

## RAKAN STEELS LIMITED

CIN: L27320UP1985PLC007582

R/O: NH-2 (1 km from Bara Toll Plaza), Umran, Rania, Kanpur Dehat-209311

Corporate Office: 77/39, Coolie Bazar, Kanpur-208001

**E Mail: support@rakansteels.co.in**

Tel no. 9598668666 WEB: www.rakansteels.co.in

---

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirtieth Annual General Meeting of Members of Rakan Steels Limited will be held on Thursday, 28<sup>th</sup> Day of September, 2017 at 11.00 am at the Registered Office of the Company at NH-2 (1 km from Bara Toll Plaza), Umran, Rania, Kanpur Dehat-209311 to transact the following businesses.

#### ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements (including consolidated Audited Financial Statements) of the Company for the year ended on March 31, 2017 including the Reports of the Directors and Auditors thereon.
2. To re-appoint Mr. Sandeep Agarwal, (DIN: 02957566) Director who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and if thought fit, to pass, with or without modification/s, the following resolution as an ordinary resolution.

**“RESOLVED THAT** pursuant to the first proviso to Section 139(1) of the Companies Act, 2013, read with the first proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, further read with third proviso to sub section 2 of section 139 through which the existing auditors are liable to vacate their office, M/s Maneesh Avneesh & Co., Chartered Accountants (Firm Registration No. 008433C), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of their appointment at every AGM), at such remuneration as may be fixed by the Board of Directors of the Company .”

**“RESOLVED FURTHER THAT** Mr. Kannan Agarwal (DIN: 07318672), Managing Director of the Company be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**SPECIAL BUSINESS:-**

**4. To consider and if thought fit, to pass, with or without modification/s, the following resolution as an Ordinary resolution**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160, 161 and any other applicable provisions (if any) of the Companies Act, 2013, and any rules made there under read with Schedule IV of the Companies Act, 2013, Mr. Amit Verma (DIN: 07810322) who was appointed as an Additional Director of the Company at the Board Meeting held on May 2, 2017 and who holds office upto the date of this Annual General Meeting and for whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director of the Company, be and is hereby elected and appointed as an Independent Director of the Company for a term upto five consecutive years commencing from September 28, 2017 to the date of the 35<sup>th</sup> Annual General Meeting , whichever is earlier.

“RESOLVED FURTHER THAT Mr. Kannan Agarwal, Managing Director of the Company be and is hereby responsible to do all such acts, deeds and things as may be necessary and expedient to give effect to the aforesaid resolution.”

**5. To consider and if thought fit, to pass, with or without modification/s, the following resolution as an Ordinary resolution**

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, 161, 197 and any other applicable provisions (if any) of the Companies Act, 2013, recommendations made by the Nomination & Remuneration Committee and any rules made thereunder read with Schedule IV and V of the Companies Act, 2013, Ms. Kashish Grover (DIN: 07901658) who was appointed as an Additional Director of the Company at the Board Meeting held on August 9, 2017 and who holds office upto the date of this Annual General Meeting and for whom the Company has received a notice in writing from a member proposing her candidature for the office of the Director of the Company, be and is hereby elected and appointed as an Executive Director of the Company for a term upto five consecutive years commencing from September 28, 2017 or the date of the 35<sup>th</sup> Annual General Meeting, whichever is earlier at a monthly remuneration of Rs. 50000 (Fifty thousand only) all inclusive to Ms. Kashish Grover.”

“RESOLVED FURTHER THAT the Board of Directors (on the recommendations of the Nomination and Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the

appointment of the Managing Director in such manner as may be permissible in accordance with the provisions of the Companies Act, 2013 and Schedule V as may be agreed to by and between the Board of Directors and Ms. Kashish Grover, without any further reference to the shareholders in general meeting.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits during the tenure of service of Ms. Kashish Grover as Director of the Company, the payment of salary, shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** Mr. Kannan Agarwal, Managing Director of the Company be and is hereby responsible to do all such acts, deeds and things as may be necessary and expedient to give effect to the aforesaid resolution.”

Date: 09/08/2017

By the order of the Board

Place: Kanpur

**For Rakan Steels Limited**

**Sd/-  
Garima Priyani  
(Company Secretary)  
M. No. A49540**

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The Proxy Form should be lodged with the Company at the Registered Office at least 48 hours before the time of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 shareholder.

