

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to Sections 108 and 110, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Rules"), General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 03/2022 dated May 05, 2022, Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and other applicable provisions of the Listing Regulations, relevant circulars as issued by the Securities and Exchange Board of India (referred as "SEBI Circulars"), Secretarial Standard-2 on general meeting ("SS-2") issued by the Institute of Company Secretaries of India (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the resolutions as set out in this Postal Ballot Notice ("Notice") are proposed for consideration by the Members of Rathi Steel and Power Limited ('the Company') for passing by means of Postal Ballot by voting through electronic means only ("remote e-voting").

In accordance with the provisions of the MCA Circulars and SEBI Circulars, this Notice is being sent by email only, to the Members whose e-mail IDs are registered with the Company/ Depository Participants ('DP')/Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the Members on the resolutions proposed in this Notice will be considered only through the remote e-voting system. Detailed statement pursuant to Section 102 of the Act setting out the material facts pertaining to said resolutions and instructions for remote e-voting are annexed to this Notice.

SPECIAL BUSINESS

Item No. 1:

Appointment of Mr. Arpan Kumar Atrey (DIN: 11023021) as Independent Director, on the Board of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, any other Rules, if any, made thereunder, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and upon the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Arpan Kumar Atrey (DIN: 11023021), who was appointed by the Board of Directors as an Additional Director (Non-Executive & Independent) of the Company, with effect from March 29, 2025, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16 (1) (b) of the Listing Regulations and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) years with effect from March 29, 2025.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (herein referred to as 'Board' which term shall be deemed to include any duly authorized

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Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) be authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

Item No. 2:

Change of designation of Ms. Surbhi Pareek (DIN: 10231959) from Non-Executive Independent Director to Non-Executive Non-Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, any other Rules, if any, made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and upon the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby granted for change in designation of Ms. Surbhi Pareek (DIN: 10231959) from Non-Executive Independent Director to Non-Executive Non-Independent Director, liable to retire by rotation, effective from May 9, 2025.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (herein referred to as 'Board' which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) be authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

Item No. 3:

Change of designation of Mr. Abhishek Verma (DIN: 08104325) from Non-Executive Director to Executive Director (Whole Time Director) on the Board of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, any other Rules, if any, made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby granted for change in designation of Mr. Abhishek Verma (DIN: 08104325) from Non-Executive Director to Executive Director (Whole Time Director) of the Company, liable to retire by rotation, and Key Managerial Personnel of the Company for a term of 5 years with effect from March 25, 2025, at such terms and conditions as mutually agreed between Mr. Abhishek Verma and the Company, including the remuneration as detailed below for a period of 3 years with effect from March 25, 2025:

- a) Gross Salary: INR 5,04,000/- (Indian Rupees Five Lakh and Four Thousand Only) per annum (inclusive of House Rent Allowance and Travelling / Conveyance Allowance)
- b) Provident Fund: as per the Company's scheme on Superannuation and other funds
- c) Gratuity: as per the Company's scheme
- d) Bonus: as per the Company's scheme

- e) Other incentives and Allowances: subject to any statutory ceiling's, Director may be given any other allowances, perquisites, benefits and facilities as may be decided by the Board of Directors from time to time.

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites as detailed above, may be paid as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Act and rules framed thereunder and any other applicable provisions of the Act and the Listing regulations (including any statutory modification(s) or re-enactment(s) thereof from time to time), without requiring to obtain the approval of shareholders any further.

RESOLVED FURTHER THAT the Board of Directors of the Company (herein referred to as 'Board' which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) be and are hereby authorized to alter, revise and vary the terms and conditions of aforesaid appointment including the remuneration payable from time to time within the limits as per the provisions of the Act, rules thereto, Schedule V of the Act and applicable provisions of the Listing regulations (including any statutory modification(s) or re-enactment(s) thereof from time to time) without requiring to obtain the approval of shareholders any further.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

Item No. 4:

Appointment of Mr. Rajesh Khurana (DIN: 11015277) as Executive Director (Whole Time Director)- Business Development, on the Board of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, any other Rules, if any, made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Rajesh Khurana (DIN: 11015277) who was appointed by the Board of Directors as an Additional Director in the capacity of Executive Director (Whole Time Director)- Business Development of the Company, with effect from March 25, 2025, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations, be and is hereby appointed as Executive Director (Whole Time Director)- Business Development of the Company, liable to retire by rotation, and Key Managerial Personnel of the Company for a term of 5 years with effect from March 25, 2025, at such terms and conditions as mutually agreed between Mr. Rajesh Khurana and the Company, including the remuneration as detailed below for a period of 3 years with effect March 25, 2025:

- a) Gross Salary: INR 10,80,000/- (Indian Rupees Ten Lakh and Eighty Thousand Only) per annum (inclusive of House Rent Allowance and Travelling / Conveyance Allowance)
- b) Provident Fund: as per the Company's scheme on Superannuation and other funds
- c) Gratuity: as per the Company's scheme
- d) Bonus: as per the Company's scheme

- e) Other incentives and Allowances: subject to any statutory ceiling's, Director may be given any other allowances, perquisites, benefits and facilities as may be decided by the Board of Directors from time to time.

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites as detailed above, may be paid as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Act and rules framed thereunder and any other applicable provisions of the Act and the Listing regulations (including any statutory modification(s) or re-enactment(s) thereof from time to time), without requiring to obtain the approval of shareholders any further.

