



NOTICE TO MEMBERS

Notice is hereby given that the Thirty-Fourth Annual General Meeting ('AGM') of the members of R.L. Steels & Energy Limited will be held on Wednesday, the 30th September, 2020 at 11.00 a.m. IST at C-1/A, Nizamuddin East, Opp: Arya Samaj Mandir, Mathura Road, New Delhi-110013 to transact the following business:

AS ORDINARY BUSINESS

Item No.1: Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 together with the Reports of the Board of Directors and the Auditors thereon.

Item No.2: Appointment of Shri. Narendrakumar Gupta (DIN: 00062268) as a Director liable to retire by rotation

To appoint a Director in place of Shri. Narendrakumar Gupta (DIN: 00062268), who retires by rotation and being eligible, offers himself for re-appointment.

AS SPECIAL BUSINESS:

Item No.3: Ratification of remuneration of the Cost Auditors

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 all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), M/s. M R Pandit & Company, Cost Accountants (Firm Registration No. 00268) be and are hereby appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending 31st March, 2020 at a remuneration of Rs.100,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of actual out of pocket expenses incurred by them in connection with the aforesaid audit.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is here by severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

Item No. 4: Approval for Related Party Transactions

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**



“RESOLVED THAT pursuant to the provisions of of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), consent be and hereby accorded to ratify/ approve all existing contracts/arrangements/agreements and to enter into contract(s)/ transaction(s) with **Akar Auto Industries Limited** and **Akar Industries Private Limited**, related parties within the meaning of the aforesaid law, the value of which either singly or all taken together may exceed ten per cent of the annual turnover of the Company as per audited financial statements of the Financial Year 2019-20; having the following details and as detailed in the Explanatory Statement annexed hereto:

Sr. No.	Name of related party	Nature of transaction	Period of Contract/ Agreement	Amount (Rs. in Cr)
1	Akar Auto Industries Limited	Sale of Steel products	1st April 2020 to 31st March 2021	150.00
2	Akar Auto Industries Limited	Purchase of Raw Material	1st April 2020 to 31st March 2021	50.00
3	Akar Industries Private Limited	Sale of Steel products	1st April 2020 to 31st March 2021	60.00

RESOLVED FURTHER THAT pursuant to the provisions of section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule no 16 of the Companies (Meeting of Board and its Powers) Rules 2014, any Director or Key Managerial Personnel of the Company of the Company be and is hereby authorized to do the necessary entries in the Register of contracts or arrangements in which directors are interested and authenticate them.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to sign, execute all such documents, instruments in writing on an on-going basis as may be required in its absolute discretion pursuant to the above resolution.”

By order of the Board of Directors

RAGHUNANDAN LAL GUPTA
DIN-00061861
Chairman

Place: Aurangabad
Date : 03.09.2020



NOTES FOR MEMBERS' ATTENTION:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy should, however, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice.

- 2 An explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Businesses to be transacted at the Annual General Meeting is attached hereto.
- 3 To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the company.
- 4 Electronic copy of the Annual Report As part of the Green Initiative of the Ministry of Corporate Affairs, the members who wish to receive notice/documents through e-mail may kindly intimate their e-mail addresses to the Company's Compliance Officer at corporate@rlsteels.co
- 5 There was no outstanding dividend payable for a period exceeding seven years from the date of declaration and therefore the provisions of Section 124 of the Companies Act, 2013, that requires the unpaid or unclaimed dividend for a period of exceeding seven years to the Investor Education and Protection Fund (the IEPF) do not apply to the Company for the year. All members are requested to note that no claims shall lie against the Company or the said fund in respect of any amounts which were unclaimed and unpaid for a period of 7 years from the dates that they first become due for payment and no payment shall be made in respect of any such claims.
- 6 Members are requested to send all their documents and communication pertaining to shares to the Share Department of the Company at Corporate Office, Gut No.78 to 81, Pangra Shivar, Paithan Road, Aurangabad 431107, Maharashtra for equity shares.
- 7 Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Department for their doing needful.
- 8 Members are requested to notify change in address, if any, immediately to the Share Department quoting their folio numbers.



- 9 The Directors have furnished the requisite declarations for their appointment/re-appointment.
- 10 To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible.
- 11 Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report 2018-19 will also be available on the Company's website www.rlsteeels.com for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same. For any communication, the shareholders may also send requests to the Company's investor email id: corporate@rlsteels.com

By order of the Board of Directors

RAGHUNANDAN LAL GUPTA
(DIN-00061861)
Chairman

Place: Aurangabad.
Date : 03.09.2020



ANNEXURE TO THE NOTICE:

Explanatory Statement as required under Section 102 (1) of the Companies Act, 2013, setting out all material facts relating to the Special Business:

Item No.3:

In Pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct audit of Cost Records of the Company.

The Board, on the recommendation of the Audit Committee has approved the appointment of M/s. M R Pandit & Company, Cost Accountants (Firm Registration No. 00268), as the Cost Auditors of the Company for the financial year ending March 31, 2021, at a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of actual out-of-pocket expenses, if any. The remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

Accordingly, the consent 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, 2020.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 3 of the Notice.

The Board recommends the passing of an Ordinary Resolution as set out at Item No. 3 of the accompanying Notice.

Item No. 4:

Members of the Company are further requested to note that Section 188(1) of the Companies Act, 2013 read with the relevant Rules made there under requires any transaction entered into between related parties for 'selling of Steel Products and Purchasing of Raw Materials' where the amount involved may exceeds Rs. 100,00,00,000 (Rupees Hundred Crore) or 10% of the turnover whichever is lower, to be approved by the members of the Company by way of a resolution. The said transactions are being entered into with related parties company, namely, **Akar Auto Industries Limited** and **Akar Industries Private Limited**.

Since these transactions could be construed as being outside the ordinary course of business, the approval of the members of the Company under Section 188 of the Company Act, 2013 is being sought by way of an ordinary resolution.

The Board recommends the Resolutions at Item Nos. 4 of this Notice for approval of the Members.



Executive Directors and their respective relatives are concerned or interested, in the Resolutions relating to all aforesaid transactions. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolutions set out at Item Nos. 4 of the Notice.

By order of the Board of Directors

RAGHUNANDAN LAL GUPTA
(DIN-00061861)
Chairman

Place: Aurangabad
Date : 03.09.2020