RATHI STEEL AND POWER LTD.

NOTICE for 55th AGM

2025-26

A YEAR OF
RESILIENCE, GROWTH AND INNOVATION

NOTICE

NOTICE is hereby given that the 55th Annual General Meeting of the Members of Rathi Steel and Power Limited will be held on TUESDAY, the 29th DAY OF September 2026 at 13.30 PM to through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2026 AND THE REPORTS OF THE AUDITORS AND DIRECTORS THEREON.**

2. **TO RE-APPOINT MR. ABHISHEK VERMA (DIN: 08104325), EXECUTIVE DIRECTOR (WHOLE TIME DIRECTOR), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

SPECIAL BUSINESS:

3. **TO RATIFY THE REMUNERATION OF COST AUDITORS OF THE COMPANY FOR FINANCIAL YEAR 2026-27**

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s R. M. Bansal & Co., Practicing Cost and Management Accountants (Firm Registration No. 000022), appointed by the Board of Directors of the Company as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027, amounting to Rs. 50,000/- (Rupees Fifty Thousand only) plus taxes as may be applicable and reimbursement on actual basis of such other out of pocket expenses as may be incurred by the said Cost Auditors during the course of the audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **TO APPROVE ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in conformity with Table A of the Schedule I of the Act and subject to such approvals, permissions and sanctions as may be necessary, consent of the Members be and is hereby accorded for adoption of the new set of Memorandum of Association of the Company in substitution of and to the exclusion of the existing Memorandum of Association of the Company, inter-alia, incorporating the following changes:

1. *All references to the **"Companies Act, 1956"** and the corresponding provisions/sections thereunder appearing in the existing Memorandum of Association, if any, be substituted with references to the **"Companies Act, 2013"** and the corresponding applicable provisions/sections thereof, wherever applicable.*
2. *in accordance with the Table A of the Schedule I of the Act, the Clause III (A), III (B) and Clause IV of the Memorandum of Association of the Company, be renamed and read as under:*

Clause III (A)	*The objects to be pursued by the Company on its incorporation are:*
Clause III (B)	*Matters which are necessary for furtherance of the objects specified in Clause III (A) are:*
Clause IV	*The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them.*

3. *Existing Clause III (C) – "Other Objects of the Company are as follows", be deleted.*

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, any of the Directors or Company secretary of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including acceptance of any changes as may be suggested by the Registrar of Companies and/or any other competent authority, without requiring the Board of Directors to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board
For Rathi Steel And Power Ltd

Sd/-
Mahesh Pareek
(Managing Director)
DIN: 00174146

Date: 01-09-2026
Place : New Delhi

Registered Office: 24/1 Block -A, Mohan Cooperative Industrial Estate,
Mathura Road, New Delhi - 110044
CIN: L27109DL1971PLC005905
Phone : 011- 45058011
Email : investors@rathisteelandpower.com
Website : www.rathisteelandpower.com

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the "**Act**") the Secretarial Standards on General Meetings **("SS-2")** issued by the Institute of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is annexed hereto.
2. In compliance with the circular issued by the Ministry of Corporate Affairs ("**MCA**"), vide its General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard, latest being General Circular No. 3/2025 dated September 22, 2025(hereinafter collectively referred to as "**MCA Circulars**"), applicable provisions of the Act and the Listing Regulations and relevant circulars issued by Securities and Exchange Board of India **('SEBI')** in this regard (referred hereinafter as **"SEBI Circulars")**, the 55th Annual General Meeting **("AGM")** of the Company is being conducted through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**"), which does not require physical presence of the Members at a common venue. The proceedings of the 55th AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the 55th AGM. Route map of the venue of the Meeting is accordingly not annexed hereto.

3. Further, the relevant details, pursuant to Regulation 36(3) of the Listing Regulations and SS-2 , in respect of Directors seeking re-appointment are also annexed hereto and forms part of the Notice.