RESOLVED FURTHER THAT the Board of Directors of the Company (herein referred to as 'Board' which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) be and are hereby authorized to alter, revise and vary the terms and conditions of aforesaid appointment including the remuneration payable from time to time within the limits as per the provisions of the Act, rules thereto, Schedule V of the Act and applicable provisions of the Listing regulations (including any statutory modification(s) or re-enactment(s) thereof from time to time) without requiring to obtain the approval of shareholders any further.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

Item No. 5:

Appointment of Mr. Mahesh Pareek (DIN: 00174146) as Managing Director on the Board of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, any other Rules, if any, made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Mahesh Pareek (DIN: 00174146) who was appointed by the Board of Directors as an Additional Director in the capacity of Managing Director of the Company, with effect from May 9, 2025, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations, be and is hereby appointed as the Managing Director of the Company, not liable to retire by rotation, and Key Managerial Personnel of the Company for a term of 5 years with effect from May 9, 2025, at such terms and conditions as mutually agreed between Mr. Mahesh Pareek and the Company, including the remuneration as detailed below for a period of 3 years with effect from May 9, 2025:

- a) Gross Salary: INR 12,00,000/- (Indian Rupees Twelve Lakh Only) per annum (inclusive of House Rent Allowance and Travelling / Conveyance Allowance)
- b) Provident Fund: as per the Company's scheme on Superannuation and other funds
- c) Gratuity: as per the Company's scheme
- d) Bonus: as per the Company's scheme

- e) Other incentives and Allowances: subject to any statutory ceiling's, Director may be given any other allowances, perquisites, benefits and facilities as may be decided by the Board of Directors from time to time.

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites as detailed above, may be paid as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Act and rules framed thereunder and any other applicable provisions of the Act and the Listing regulations (including any statutory modification(s) or re-enactment(s) thereof from time to time), without requiring to obtain the approval of shareholders any further.

RESOLVED FURTHER THAT the Board of Directors of the Company (herein referred to as 'Board' which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) be and are hereby authorized to alter, revise and vary the terms and conditions of aforesaid appointment including the remuneration payable from time to time within the limits as per the provisions of the Act, rules thereto, Schedule V of the Act and applicable provisions of the Listing regulations (including any statutory modification(s) or re-enactment(s) thereof from time to time) without requiring to obtain the approval of shareholders any further.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**By the order of the Board
For Rathi Steel and Power Limited**

**Sd/-
Shobhita Singh
Company Secretary and Compliance Officer
M. No. ACS-31178**

**May 9, 2025
New Delhi**

Notes:

1. The statement pursuant to Section 102 of the Act read with relevant Rules made thereunder, setting out material facts and reasons, in respect of proposed resolutions is annexed herewith.
2. In compliance with the MCA Circulars, the Postal Ballot Notice ("Notice") is being sent by electronic mode alone to those Members whose names appear in the Register of Members / list of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") ("Depositories") as on the **cut-off date** i.e. May 9, 2025 and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.8.
3. In accordance with the MCA Circulars, physical copies of the Notice along with the ballot paper are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.

Works & Corporate Office

A-3 Industrial Area South of G.T. Road Ghaziabad 201009 India
Phone (0120) 2840346 to 51, 0120 4934034 Fax (0120) 2840352
Website www.rathisteelandpower.com Email info@rathisteelandpower.com

4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, SS-2 and MCA Circulars, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of NSDL as the agency to provide remote e-voting facility. The instructions for remote e-voting are provided as part of this Notice which the Members are requested to read carefully before casting their vote.
5. The Notice is also available on the website of the Company at www.rathisteelandpower.com, on the website of Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com engaged for e-voting.
6. The remote e-voting facility will be available during following period:

Commencement of e-voting	9:00 AM (IST) on Saturday, May 17, 2025
End on e-voting	5:00 PM (IST) on Sunday, June 15, 2025

The e-voting module shall be disabled by NSDL for voting thereafter. Remote e-voting shall not be allowed beyond the said date and time. Vote once casted cannot be changed subsequently. During this period, Members whose names appear in the Register of Members / list of Beneficial Owners as received from Depositories, as on the **cut-off date i.e., Friday, May 9, 2025** are entitled to vote electronically on the resolutions set forth in this Notice. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on **Friday, May 9, 2025**, being the cut-off date fixed for the purpose. A person who is not a member as on the Cut-off Date should treat this Notice for information only. The manner in which persons who have acquired shares and become Members of the Company after the dispatch of this Notice may obtain the login ID and password as per the details mentioned in this Postal Ballot Notice.

7. **Manner of Registering/Updating email address:**
 - Members holding shares in physical mode and who have not updated their email ID with the Company are requested to update their email addresses by writing to the Company's RTA, MAS Services Limited ("RTA") at investor@masserv.com along with the copy of the signed request letter in Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member. Form ISR -1 can be downloaded from the website of the Company. Members can also submit above details to RTA at T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi, Delhi, 110020.
 - Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail IDs, Members may write to RTA at investor@masserv.com
8. Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the last date of remote e-voting itself i.e., **Sunday, June 15, 2025**.
9. Mr. Sameer Kishore Bhatnagar, Practising Company Secretary (Membership No. FCS 30997), of M/s. Sameer Bhatnagar & Company, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the Postal Ballot process, in a fair and transparent manner.
10. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any other authorized officer of the Company. The results of remote e-voting will be announced within two working days after the last date of remote e-voting and will be displayed on the Company's website at www.rathisteelandpower.com and will also be communicated to the Stock Exchange and NSDL. The Company will also display the results of the Postal Ballot at its Registered Office and Corporate Office.

11. All the material documents referred to in the statement pursuant to Section 102 of the Act will be available for inspection electronically until the last date for receipt of votes through the remote e-voting process. Members seeking to inspect such documents can send an email to investors@rathisteelandalpower.com from their registered e-mail IDs mentioning their name, folio number, DP ID and Client ID during the voting period of the Postal Ballot.
12. SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated that the Company shall issue shares only in demat form while processing the service requests including transmission and transposition requests etc. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are therefore advised to dematerialize the shares held by them in physical form.

13. INSTRUCTIONS FOR E-VOTING BY MEMBERS

The way to vote electronically on NSDL e-voting system consists of "Two Steps" as under:

Step 1: Access to NSDL e-voting system:

A) Login method for e-voting for Individual shareholders holding securities in demat mode:

In terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal

	Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login method for e-voting for Members other than Individual shareholders holding securities in demat mode and for Members holding securities in physical mode.

