows 7, 8 or 10
   - I3
   - Microphone, speaker
   - Internet speed minimum 700 kbps
   - Date and time of computer should be current date and time

**PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:**

- Please download webex application from play store

**NOTE:** IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING IN DURING THE AGM.

**PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC (EXPLAINED USING SCREENSHOTS):**

i. The shareholders should log on to the e-voting website [http://www.evotingindia.com/](http://www.evotingindia.com/).

   Below screen will be appear.

   ![E-Voting Website Screen](attachment:image)

   - Shareholders / Members
   - Custodian / Corporate Shareholder
   - Issuer / RTA
   - Scrutinizer

   The site will not be accessible between 09:00 hrs to 01:00 hrs on every Sunday, due to maintenance activity.

ii. Press Shareholders/Members tab, after which the below screen will be appear.
iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO 3: APPOINTMENT OF ADDITIONAL DIRECTOR, MR. CHANDER MOHAN AS DIRECTOR**

Mr. Chander Mohan was appointed as an Additional Director of the Company with effect from 30th January, 2020, in accordance with the provisions of Section 161 and 149 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

The Board is of the view that the appointment of Mr. Chander Mohan on the Company’s Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 3 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Chander Mohan himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

The resolution at Item No. 3 is recommended for approval by the Members.

**ITEM NO 4: RE-APPOINTMENT OF MANAGING DIRECTOR MR KAMLESH K RATHI**

Mr. Kamlesh Kumar Rathi (DIN: 00112321) is the Director of the Company since incorporation and whose term expires as Managing Director on 30.09.2020. It is required to re-appoint him as Managing Director of the Company considering his association with the Company since incorporation as founder promoter/director and experience in this field. He is above the age of 70 years and therefore his appointment as Managing Director pursuant to Section 196, 197, 203, Rules and Schedule V (Part I, clause c) requires the approval of shareholders through Special Resolution.

The duties of the Managing Director shall be discharged subject to the superintendence, control and direction of the Board and he shall perform on behalf of the Company in the ordinary course of business all such acts, deeds, and things, which in the ordinary course of business, he may consider necessary or proper or in the interest of the Company.
Terms & Conditions

1. **Designation:** Managing Director
2. **Term:** 5 years with effect from 01.10.2020
3. **Salary:** the Board has the liberty to fix a remuneration and other perquisites pursuant to the provisions of section 196, 197, 203 and Schedule V (Part) of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company but the overall remuneration shall be within the limits of the Schedule V of the Companies Act, 2013.

The resolution at Item No. 4 is recommended for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, other than Mr. Kamlesh Kumar Rathi, Mr Anurag Rathi and Mr Uddhav Rathi, in their personal capacity are concerned or interested, financially or otherwise, in this resolution. The Board recommends this resolution for your Approval.

**ITEM NO 5: RE-APPOINTMENT OF WHOLE TIME DIRECTOR MR ANURAG RATHI**

Mr. Anurag Rathi (DIN: 00063345) is the Director of the Company since incorporation and designated as CFO of the Company pursuant to the provisions of the Companies Act, 2013. Since his appointment, he has been heading the finance division of the Company. The duties of the Whole Time Director shall be discharged subject to the superintendence, control and direction of the Board and he shall perform on behalf of the Company in the ordinary course of business all such acts, deeds, and things, which in the ordinary course of business, he may consider necessary or proper or in the interest of the Company.

Terms & Conditions

1. **Designation:** Whole Time Director- CFO
2. **Term:** 5 years with effect from 01.10.2020
3. **Salary:** the Board has the liberty to fix a remuneration and other perquisites pursuant to the provisions of section 196, 197, 203 and Schedule V (Part II) of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company but the overall remuneration shall be within the limits of the Schedule V of the Companies Act, 2013.

The resolution at Item No. 5 is recommended for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, other than Mr. Kamlesh Kumar Rathi, Mr Anurag Rathi and Mr Uddhav Rathi, in their personal capacity are concerned or interested, financially or otherwise, in this resolution. The Board recommends this resolution for your Approval.

**ITEM NO 6: RELATED PARTY TRANSACTION WITH RATHI SPECIAL STEELS LIMITED**

The Company is carrying business transactions with Rathip Special Steels Limited (a related party) for the sale/purchase of steel products. Pursuant to Section 188 (1) of the Companies Act, 2013, the Company can enter into business transactions at arm’s length with related party only with the approval of shareholders accorded by way of a special resolution and therefore, the Board hereby proposes and recommends the business transactions to the extent of Rs. 100 Crore (Rupees One Hundred Crore) per annum, to the shareholders for their approval in the forthcoming AGM.