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In terms of MCA Circulars read with SEBI Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for this AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Mr. Sameer Kishore Bhatnagar (Practicing Company Secretary) holding membership of Institute of Company Secretaries of India (M. No. ACS 30997 and CoP No. 13115), as the Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.

5. The Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc.,) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend and participate at the AGM through VC/OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to **csskbhatnagar@gmail.com** with a copy marked to **evoting@nsdl.co.in.**

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

7. Members can login and join the AGM 30 minutes prior to the scheduled time to start the AGM and the window for joining shall

be kept open till the expiry of 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. For enabling the members to participate at the 55th AGM through VC / OAVM, the Company has appointed National Securities Depository Limited ("NSDL") to provide VC/OAVM facility. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.

8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of e-voting to exercise votes on the items of business proposed to be passed in 55th AGM through electronic voting system. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.

The members whose names appear in the Register of Members/list of Beneficial Owners as on the closure of September 22, 2026, Wednesday (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process through the remote e-voting platform or to e-vote at the AGM.

10. The Company is not declaring any dividend for year ending 31st March 2026.

11. The audited Financial Statements of the Company for the financial year ended March 31, 2026 along with the Auditor's Report thereon, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements maintained under Section 189 of the Act and such other documents as referred in the Notice of the 55th AGM and explanatory statement, are available for inspection at the registered office of the Company during the business hours from Monday to Friday and also on the day of the AGM. Members seeking to inspect such documents can send an email to the Company at **investors@rathisteelandpower.com**.

12. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting and shall make, not later than 2 working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting.

13. The Results declared alongwith the report of the Scrutinizer shall be displayed at the Registered Office and Corporate Office of the Company, as well as placed on the website of the Company viz, www.rathisteelandpower.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

14. The recorded transcript of the 55th AGM shall also be made available on the website of the Company at www.rathisteelandpower.com in the Investor's section, as soon as possible after the AGM is over.

15. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of AGM, i.e. September 29, 2026, Tuesday.

16. KYC COMPLIANCE:

KYC updation for physical members: SEBI vide its Master Circular No. SEBI/HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026, mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN (linked with Aadhaar); Contact Details; Postal Address with Pin code, Mobile Number, Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, as may be applicable, only through electronic mode with effect from April 01, 2024. Further, such security holder shall not be able to lodge grievance or avail any service request from the Registrar to an Issue and Share Transfer Agent ("RTA"), until the KYC details are updated. Therefore, members of the Company, holding shares in physical mode are requested to immediately update their aforesaid KYC details with the RTA of the Company to avoid any hardship /consequences as above. For facilitating to update their aforesaid KYC details, nomination details and further for processing various service requests, the Company has uploaded required forms – ISR1, ISR2, ISR3, ISR4, ISR-5, SH13 and SH14, as applicable, on its website viz. www.rathisteelandpower.com. Members can download the Forms, as applicable / required, fill in the details and send to the RTA of the Company along with requisite documents for updating the details.

17. Members who hold shares in dematerialised form and wish to update their PAN, contact details, Bank details, signatures and Nomination, are requested to contact their respective Depository Participants ("DPs").

18. All existing investors are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market. However, all new investors shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts except for jointly held demat accounts.

19. As per Regulation 40(1) of the Listing Regulations, as amended, read with SEBI Master Circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, members are advised to dematerialise their shares held in physical form. Members are accordingly requested to get in touch with any DP having registration with SEBI to open a Demat account or alternatively, contact RTA to seek guidance in the demat procedure. Members may also visit website of the depositories, NSDL viz. https://nsdl.co.in/faqs/faq.php or CDSL viz. https://www.cdslindia.com/investors/open-demat.html for further understanding of the demat procedure.

20. Online Dispute Resolution (ODR) Portal

With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, SEBI vide its circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023 as amended from time to time, mandated establishment of common Online Dispute Resolution Portal ("ODR Portal"), by Market Infrastructure Institutions, which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTAs) or specified intermediaries/regulated entities, in Indian Securities Market.