- Visit the e-voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL eservices after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example: If your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: If your Beneficiary ID is 12***** then your User ID is 12*****
c. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example: If folio number is 001*** and EVEN is 101456 then User ID is 101456001***

- Password details for Members, other than Individual Members, are given below:
 - If you are already registered for e-voting, then you can use your existing Password to login and cast your vote.
 - If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your Password.
 - How to retrieve your 'initial password'?
 - If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file.
The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

Works & Corporate Office

A-3 Industrial Area South of G.T. Road Ghaziabad 201009 India
Phone (0120) 2840346 to 51, 0120 4934034 Fax (0120) 2840352
Website www.rathisteelndpower.com Email info@rathisteelndpower.com

- In case you have not registered your e-mail ID with the Company/ Depository, please follow instructions mentioned below in process for those shareholders whose email ids are not registered.
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/ folio number, PAN, name and registered address, etc.
 - d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

- i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- ii. Select "EVEN" of Company for which you wish to cast your vote during the remote e-voting period.
- iii. Now you are ready for e-voting as the voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify or modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

General guidelines for Members

- i. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., with the attested specimen signature of duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email at csskbhatnagar@gmail.com with a copy marked to National Securities Depository Limited ('NSDL') (agency for providing the Remote e-Voting facility) at evoting@nsdl.com and the Company at investors@rathisteelndpower.com. Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the Password.
- iii. In case of any queries related to e-voting, you may refer the Help/Frequently Asked Questions ("Help/FAQs") and e-voting user manual available at the download section of www.evoting.nsdl.com. For any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: evoting@nsdl.com, toll free no: 022 - 4886 7000 / 022 - 2499 7000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- a. In case shares are held in physical mode please provide Folio No., name of 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) by email to investors@rathisteelandalpower.com.
- b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@rathisteelandalpower.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
- c. Alternatively, shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

14. Introduction of Online Dispute Resolution (ODR) Portal by SEBI

With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, the Securities and Exchange Board of India ("SEBI") vide its Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/191 dated December 20, 2023 and Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023, has introduced a common Online Dispute Resolution Portal ("ODR Portal") to facilitate online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market.

The procedure of raising complaints / disputes under the investor grievance redressal mechanism as framed by SEBI is as tabulated below:

	<u>Lodging of Complaints with the Company/ Company's Registrar and Transfer Agent (RTA)</u> An investor shall first take up his/her grievance against the Company/RTA by lodging a complaint directly with the Company's Registrar and Transfer Agent (RTA). Investor can also lodge complaint to the Company at the address mentioned on the top.
Level-1	
Level-2	If the grievance is not redressed satisfactorily in the Level 1 within 21 days of lodgements, the investor, in accordance with the SCORES guidelines, may escalate the same through the SEBI SCORES Portal in accordance with the process laid out therein. The SCORES Portal can be accessed at https://scores.gov.in/ .
Level -3	If the investor is still not satisfied with the outcome at Level 2 , investor can initiate Online Dispute Resolution through the ODR Portal at https://smartodr.in/login . Alternatively, the investor can initiate dispute resolution through the ODR Portal if the grievance lodged with Company/Company's RTA was not satisfactorily resolved or at any stage of the subsequent escalations mentioned in the above Levels (prior to or at the end of such escalation/s). The dispute resolution through the ODR Portal can be initiated only when the complaint/dispute is not under consideration in terms of the above Level 1 or Level 2 or SCORES guidelines as applicable or not pending before any

	arbitral process, court, and tribunal or consumer forum or are non-arbitrable in terms of Indian law.
	The dispute resolution through the ODR Portal can be initiated when within the applicable law of limitation (reckoned from the date when the issue arose/occurred that has resulted in the complaint/date of the last transaction or the date of disputed transaction, whichever is later).

Investors may also refer link <https://smartodr.in/login> to access the ODR Portal as well as to the modalities of the ODR portal and operational guidelines and instructions including timelines for registration / review / resolution of complaints/ disputes filed through the portal, manner of proceedings to be conducted by the ODR institutions, role and responsibilities of market \ infrastructure intermediaries, code of conduct for conciliators and arbitrators etc. as provided in the SEBI Circulars referred above and available on the website of the Company.

- The Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 which were superseded by SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 (now rescinded by Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 for Registrars to an Issue and Share Transfer Agents dated May, 17, 2023) read with Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has made it mandatory for the shareholders holding securities in physical form in listed companies, to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company for their corresponding folio numbers. Registrar will not process, any service requests or complaints received from the Member until unless above KYC and nomination will not be completed by shareholder. Further, the holders of the physical shares shall be eligible for any payment including dividend, interest or redemption payment, only through electronic mode with effect from April 1, 2024, in respect of folios for which KYC update and nomination has not be completed by such shareholder.

In view of the above, shareholders of the Company holding securities in physical form are hereby provided with the procedure for updation of bank / KYC details:

a) In case of shares are held in Physical mode

Sr. No.	Details to be provided or updated	Document required	Form required
1.	PAN(S) (including of joint holder)	Self-attested copy of PAN card (please make sure PAN to be linked with Aadhaar).	ISR-1
2.	Change of address	Copy of any one : Unique Identification Number (UID)(Aadhaar), Valid Passport, Registered Lease or Sale Agreement of Residence, Driving License, Flat Maintenance bill accompanied with additional self-attested copy of Identity Proof of the holder/claimant, Utility bills like Telephone bill (only land line) Electricity bill or Gas bill not more than 3 months old), Id card/document with address issued by any of the following : Central/State Government and its departments (duly attested by their employer), The Proof of Address in the name of the spouse with self-attested copy	ISR-1

Sr. No.	Details to be provided or updated	Document required	Form required
		of Identity Proof of the spouse, Client Master List provided by Depository Participant.	
3.	Email id	Mention e-mail id in ISR-1.	ISR-1
4.	Mobile Number	Mention mobile number in ISR-1.	ISR-1
5.	Bank detail	Original cancelled cheque (shareholder name printed on it); or Bank passbook/statement attested by bank.	ISR-1
6.	Confirmation of Signatures	Original Cancelled cheque (shareholder name printed on it) or Bank passbook/statement attested by bank and signature attested by bank on ISR-2.	ISR-2 & ISR-1
7.	Nomination	Detail of nominee in SH-13.	SH-13
8.	Cancellation or Change of Nomination	Detail in SH-14.	SH-14
9.	Declaration to opt-out of nomination	Declaration in ISR-3 after cancelling existing nomination, if any, through Form SH-14.	ISR-3
10.	Processing of various service requests such as : Issue of Duplicate securities certificate Replacement / Renewal / Exchange of securities certificate, Consolidation of securities certificate Sub-division / Splitting of securities certificate, Consolidation of folios etc.	Details in ISR-4.	ISR – 4

The shareholders can download the forms mentioned in aforementioned Circulars from the website of the RTA i.e. www.masserv.com or Company's website i.e. www.rathisteelandpower.com For any queries in this regard send an e-mail request at investor@masserv.com.