The resolution at Item No. 6 is recommended for approval by the Members.

Management of both the companies is common and managed by family members except the independent directors and they are concerned or interested in the Resolution only to the extent of their shareholding.
ITEM NO 7: RELATED PARTY TRANSACTION WITH BHIWADI IRON PRIVATE LIMITED

The Company is carrying business transactions with Bhiwadi Iron Private Limited (a related party) for the sale/purchase of steel products. Pursuant to Section 188 (1) of the Companies Act, 2013, the Company can enter into business transactions with related party only with the approval of shareholders accorded by way of a special resolution and therefore, the Board hereby proposes and recommends the business transaction to the extent of Rs. 10 Crore (Rupees Ten Crore) per annum, to the shareholders for their approval in the forthcoming AGM.

The resolution at Item No. 7 is recommended for approval by the Members.

Management of both the companies is common and managed by family members except the independent directors and they are concerned or interested in the Resolution only to the extent of their shareholding.

ITEM NO 8: RELATED PARTY TRANSACTION WITH BALAJI STEEL ENTERPRISES

The Company is carrying business transactions with Balaji Steel Enterprises (a related party) for the sale/purchase of steel products. Pursuant to Section 188 (1) of the Companies Act, 2013, the Company can enter into business transactions at arm’s length with related party only with the approval of shareholders accorded by way of a special resolution and therefore, the Board hereby proposes and recommends the business transactions to the extent of Rs. 50 Crore (Rupees Fifty Crore) per annum, to the shareholders for their approval in the forthcoming AGM.

The resolution at Item No. 8 is recommended for approval by the Members.

Managing Director, Mr. Kamlesh Kumar Rathi is the proprietor of the firm and he is concerned or interested in the Resolution only to the extent of their shareholding.

ITEM NO 9: RELATED PARTY TRANSACTION KHUSHKERA STEELS PRIVATE LIMITED

The Company is carrying business transactions with Khushkera Private Limited (a related party) for the sale/purchase of steel products. Pursuant to Section 188 (1) of the Companies Act, 2013, the Company can enter into business transactions with related party only with the approval of shareholders accorded by way of a special resolution and therefore, the Board hereby proposes and recommends the business transaction to the extent of Rs. 10 Crore (Rupees Ten Crore) per annum, to the shareholders for their approval in the forthcoming AGM.

The resolution at Item No. 9 is recommended for approval by the Members.

Management of both the companies is common and managed by family members except the independent directors and they are concerned or interested in the Resolution only to the extent of their shareholding.

ITEM NO 10: AUTHORIZATION UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

The members of the Company had vide earlier resolution authorized the Board of Directors to create charge/ mortgage/ hypothecation on the Company’s assets, both present and future, in favor of the lenders/ trustees for the holders of debentures, to secure the repayment of monies borrowed by the Company to the tune of Rs. 75.00 crore. Now the fund requirements has increased and board of directors are in the process of increase of financing facilities from their lenders.

Under the provisions of Section 180(1)(a) of the Companies Act, 2013 the above powers can be exercised by the Board only with the consent of the shareholders obtained by way of a Special Resolution. Accordingly, the Board of Directors at its meeting held 04th September, 2020, proposed to obtain fresh approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company’s assets including tangible and
intangible, both present and future, in favor of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company, by way of loans or any other securities) or otherwise in Indian rupees, from time to time up to the limits approved or as may be approved by the shareholders.

The resolution at Item No. 10 is recommended for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

ITEM NO 11: RATIFICATION OF COST AUDITOR’S REMUNERATION

The Company is directed under Section 148 of the Act to have the audit of its cost records conducted by a Cost Accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s Avnesh Jain & Co., as the Cost Auditors of the Company to conduct Cost Audits as may be ordered by the Central Government under the Act and the Rules there under for the year ending 31st March, 2021, at a remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand).

M/s Avnesh Jain & Co. has furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. M/s Avnesh Jain & Co. has vast experience in the field of Cost Audit and has conducted the audit of cost records of the Company for the past several years under the provisions of the erstwhile Companies Act, 1956/2013.

The Board has approved the remuneration Rs. 25,000/- (Rupees Twenty Five Thousand) to M/s Avnesh Jain & Co. as the Cost Auditors and the ratification of the shareholders is sought for the same by Ordinary Resolution.

The resolution at Item No. 11 is recommended for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is Concerned or interested in the Resolution.