The ODR Portal allows the investors/shareholders to enrol themselves, file unresolved grievance, upload documents and get status updates pertaining to the unresolved grievances filed against listed entities/ its RTA.

The process for initiation of Dispute Resolution process is enumerated below:

- An investor/client shall first take up his/her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
- If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal (www.scores.gov.in) in accordance with SCORES Guidelines in accordance with the process laid out.
- If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client may initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalation(s).
- The concerned Market Participant may also initiate dispute resolution through the ODR Portal after having given due notice of at least 15 calendar days to the investor/client for resolution of the dispute which has not been satisfactorily resolved between them.
- The SMART ODR Portal can be accessed at: https://smartodr.in/login and for more information shareholders are requested to visit the weblink.

21. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder and Regulation 36 of Listing Regulations and in terms of MCA and SEBI Circulars, the notice of the AGM along with the Annual Report for the financial year 2025-26 and other communications is being sent by electronic mode to those Members who have registered their e-mail address with the DPs in case of shareholders holding shares in demat mode or with RTA / the Company in case of shareholding in physical form. Physical copy of the Notice of the 55th AGM along with Annual Report for the financial year 2025-26 shall be sent to those members who request for the same. Members may send their request on investors@rathisteelandpower.com or through a request letter at Rathi Steel and Power Limited, 24/1, Block A, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi 110044, addressed to the Company Secretary. Members who have not registered their email id's are requested to update/register their e-mail address.

22. The Company is also sending a letter providing the web-link, including the exact path, where complete details of this AGM Notice and the Annual Report is available to those Members who have not registered e-mail ids with Company/ RTA/ DP.

23. Members holding shares in physical form and who have not updated their e-mail ids with the Company /RTA/ DP are requested to update their e-mail ids and other details through updating their KYC by submitting the prescribed Form(s) either to the RTA of the Company or directly to the Company in the manner specified under KYC compliance section provided in this Notice. Members holding shares in dematerialised (Demat) mode are requested to register/update their e-mail addresses with the relevant DPs. In case of any queries/difficulties in registering the e-mail address, members may write to the RTA at investor@masserv.com or may send a letter at Mas Services Limited, T-34, Second Floor Okhla Industrial Area, Phase-II, New Delhi- 110020 or to the Company at investors@rathisteelandpower.com or letter at Rathi Steel and Power Limited, 24/1, Block A, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi 110044 addressed to the Company Secretary.

24. Members may note that this Notice of the AGM and Annual Report for the Financial Year 2025-26 will also be available on the Company's website viz www.rathisteelandpower.com, Stock Exchange's website i.e. BSE Limited at www.bseindia.com, and on website of NSDL at www.evoting.nsdl.com.

25. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in demat form and to the Company/RTA if the shares are held by them in physical form.

26. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

27. Dividends, if not encashed for a consecutive period of 7 years, from the date of transfer to Unpaid/Unclaimed Dividend Account of the Company, are liable to be transferred to Investor Education and Protection Fund ("IEPF"). Further, the shares of a member who does not encash his/ her dividend for a continuous period of 7 years, are also liable to be transferred to the demat account of IEPF Authority. In view of this, the Company has already transferred unclaimed dividend declared for the financial year ended March 31, 2012 and earlier periods to IEPF. The members, who have not yet claimed their dividend, paid by the Company for such period or shares issued to such members, where ever applicable, are requested to claim their dividends and/or shares from the Company / RTA. The members, whose unclaimed dividends and/or shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 by following the applicable procedure. The member can file only one consolidated claim in a financial year as per the IEPF Rules.

28. In terms of SEBI Master Circular dated January 30, 2026, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective DPs.