2. 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.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed from **September 21 to September 28, 2017** (both days inclusive) for the purpose of AGM.
5. Shareholders are requested to promptly notify any changes in their address to the Company's Registrar and Share Transfer Agents, Skyline Financial Services Private Limited.
6. Members who have not registered their e-mail id addresses so far are requested to register their e-mail address in case of physical holding with the Company and in case of demat holding with the Depository Participant.
7. Electronic copy of the notice of the 30<sup>th</sup> Annual General Meeting of the Company *inter alia* indicating the e-voting procedure along with the attendance slip and proxy form is being sent to all the members whose e-mail address are registered with the Company/Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the notice of the 30<sup>th</sup> Annual General Meeting of the Company *inter alia* indicating the e-voting procedure along with the attendance slip and proxy form is being sent in the permitted mode.

8. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of the 30<sup>th</sup> Annual General Meeting of the Company.
9. Members are requested to bring their copy of Annual Report to the Meeting.
10. Members desirous of obtaining any information concerning accounts of the Company are requested to address their questions to the Company Secretary, so as to reach at least 7 days before the date of meeting, to enable the information required to be made available at the Meeting, to the extent possible.
11. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in demat / electronic form, the nomination form may be filed with the respective Depository Participant.
12. Corporate Members are requested to send to the Company, a duly certified copy of the Board resolution/Power of Attorney, authorizing their representatives to attend and vote at the Annual General Meeting.
13. In case a Member receives physical copy the Notice of the 30<sup>th</sup> AGM [for Members whose email IDs are not registered with the Company/Depository Participants(s) or requesting Physical Copy.

(i) Please follow Sl. No. (i) to Sl. No. (xi) Above, to cast vote.

**14. Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members a facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- (i) The Notice of the 30<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process along with printed Attendance Slip and

Proxy Form is being dispatched to all the Members. An Attendance Slip E Voting Number (EVEN) shall be mentioned.

- ii) NSDL shall also be sending the User-ID and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants(s).
- iii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>
- iv) Click on Shareholder - Login
- v) Put user ID and password as initial password noted in step (ii) above. Click Login.
- vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- viii) Select "EVEN" of Rakan Steels Limited.
- ix) Now you are ready for e-Voting as Cast Vote page opens
- x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
- xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory/(ies) who are authorized to vote, to the Scrutinizer with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commence on **September 25, 2017 (09:00 am) and ends on September 27, 2017 (05:00 pm)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 21, 2017** may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date **September 21, 2017**.
- VII. A copy of this notice has been placed on the web site of the Company and website of NSDL. Practicing Chartered Accountant, Mr. Ashok Maheshwari (Certificate of Practice no. 073968) has been appointed as scrutinizer to scrutinize the e voting process in a fair and transparent manner.
- VIII. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 21, 2017** and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- IX. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

- X. The Results shall be declared on or after the 30<sup>th</sup> Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website "[www.rakansteels.co.in](http://www.rakansteels.co.in)" and on the website of NSDL within two (2) days of passing of the resolutions at the 30<sup>th</sup> Annual General Meeting of the Company on **September 28, 2017** and communicated to the Metropolitan Stock Exchange of India Limited and Ahemdabad Stock Exchange Limited.



## ANNEXURE TO THE NOTICE

### DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED WITH SEBI (LODR), REGULATIONS, 2015 WITH THE STOCK EXCHANGE/ SEBI

#### EXPLANATORY STATEMENTS:-

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No. 2 and 4 of the accompanying Notice dated 09-08-2017.

#### Item - 2

Mr. Sandeep Agarwal is an Executive Non-Independent Director of the Company whose office is subject to retirement in the Annual General Meeting of the Company as per Section 152(6) of the Companies Act, 2013. The resolution seeks for his re-appointment at this Annual General Meeting. The particulars of the Director are given below:

#### SANDEEP AGARWAL

<b>NAME</b>	SANDEEP AGARWAL
<b>DIN</b>	02957566
<b>FATHER'S NAME</b>	SURENDRA MOHAN AGARWAL
<b>D.O.B</b>	09/12/1966
<b>ADDRESS</b>	704, ANAND PALACE, 10/499 ALLENGANJ, KANPUR-208002
<b>QUALIFICATION</b>	GRADUATION
<b>EXPERIENCE</b>	10 years of experience in the field of Iron & Steel Industry
<b>OTHER DIRECTORSHIPS</b>	NIL
<b>SHAREHOLDING IN THE COMPANY</b>	81315 SHARES