Shareholder(s) are requested to forward the duly filled in documents along with the related proofs as mentioned in the respective forms to the Company's RTA, MAS Services Limited, T-

Works & Corporate Office

A-3 Industrial Area South of G.T. Road Ghaziabad 201009 India
Phone (0120) 2840346 to 51, 0120 4934034 Fax (0120) 2840352
Website www.rathisteelandpower.com Email info@rathisteelandpower.com

34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi – 110020, Ph:011-26387281-82-83, Website:-www.masserv.com and at Email:- investor@masserv.com.

The scan copies of the documents may also be e-mailed through your registered email id with MAS Services Limited (RTA) at the e-mail id investor@masserv.com duly e-Signed on the forms and all proofs.

b) In case of shares are held in demat mode:

Please update your bank account and other details with your Depository Participant. The Company /RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank account and other details. Such changes are to be intimated only to the DPs of the Members.

STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee (NRC) and pursuant to the provisions of Sections 149, 150, 161(1) and Schedule IV of the Companies Act, 2013 ("the Act"), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Articles of Association of the Company, appointed Mr. Arpan Kumar Atrey (DIN: 11023021) as an Additional Independent Director of the Company with effect from March 29, 2025. In terms of the provisions of Section 161(1) of the Act, Mr. Arpan Kumar Atrey holds office only up to the date of ensuing Annual General Meeting of the Company or the last date on which the ensuing Annual General Meeting should have been held, whichever is earlier.

Further, as per Regulation 17(1C) of the Listing Regulations as amended from time to time, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Furthermore, as per Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a Special Resolution. Pursuant to the first proviso of Regulation 25(2A) of the Listing Regulations, where a Special Resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such Independent Director shall be deemed to have been made as if the approval of the shareholders have been obtained by way of Special Resolution.

Pursuant to Section 149, 150, 152, 160 and Schedule IV (Code for Independent Directors) of the Act read with Rules framed thereunder, the Listing Regulations and the Articles of Association of the Company, the Board of Directors of the Company after evaluating the skills, experience, expertise, knowledge of Mr. Arpan Kumar Atrey recommended the name of Mr. Arpan Kumar Atrey for appointment as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years from March 29, 2025 to March 28, 2030, for his first term.

Brief Resume, Profile and experience

Mr. Arpan Kumar Atrey is a Graduate and has a vast experience of the Steel Industry for more than 20 years in various known Groups. With more than 20 years immersed in the Steel sector, Mr. Atrey possesses a profound understanding of the Industry's dynamics, market trends, competitive landscape, and value chain. In this long tenure, he has navigated various economic cycles and adapted to evolving Industry practices. A significant portion of his career has been dedicated to the marketing of Steel products, which implies a strong grasp of market segmentation, customer relationship management, branding strategies, pricing models, and distribution channels relevant to the Steel Industry. Mr. Atrey has played an "important role" in product launches. He has experience in the entire lifecycle of introducing new Steel products to the market, which involved market research, product specification definition, go-to-market strategies, promotional activities, and post-launch monitoring. His involvement spanned cross-functional collaboration with teams in production, R&D, and sales. He has experience with various known Groups and having exposure to different organizational structures, operational styles, and potentially diverse product portfolios within the Steel Industry. This breadth of experience likely provides him with a well-rounded perspective and a strong network within the sector.

He has no inter-se relationship with any other director of the Company. Further, he is not holding any equity shares of the Company as on the date.

Mr. Arpan Kumar Atrey meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

- a. Experience of Operational matters- Being an eminent personality well recognized by the Steel Industry have in-depth expertise and understanding of marketing strategies and skill.
- b. Experience in handling management and strategic planning and product management.

Mr. Arpan has provided his consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act and a declaration that he satisfies all the conditions as to independence as set Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations and is not debarred for being appointed as a Director of the Company by any order of SEBI or any other authority.

The Board of Directors is of the view that Mr. Arpan Kumar Atrey is a person of integrity and possesses relevant expertise and experience to be appointed as an Independent Director of the Company. Further in their opinion he fulfils the conditions specified in the Act and the rules made there under and Listing Regulations and is independent of the management.

A notice under Section 160 of the Act received from a Member of the Company signifying his candidature as an Independent Director of the Company.

A copy of the Letter of Appointment for Independent Directors is available on the website of the Company and can be accessed at www.rathisteelandpower.com

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Arpan Kumar Atrey as an Independent Director.

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors recommend the resolution as set out at Item No. 1 of the Notice for approval of the shareholders as a Special Resolution.

Except Mr. Arpan Kumar Atrey, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution no. 1 as set out in the Notice.

Other requisite details of Mr. Arpan Kumar Atrey pursuant to the provisions of the Regulation 36 of Listing Regulations read with the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice.

Item No. 2:

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee (NRC) and pursuant to the provisions of Section 149, 150 and 161(1) of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Articles of Association of the Company, appointed Ms. Surbhi Pareek (DIN: 10231959) as an Additional Director in capacity of Independent Director effective from July 10, 2012. Subsequently, Ms. Surbhi Pareek was appointed as an Independent Director of the Company effective from July 10, 2023 for first term of 5 (five) consecutive years by the Members at their Annual General Meeting held on September 29, 2023, not liable to retire by rotation.

Ms. Surbhi Pareek informed the Board about the change in the circumstances which has affected her status as an Independent Director due to which she will not be able to exercise objective independent judgment with respect to matters as may be placed before the Board for deliberation and approval.