    The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members.

    i. The remote e-voting period begins on September 26, 2026, Saturday at 9:00 A.M. and ends on September 28, 2026, Monday, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. September 22, 2026, Wednesday may cast their vote electronically. Those Members, who will be present in the AGM through VC facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The e-voting module shall be activated 30 minutes before the scheduled time of the AGM and shall remain activated 15 minutes after the closure of AGM and shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, thereafter the member shall not be allowed to change it subsequently

29. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC but shall not be entitled to cast their vote again.

30. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date shall obtain User ID and Password and follow the same procedure for e-Voting as mentioned below.

31. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on September 26, 2026, Saturday at 9:00 A.M. and ends on September 28, 2026, Monday, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. September 22, 2026, Wednesday may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date, being i.e. September 22, 2026, Wednesday.

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. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, 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.

Type of Shareholders	Login Method
	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.

i. 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.

ii. Once the home page of e-voting system is launched, click on the icon **"Login"** which is available under 'Shareholder/Member' section.

iii. 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.

iv. 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***

v. Password details for Members, other than Individual Members, are given below:

a) If you are already registered for e-voting, then you can use your existing Password to login and cast your vote.

b) 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.

c) 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'**.
- 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"** *(Electronic Voting Event Number)* 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 NSDL (agency for providing the Remote e-Voting facility) at evoting@nsdl.com and the Company at invstors@rathisteelandpower.com. Corporate/Institutional shareholders 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 getting the copy of this Notice, 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@rathisteelandpower.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@rathisteelandpower.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 **and joining virtual meeting** 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.

1. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

2. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against the Company name **– Rathi Steel and Power Limited**. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who have questions may send their questions in advance latest by September 27, 2026, Sunday mentioning their name, demat account number/folio number, email id, mobile number at investors@rathisteelandpower.com, The same will be replied by the Company suitably.

3. REGISTRATION AS SPEAKER AT THE AGM:

1. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker shareholder by sending request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at investors@rathisteelandpower.com **on or before September 26, 2026, Saturday (5:00 p.m. IST)** under the heading **SPEAKER.** Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for speaking, depending on the availability of time for the AGM.
2. Further members, who have registered themselves as speaker shareholder, will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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

Item No. 3

The Board of Directors at its meeting held on September 01, 2026, on the recommendation of the Audit Committee, has approved the appointment of M/s. R. M. Bansal & Co., Practicing Cost and Management Accountants (Firm Registration No. 000022), as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and reimbursement on actual basis of such other out of pocket expenses as may be incurred by the said Cost Auditors during the course of the audit.

The fee approved by the Board of Directors on the recommendation of the Audit Committee of the Board of the Company is after considering work & time involved, size of audit team and frequency of audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, approval of the members is sought for passing an ordinary resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2027.

The Board recommends the resolution under Item No. 3 for approval of members of the Company by way of an Ordinary Resolution.

None of the Directors, key managerial personnel of the Company and their relatives (except to the extent of their shareholding in the Company, if any), are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

Item No. 4:

The Members are being informed that the Company's existing Memorandum of Association ("MOA") currently includes provisions that are applicable under the Companies Act, 1956. However, since the Companies Act, 1956 has been repealed and the Companies Act, 2013 ("the Act") has been enacted (which has also undergone significant changes since then), it is proposed to align the Company's MOA with the latest provisions of the Act and further adopt a new set of MOA (primarily based on Table A as set out under Schedule I to the Act) in place of existing MOA.

The Board at its meeting held on the September 01, 2026 approved and recommended the adoption of new set of MOA as per the provisions of the Act in place of and to the exclusion of existing MOA of the Company.

Pursuant to the provisions of Section 13 of the Act read with applicable Rules framed thereunder, the said alteration requires the approval of members of the Company by way of Special Resolution.

The Board recommends the resolution under Item No. 4 for approval of members of the Company by way of a Special Resolution.