By order of the Board of Directors
FOR RATHI BARS LIMITED

Sd/-
Kamlesh Kumar Rathi
(Managing Director)
DIN: 00112321
Address: 6, Sadhna Enclave, New Delhi-110017

Date: 04.09.2020
Place: New Delhi
Details of Directors seeking re-appointment /appointment at 27th Annual General Meeting as required under the Companies Act, 2013 and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

<table>
<thead>
<tr>
<th>PARTICULARS</th>
<th>Mr. Kamlesh Kumar Rathi</th>
</tr>
</thead>
<tbody>
<tr>
<td>Date of Birth</td>
<td>15.05.1940</td>
</tr>
<tr>
<td>Date of Appointment</td>
<td>10.08.1993</td>
</tr>
<tr>
<td>Qualifications</td>
<td>Graduate</td>
</tr>
<tr>
<td>Expertise in specific functional areas</td>
<td>Having rich experience in Iron &amp; Steel Industry</td>
</tr>
<tr>
<td>Terms and conditions of Re-appointment</td>
<td>Director liable to retire by rotation</td>
</tr>
<tr>
<td></td>
<td>Re-appointment as Managing Director</td>
</tr>
<tr>
<td>Directorships held in other public companies (excluding foreign companies and Section 8 companies)</td>
<td>Rathi Special Steels Limited</td>
</tr>
<tr>
<td></td>
<td>PHD Chambers of Commerce and Industry</td>
</tr>
<tr>
<td></td>
<td>Gordhan Das Rathi Steels Limited</td>
</tr>
<tr>
<td>Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders’ Relationship Committee)</td>
<td>NIL</td>
</tr>
<tr>
<td>Number of meetings of the Board attended during the year</td>
<td>Ten</td>
</tr>
<tr>
<td>Relationship with other directors and key managerial personnel</td>
<td>Mr. Anurag Rathi – Son</td>
</tr>
<tr>
<td></td>
<td>Mr. Uddhav Rathi – Grandson</td>
</tr>
<tr>
<td>Shareholding in the Company as on 31st March, 2020</td>
<td>8,18,387 equity shares (5.01%)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>PARTICULARS</th>
<th>Mr. Chander Mohan</th>
</tr>
</thead>
<tbody>
<tr>
<td>Date of Birth</td>
<td>21.02.1977</td>
</tr>
<tr>
<td>Date of Appointment</td>
<td>30.01.2020</td>
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<tr>
<td>Qualifications</td>
<td>Graduate</td>
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<tr>
<td>Expertise in specific functional areas</td>
<td>Having experience in business segment</td>
</tr>
<tr>
<td>Terms and conditions of Re-appointment</td>
<td>As mentioned in the Notice and explanatory statement</td>
</tr>
<tr>
<td>Directorships held in other public companies (excluding foreign companies and Section 8 companies)</td>
<td>NIL</td>
</tr>
<tr>
<td>Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders’ Relationship Committee)</td>
<td>NIL</td>
</tr>
<tr>
<td>PARTICULARS</td>
<td>Mr. Anurag Rathi</td>
</tr>
<tr>
<td>----------------------------------------------------------------------------</td>
<td>---------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Date of Birth</td>
<td>26.11.1971</td>
</tr>
<tr>
<td>Date of Appointment</td>
<td>10.08.1993</td>
</tr>
<tr>
<td>Qualifications</td>
<td>Graduate</td>
</tr>
<tr>
<td>Expertise in specific functional areas</td>
<td>Having rich experience in Iron &amp; Steel Industry</td>
</tr>
<tr>
<td>Terms and conditions of Re-appointment</td>
<td>Re-appointment as Whole Time Director</td>
</tr>
<tr>
<td>Directorships held in other public companies (excluding foreign companies</td>
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</tr>
<tr>
<td>and Section 8 companies)</td>
<td>Gordhan Das Rathi Steels Limited</td>
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</tr>
<tr>
<td>includes only Audit Committee and Stakeholders’ Relationship Committee).</td>
<td></td>
</tr>
<tr>
<td>Number of meetings of the Board attended during the year</td>
<td>Ten</td>
</tr>
<tr>
<td>Relationship with other directors and key managerial personnel</td>
<td>Mr. Kamlesh Kumar Rathi – Father</td>
</tr>
<tr>
<td></td>
<td>Mr. Uddhav Rathi – Nephew</td>
</tr>
<tr>
<td>Shareholding in the Company as on 31st March, 2020</td>
<td>12,16,751 equity shares (7.45%)</td>
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</tbody>
</table>