Considering the above and experience, expertise, knowledge and contribution of Ms. Surbhi Pareek on the Board and towards the Company as a whole, the Board of Directors on recommendation of the NRC, has approved the change in designation of Ms. Surbhi Pareek from Non-Executive Independent

Director to Non-Executive Non Independent Director of the Company with effect from May 9, 2025, subject to approval of the shareholders, on account of change in independence status.

Further, as per Regulation 17(1C) of the Listing Regulations as amended from time to time, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Pursuant to Sections 152 and, 160 of the Act read with Rules framed thereunder, the Listing Regulations and the Articles of Association of the Company, the Board of Directors of the Company recommended the name of Ms. Surbhi Pareek for appointment as Non-Executive Non Independent Director of the Company with effect from May 9, 2025, liable to retire by rotation.

Brief Resume, Profile and experience

Ms. Surbhi Pareek is a professional with in-depth academic foundation in commerce and specialized expertise in the interconnected fields of advertising, marketing, and Personal Relations (PR). Her educational background indicates a foundational understanding of core business principles, including accounting, economics, finance, and business law which makes her capable of contributing effectively to organizations with strategic communication and relationship management. Her Post Graduation Diploma in Advertising & Public Relations further solidifies her theoretical knowledge and practical skills in these domains. Ms. Pareek possesses a deep understanding of the advertising and marketing landscape. This includes knowledge of various advertising mediums (digital, print, broadcast, out-of-home), marketing strategies (brand building, market research, campaign development, digital marketing), and consumer behaviour. Her expertise likely encompasses crafting compelling narratives, identifying target audiences, and developing effective communication strategies to achieve marketing objectives.

Her Post Graduation Diploma in Advertising & PR highlights her skills in managing public perception and building strong relationships with stakeholders. This includes media relations, corporate communications, crisis management, and reputation building. The convergence of advertising, marketing, and personal relationship skills points towards a versatile professional capable of navigating diverse roles and responsibilities. She can likely contribute to various aspects of brand building, customer engagement, and organizational communication.

She is niece of Mr. Mahesh Pareek, Additional Director in capacity of Managing Director of the Company. Further, she is not holding any equity shares of the Company as on the date.

Ms. Surbhi Pareek has provided her consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under Section 164 of the Act and is not debarred for being appointed as a Director of the Company by any order of SEBI or any other authority.

A notice under Section 160 of the Act received from a Member of the Company signifying her candidature as Non-Executive Non Independent Director of the Company.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Surbhi Pareek as Non-Executive Non Independent Director, liable to retire by rotation.

Upon the recommendation of Nomination and Remuneration Committee, the Board of Directors recommend the resolution as set out at Item No. 2 of the Notice for approval of the shareholders as an Ordinary Resolution.

Except Ms. Surbhi Pareek, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution no. 2 as set out in the Notice.

Other requisite details of Ms. Surbhi Pareek pursuant to the provisions of the Regulation 36 of Listing Regulations read with the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice.

Item No. 3:

The Members of the Company on recommendation of the Board of Directors of the Company and Nomination and Remuneration Committee (NRC), pursuant to the provisions of Section 152 of the Companies Act, 2013 ("the Act") read with applicable Rules framed thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, appointed Mr. Abhishek Verma (DIN: 08104325) as Non-Executive Non Independent Director effective from May 16, 2018, liable to retire by rotation.

Brief Resume, Profile and experience

Mr. Abhishek Verma aged 33 years is a young and dynamic person having experience of more than eight years in Steel Industry.

Considering the experience, expertise, knowledge and contribution of Mr. Abhishek Verma on the Board and towards the Company as a whole, pursuant to Sections 196, 197 and 198 of the Act read with Schedule V thereto and applicable Rules framed thereunder and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors on recommendation of the NRC, has approved the change in designation of Mr. Abhishek Verma from Non-Executive Non Independent Director to Whole Time Director of the Company, liable to retire by rotation, with effect from March 25, 2025, subject to approval of the shareholders.

As per Section 196 and 197 of the Act the appointment and remuneration of Whole Time Director shall be approved by the shareholders of the Company. Further, as per Regulation 17 (1C) of the Listing Regulations, for appointment of a person on the Board of Directors, the approval of the shareholders of the Company shall be taken at the next general meeting or within three months from the date of appointment, whichever is earlier.

The Company has received all statutory disclosures / declarations from , Mr. Abhishek Verma, including (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act and he satisfies all the conditions as set out in Part-I of Schedule V and Section 196(3) of the Companies Act, 2013 and is not debarred for being appointed as an Director of the Company by order of SEBI or any statutory authority. The Company has also received a notice under Section 160 of the Act from a Member, proposing the candidature of Mr. Abhishek Verma for the office of Whole Time Director.

Accordingly, the Board of Directors have recommended the change in designation of Mr. Abhishek Verma from Non-Executive Non-Independent Director to Whole Time Director of the Company, liable to retire by rotation, and Key Managerial Personnel of the Company, for a period of five years effective from March 25, 2025, on terms and conditions as mutually agreed between Mr. Abhishek Verma and the Company, including the remuneration for a period of 3 years with effect from March 25, 2025, as detailed in Resolution No. 3 in this Notice.

The remuneration details and terms and conditions as set out in Resolution No. 3 in this Notice may be treated as a written memorandum setting out the terms of appointment pursuant to Section 190 of the Act.

Works & Corporate Office

A-3 Industrial Area South of G.T. Road Ghaziabad 201009 India
Phone (0120) 2840346 to 51, 0120 4934034 Fax (0120) 2840352
Website www.rathisteelandpower.com Email info@rathisteelandpower.com

The resolution seeks the approval of Members for the appointment of Mr. Abhishek Verma as a Whole Time Director of the Company for a term of five consecutive years effective from March 25, 2025 and remuneration for a period of three years effective from the same date.

The Company having inadequate profits, the remuneration recommended and approved by the Board subject to the shareholders' approval, is within the limits prescribed under Section II of Part II of Schedule V of the Act and applicable provisions of Listing Regulations and shall be treated as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Act and rules framed thereunder and any other applicable provisions of the Act and the Listing regulations.

The information as required under Section II of Part II of Schedule V of the Act is annexed to this Notice.