The existing MOA and the draft of the restated MOA proposed for approval, are uploaded on the website of the Company at www.rathisteelandpower.com and also available for inspection by the shareholders of the Company during normal business hours on all working days at the registered office of the Company and shall also be open for electronic inspection during the AGM.

None of the Directors, key managerial personnel of the Company and their relatives (except to the extent of their shareholding in the Company, if any), are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

By Order of the Board
For Rathi Steel and Power Limited

Sd/-
Name: Mahesh Pareek
Designation: Managing Director
DIN:00174146

Date: 01-09-2026
Place: New Delhi

Registered Office: 24/1 Block -A, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi - 110044
CIN: L27109DL1971PLC005905
Phone : 011- 45058011
Email : investors@rathisteelandpower.com
Website : www.rathisteelandpower.com

PURSUANT TO REGULATION 36(3) OF LISTING REGULATIONS AND IN TERMS OF SECRETARIAL STANDARDS ON GENERAL MEETING (SS-II) ISSUED BY THE INSTITUTE OF COMPANIES SECRETARIES OF INDIA, BRIEF PARTICULARS OF THE DIRECTOR SEEKING RE-APPOINTMENT ARE AS UNDER:

Name of Director	ABHISHEK VERMA (DIN: 08104325)
Date of Birth (Age)	01-10-1992
Nationality	Indian
Date of first Appointment on Board of Company	16-05-2018
Qualifications and experience	A graduate, young and dynamic result oriented person having experience of more than 9 years in various fields.
Resume/Expertise in Specific functional Area, in brief	Detail-oriented and results-driven person with 9+ years of hands-on experience in inventory handling and warehouse operations in the manufacturing sector. Proven expertise in managing raw materials, consumables, and finished goods, executing ERP-based inventory tracking, and streamlining goods inward/outward processes. Adept at maintaining accurate stock records, conducting cycle counts, implementing 5S methodology, and minimizing material discrepancies. **Core Competencies** • **Inventory & Store Management:** Raw Material Management, FIFO/LIFO, Cycle Counting, Min-Max Level Control • **Operational Workflows:** GRN (Goods Receipt Note) Generation, Dispatch Management, Vendor Coordination, Scrap Management • **Methodologies & Standards:** 5S Implementation, Kaizen, ABC/XYZ Inventory Classification, Workplace Safety (HSE) • **Technical Skills:** ERP Systems etc.
Directorship held in other Companies	None
Chairperson / Member of the Committee of the Board of Directors of the Company	Member of Stakeholder relationship Committee
Membership/ Chairmanship of Committee of other Companies	None
Number of Board meetings attended during the year 2025-26	14 (Fourteen)
Number of Shares Held either directly or for beneficial basis for any other person	None
Terms & Conditions of Appointment/ Reappointment including remuneration sought to be paid	In terms of Section 152(6) of the Companies Act, 2013, he was appointed as an Executive Director (Whole Time Director) liable to retire by rotation. His office as such is liable to retire at this Annual General Meeting and being eligible he offers himself for re-appointment. His re-appointment is proposed at this meeting. Once re-appointed he will continue as Executive Director (Whole Time Director) on terms and conditions as approved by the shareholders through postal ballot vide special resolution dated June 15, 2025.
Remuneration last drawn	Rs. 5,00,064 (FY 2025-26)
Relationship with other Directors, Manager and KMPs of the Company	None
Name of listed entities from which the person has resigned in the past three years as Director	None

RATHI STEEL AND POWER LIMITED

REGISTERED OFFICE:
24/1 Block -A, M.C.I.E, Mathura Road,
New Delhi – 110044
Ph: 011- 45058011
Email: investors@rathisteelandpower.com

WORKS AND CORPORATE OFFICE:
Plot No. A-3 & C4, S.S.G.T. Road
Industrial Area, Ghaziabad (U.P.) Pin- 201009
Ph: 0120-2840346-350
Fax: 0120-2840352-353

Web Site: http://www.rathisteelandpower.com