Mr. Abhishek Verma and his relatives (to the extent of their shareholding in the Company, if any) are deemed to be concerned and interested in this resolution.

Save as except provided above, no other Director of the Company, Key Managerial Personnel or their relatives, is, in anyway concerned or interested in the proposed resolution.

The Board of Directors recommend the resolution set forth in the Notice as Item No. 3 for the approval of Members as an Ordinary Resolution.

Other requisite details of Mr. Abhishek Verma pursuant to the provisions of the Regulation 36 of Listing Regulations read with the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice.

Item No. 4:

The Board of Directors of the company on the recommendation of Nomination and Remuneration Committee (NRC) and pursuant to the provisions of Sections 161(1), 196, 197 and 198 of the Companies Act, 2013 ("the Act") read with Schedule V thereto and applicable Rules framed thereunder, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Articles of Association of the Company and after evaluating the skills, experience, expertise, knowledge of Mr. Rajesh Khurana (DIN: 11015277), appointed him as an Additional Director of the Company in the capacity of Executive Director (Whole Time Director)-Business Development with effect from March 25, 2025. In terms of the provisions of Section 161(1) of the Act, Mr. Rajesh Khurana holds office as such only up to the date of ensuing Annual General Meeting of the Company or the last date on which the ensuing Annual General Meeting should have been held, whichever is earlier.

Brief Resume, Profile and experience

Mr. Rajesh Khurana is a very experienced veteran of the Steel Industry having more than 40 years of experience in sales, marketing and business development for various groups in Steel Industry. This longevity in the Steel Industry speaks volumes about his resilience, adaptability, and ability to navigate market fluctuations and technological advancements. Such extensive experience provides him with a significant historical perspective and a strong network within the Industry. His extensive career, spanning over four decades, signifies a deep understanding of the sector's dynamics, challenges, and opportunities. His expertise lies primarily in the crucial areas of sales, marketing, and business development. He played a key role in retail market development for various Companies. His involvement in sales for various groups within the Steel Industry is a proven track record in driving revenue and managing customer relationships. He possesses strong negotiation, communication, and client management skills. His deep immersion in the Steel Industry over four decades has equipped him with comprehensive knowledge of raw materials, manufacturing processes, product specifications, Industry regulations, and key players. The Steel Industry has undergone significant transformations over the past 40 years. Mr. Khurana's continued success suggests a strong ability to adapt to evolving market trends, technological advancements, and changing customer needs.

Mr. Rajesh Khurana meets the following skills and capabilities required for the role as the Whole Time Director, as have been identified by the Board of Directors of the Company:

- **Strategic Guidance:** His deep understanding of the Steel market makes him a valuable asset for strategic planning and decision-making.
- **Market Expansion:** His expertise in retail market development can be instrumental in expanding the reach of Steel products to new customer segments.
- **Sales Growth:** His proven sales track record can contribute to increased revenue and market share.
- **Business Partnerships:** His business development skills can facilitate the creation of beneficial alliances and collaborations.
- **Mentorship and Knowledge Transfer:** His vast experience makes him a valuable mentor for younger professionals in the Steel Industry.

As per Section 196 and 197 of the Act the appointment and remuneration of Whole Time Director shall be approved by the shareholders of the Company. Further, as per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received all statutory disclosures / declarations from Mr. Rajesh Khurana, including (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act and he satisfies all the conditions as set out in Part-I of Schedule V and Section 196(3) of the Companies Act, 2013 and is not debarred for being appointed as an Director of the Company by order of SEBI or any statutory authority. The Company has also received a notice in writing under Section 160 of the Act from a Member, proposing the candidature of Mr. Rajesh Khurana for the office of Whole Time Director.

Accordingly, the Board of Directors have recommended the appointment of Mr. Rajesh Khurana as Executive Director (Whole Time Director)- Business Development of the Company, liable to retire by rotation, and Key Managerial Personnel of the Company, for a period of five years effective from March 25, 2025, on terms and conditions as mutually agreed between Mr. Rajesh Khurana and the Company, including the remuneration for a period of 3 years with effect from March 25, 2025, as detailed in Resolution No. 4 in this Notice.

The remuneration details and terms and conditions as set out in Resolution No. 4 in this Notice may be treated as a written memorandum setting out the terms of appointment pursuant to Section 190 of the Act.

The resolution seeks the approval of Members for the appointment of Mr. Rajesh Khurana as a Whole Time Director of the Company for a term of five consecutive years effective from March 25, 2025 and remuneration for a period of three years effective from the same date.

The Company having inadequate profits, the remuneration recommended and approved by the Board subject to the shareholders approval, is within the limits prescribed under Section II of Part II of Schedule V of the Act and applicable provisions of Listing Regulations and shall be treated as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Act and rules framed thereunder and any other applicable provisions of the Act and the Listing regulations.

The information as required under Section II of Part II of Schedule V of the Act is annexed to this Notice.

Mr. Rajesh Khurana and his relatives (to the extent of their shareholding in the Company, if any) are deemed to be concerned and interested in this resolution.

Save as except provided above, no other Director of the Company, Key Managerial Personnel or their relatives, is, in anyway concerned or interested in the proposed resolution.

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The Board of Directors recommend the resolution set forth in the Notice as Item No. 4 for the approval of Members as an Ordinary Resolution.

Other requisite details of Mr. Rajesh Khurana pursuant to the provisions of the Regulation 36 of Listing Regulations read with the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice.

Item No. 5:

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee (NRC) and pursuant to the provisions of Sections 161(1), 196, 197 and 198 of the Companies Act, 2013 ("the Act"), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Articles of Association of the Company and after evaluating the skills, experience, expertise, knowledge of Mr. Mahesh Pareek (DIN: 00174146) appointed him as an Additional Director of the Company in the capacity of Managing Director with effect from May 9, 2025. In terms of the provisions of Section 161(1) of the Act, Mr. Mahesh Pareek holds office as such only up to the date of ensuing Annual General Meeting of the Company or the last date on which the ensuing Annual General Meeting should have been held, whichever is earlier.

Brief Resume, Profile and experience

Mr. Mahesh Pareek is a highly seasoned professional with a substantial and diverse career spanning approximately 40 years. His experience across marketing, accounts, secretarial work, and strategic planning suggests a well-rounded understanding of various facets of business operations. With 40 years in the Industry, Mr. Pareek possesses a deep understanding of marketing principles, strategies, and tactics. This encompasses market research, branding, product development, pricing, distribution, and promotion. His experience across different companies have exposed him to diverse marketing approaches and challenges. His experience in accounts and proficiency in financial record-keeping, reporting, analysis, and potentially budgeting and forecasting indicates a strong understanding of financial health and management within organizations. He is also experienced in administrative functions, corporate governance, compliance, and potentially legal and regulatory matters. He has handled documentation, communication, and ensuring adherence to organizational policies and legal requirements.

His tenure at companies like PVM Polytex Limited and Rathi Group further indicates exposure to potentially large and complex organizational structures.

Mr. Mahesh Pareek meets the following skills and capabilities required for the role as the Managing Director, as have been identified by the Board of Directors of the Company:

- **Extensive Experience:** Four decades in the Industry is a significant track record, suggesting a wealth of knowledge, insights, and lessons learned.
- **Versatility:** His experience across multiple domains (marketing, accounts, secretarial work, strategic planning) makes him a versatile professional capable of understanding and contributing to various aspects of a business.
- **Strategic Thinker:** His involvement in strategic planning indicates an ability to think critically, analyze situations, and contribute to the long-term success of organizations.
- **Industry Knowledge:** His experience with specific groups like PVM Polytex and Rathi Group likely provides him with valuable Industry-specific knowledge and networks.
- **Adaptability:** Working across various companies suggests an ability to adapt to different organizational structures and cultures.

As per Section 196 and 197 of the Act the appointment and remuneration of Managing Director shall be approved by the shareholders of the Company. Further, as per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, the listed entity shall ensure that approval of shareholders for appointment

of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received all statutory disclosures / declarations from Mr. Mahesh Pareek, including (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act and he satisfies all the conditions as set out in Part-I of Schedule V and Section 196(3) of the Companies Act, 2013 and is not debarred for being appointed as an Director of the Company by order of SEBI or any statutory authority. The Company has also received a notice under Section 160 of the Act from a Member, proposing the candidature of Mr. Mahesh Pareek for the office of Managing Director.

Accordingly, the Board of Directors have recommended the appointment of Mr. Mahesh Pareek as Managing Director of the Company, not liable to retire by rotation, and Key Managerial Personnel of the Company, for a period of five years effective from May 9, 2025, on terms and conditions as mutually agreed between Mr. Mahesh Pareek and the Company, including the remuneration for a period of 3 years with effect from May 9, 2025, as detailed in Resolution No. 5 in this Notice.

The remuneration details and terms and conditions as set out in Resolution No. 5 in this Notice may be treated as a written memorandum setting out the terms of appointment pursuant to Section 190 of the Act.

The resolution seeks the approval of Members for the appointment of Mr. Mahesh Pareek as a Managing Director of the Company for a term of five consecutive years effective from May 9, 2025 and remuneration for a period of three years effective from the same date.

The Company having inadequate profits, the remuneration recommended and approved by the Board subject to the shareholders approval, is within the limits prescribed under Section II of Part II of Schedule V of the Act and applicable provisions of Listing Regulations and shall be treated as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Act and rules framed thereunder and any other applicable provisions of the Act and the Listing regulations.

The information as required under Section II of Part II of Schedule V of the Act is annexed to this Notice.

Mr. Mahesh Pareek and his relatives (to the extent of their shareholding in the Company, if any) are deemed to be concerned and interested in this resolution.

Save as except provided above, no other Director of the Company, Key Managerial Personnel or their relatives, is, in anyway concerned or interested in the proposed resolution.

The Board of Directors recommend the resolution set forth in the Notice as Item No. 5 for the approval of Members as an Ordinary Resolution.

Other requisite details of Mr. Mahesh Pareek pursuant to the provisions of the Regulation 36 of Listing Regulations read with the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned in this explanatory statement and/or annexed to this notice.

**By the order of the Board
For Rathi Steel and Power Limited**

**Sd/-
Shobhita Singh
Company Secretary and Compliance Officer
M. No. ACS-31178**

**May 9, 2025
New Delhi**

Annexure

Details of the Director seeking re-appointment pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, as applicable.

Name	Mr. Arpan Kumar Atrey	Ms. Surbhi Pareek	Mr. Abhishek Verma	Mr. Rajesh Khurana	Mr. Mahesh Pareek
DIN	11023021	10231959	08104325	11015277	00174146
Age	37 Years	27 years	33 Years	65 Years	61 Years
Qualifications and experience	A graduate with more than 20 years of experience of the Steel Industry in various known Groups. He played key role in product launching etc.	A commerce graduate, holds Post Graduation Diploma in Advertising & PR. She has knowledge and expertise in advertising / marketing and Personal Relationship.	A graduate, young and dynamic person having experience of more than 8 years in various fields.	A graduate and very experienced veteran of the Steel Industry having more than 40 years of experience in sales, marketing and business development for various groups in Steel Industry. He played a key role in retail market development for various Companies.	A graduate and very experienced veteran of the Industry having about 40 years of experience in marketing, Accounts, Secretarial work, etc. across various companies / Groups, including PVM Polytex Limited, Rathi Group etc.
Terms and conditions of appointment/re-appointment including remuneration proposed to be paid	As detailed in Resolution No. 1 read with statement under Section 102 of the Companies Act, 2013.	As detailed in Resolution No. 2 read with statement under Section 102 of the Companies Act, 2013.	As detailed in Resolution No. 3 read with statement under Section 102 of the Companies Act, 2013.	As detailed in Resolution No. 4 read with statement under Section 102 of the Companies Act, 2013.	As detailed in Resolution No. 5 read with statement under Section 102 of the Companies Act, 2013.
Details of remuneration last drawn	NA	None	None	NA	NA
Date of first appointment on the Board	29.03.2025	10.07.2023	16.05.2018	25.03.2025	09.05.2025
Expertise in specific functional areas	His core areas are Marketing and product branding / launching.	She is expert in Advertisement, Mass Communication and Public Relation.	His specialized area is Material management.	His main focus areas are Marketing and Business Development.	His expertise is in the field of secretarial and accounting.

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Name	Mr. Arpan Kumar Atrey	Ms. Surbhi Pareek	Mr. Abhishek Verma	Mr. Rajesh Khurana	Mr. Mahesh Pareek
No. of Board Meetings attended during FY 2024-25	N.A.	16	16	N.A.	N.A.
Directorships held in other companies including listed entities in India	None	None	None	None	None
Name of listed entities from which the person has resigned in the past three years as Director	None	None	None	None	None
Memberships/ Chairmanships of Committees of Board in other companies including listed entities in India	None	None	None	None	None
Shareholding in the Company (including shareholding as a beneficial owner)	Nil	Nil	Nil	Nil	0.014% (11,661 Equity Shares)
Relationship with any other Director/Key Managerial Personnel of the Company	None	Mr. Mahesh Pareek is uncle of Ms. Surbhi Pareek.	None	None	Mr. Mahesh Pareek is uncle of Ms. Surbhi Pareek.
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As detailed in statement under Section 102 of the Companies Act, 2013, with respect to Resolution 1.	NA	NA	NA	NA

Details as required under Section II of Part II of Schedule V of the Companies Act, 2013:

I. General information:

(1) **Nature of Industry:** Company is engaged in manufacturing of Steel products of various grades, size, specifications

(2) **Date or expected date of commencement of commercial production:** Company is already operating Steel unit and started production in rolling mill on February 07, 1973.

(3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** N.A.

(4) **Financial performance based on given indicators:**

PARTICULARS	FY 2023-24 (RS. IN LAKHS)	2022-23 (RS. IN LAKHS)
Total Revenue	49628.32	72756.98
EBITDA (before Exceptional / Extraordinary Items)	2424.91	3268.17
Interest / Finance Charges	1173.57	1210.31
Depreciation	874.29	832.52
Exceptional / Extraordinary Items	1983.65	7521.82
Profit Before Tax(PBT)	2360.70	8747.17
Tax adjusted for earlier year(s)	7.30	24.89
Profit after Tax (PAT)	2353.40	8722.28
Dividend	0	0

(5) **Foreign investments or collaborations, if any.:** N.A.

II. Information about the appointee:

S. No.	Particulars	Mr. Abhishek Verma (DIN:08104325)	Mr. Rajesh Khurana (DIN: 11015277)	Mr. Mahesh Pareek (DIN: 00174146)
1.	Background details	Mr. Abhishek Verma aged about 33 years is a graduate young and dynamic person having experience of more than eight Years in Steel Industry	Mr. Rajesh Khurana aged about 65 years is a graduate with experience of more than 40 years in Sales / Marketing and business development with various companies / groups.	Mr. Mahesh Pareek aged about 61 years is a graduate with experience of more than 40 years in marketing, accounts, secretarial work with various companies / groups.
2.	Past remuneration	None	N.A.	N.A.
3.	Recognition or awards	None	None	None
4.	Job profile and his suitability	Strategic Guidance: His experience of more than eight years in Steel Industry with deep understanding of the Steel	Strategic Guidance: His deep understanding of the Steel market makes him a valuable asset for strategic planning and decision-making.	Extensive Experience: Four decades in the Industry is a significant track record, suggesting a wealth of knowledge, insights, and lessons learned. Versatility: His experience across

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S. No.	Particulars	Mr. Abhishek Verma (DIN:08104325)	Mr. Rajesh Khurana (DIN: 11015277)	Mr. Mahesh Pareek (DIN: 00174146)
		market makes him a valuable professional capable of understanding and contributing to various aspects of a business including but not limited to strategy.	• Market Expansion: His expertise in retail market development can be instrumental in expanding the reach of Steel products to new customer segments. • Sales Growth: His proven sales track record can contribute to increased revenue and market share. • Business Partnerships: His business development skills can facilitate the creation of beneficial alliances and collaborations. • Mentorship and Knowledge Transfer: His vast experience makes him a valuable mentor for younger professionals in the Steel Industry.	multiple domains (marketing, accounts, secretarial work, strategic planning) makes him a versatile professional capable of understanding and contributing to various aspects of a business. • Strategic Thinker: His involvement in strategic planning indicates an ability to think critically, analyze situations, and contribute to the long-term success of organizations. • Industry Knowledge: His experience with specific groups like PVM Polytex and Rathi Group likely provides him with valuable Industry-specific knowledge and networks. • Adaptability: Working across various companies suggests an ability to adapt to different organizational structures and cultures.
5.	Remuneration proposed (annually) (in INR)	5,04,000/-	10,80,000/-	12,00,000/-
6.	Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, profile, knowledge, skills and responsibilities shouldered, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) on other companies in the Industry.	Taking into consideration the size of the Company, profile, knowledge, skills and responsibilities shouldered, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) on other companies in the Industry.	Taking into consideration the size of the Company, profile, knowledge, skills and responsibilities shouldered, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) on other companies in the Industry.

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S. No.	Particulars	Mr. Abhishek Verma (DIN:08104325)	Mr. Rajesh Khurana (DIN: 11015277)	Mr. Mahesh Pareek (DIN: 00174146)
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel or other Director, if any.	None	None	Mr. Mahesh Pareek is uncle of Ms. Surbhi Pareek.

III. Other information:

(1) Reasons of loss or inadequate profits: The accumulated losses pertain to periods when the Steel Industry suffered due to various external factors. The Company's position further worsened on account of unfavorable conditions at the Orissa plant, which was ultimately hived off / sold to reduce debt burden.

(2) Steps taken or proposed to be taken for improvement: The Company has taken various steps over the last few years like selling Orissa plant, ramping up production of value added Steel at Ghaziabad plant including various de bottlenecking measures and raising equity through preferential allotment which was utilized to retire debt / address working capital and capital expenditure needs.

(3) Expected increase in productivity and profits in measurable terms:

There has already been a turnaround in performance. The Company has been generating profits over the last few years. The production capacity utilization have also improved and expected to be further ramped up.