#### Item - 4

The Board of Directors of the Company had appointed Mr. Amit Verma (DIN: 07810322) as an Additional Director of the Company w.e.f. May 2, 2017 pursuant to Section 161 of the Companies Act, 2013. Mr. Amit Verma had to hold office upto the conclusion of this Annual General Meeting as he was appointed as an Additional

Director on the board to hold office upto the ensuing Annual General Meeting. Mr. Amit Verma, a philanthropist who believes that an economy can rise only when the lower strata of the society is on the path of economic development. He is a very active social worker and tries to contribute his best in the economic development of the backward classes.

The resolution seeks approval of the members for the regularization of Mr. Amit Verma as the Director of the Company. In the opinion of the Board of Directors, Mr. Amit Verma, who is proposed to be appointed fulfills the Conditions specified in the Act and the Rules made thereunder. Accordingly, Board of Directors recommends the passing of Ordinary Resolution as set out in the Notice.

None of the Directors and other Key Managerial Personnel or their respective relatives except Mr. Amit Verma is concerned or interested financially or otherwise in this Resolution.

**AMIT VERMA**

<b>NAME</b>	AMIT VERMA
<b>DIN</b>	07810322
<b>FATHER'S NAME</b>	JAG PRASAD VERMA
<b>D.O.B</b>	15/07/1985
<b>ADDRESS</b>	225-B, LAL BANGLA, KANPUR-208007
<b>QUALIFICATION</b>	GRADUATION
<b>OTHER DIRECTORSHIPS</b>	NIL
<b>SHAREHOLDING IN THE COMPANY</b>	NIL

**Item - 5**

The Board of Directors of the Company had appointed Ms. Kashish Grover (DIN: 07901658) as an Additional Director of the Company w.e.f. August 9, 2017 pursuant to Section 161 of the Companies Act, 2013. Ms. Kashish Grover has to hold office upto the conclusion of this Annual General Meeting.

The resolution seeks approval of the members for the regularization of Ms. Kashish Grover as the Director of the Company. In the opinion of the Board of Directors, Ms. Kashish Grover, who is proposed to be appointed fulfills the Conditions specified in the Act and the Rules made thereunder. Accordingly, Board of Directors recommends the passing of Ordinary Resolution as set out in the Notice.

None of the Directors and other Key Managerial Personnel or their respective relatives except Ms. Kashish Grover is concerned or interested financially or otherwise in this Resolution.

**KASHISH GROVER**

<b>NAME</b>	KASHISH GROVER
<b>DIN</b>	07901658
<b>FATHER'S NAME</b>	RAJESH GROVER
<b>D.O.B</b>	25/05/1993
<b>ADDRESS</b>	705, ANAND PALACE, 10/499 KHALASI LINES, KANPUR-208002
<b>QUALIFICATION</b>	GRADUATION
<b>OTHER DIRECTORSHIPS</b>	NIL
<b>SHAREHOLDING IN THE COMPANY</b>	27300 SHARES
<b>RELATIONSHIP WITH KEY MANAGERIAL PERSONNEL</b>	SPOUSE OF MANAGING DIRECTOR

Date: 09/08/2017

By the order of the Board

Place: Kanpur

**For Rakan Steels Limited**

Sd/-  
**Garima Priyani**  
**(Company Secretary)**  
**M. No. A49540**

**RAKAN STEELS LIMITED**

CIN: L27320UP1985PLC007582

R/O: NH-2 (1 km from Bara Toll Plaza), Umran, Rania, Kanpur Dehat-209311

Corporate Office: 77/39, Coolie Bazar, Kanpur-208001

**E Mail: support@rakansteels.co.in**

Tel no. 9598668666 WEB: www.rakansteels.co.in

---

**ATTENDANCE SLIP**

(To be presented at the entrance)

Reg. Folio No:

No. of Shares held:

I certify that I am a member/proxy of the Company.

I hereby record my presence at the Annual General Meeting of the Company to be held at its Registered Office, NH-2 (1 km from Bara Toll Plaza), Umran, Rania, Kanpur Dehat-209311 on Thursday, the 28<sup>th</sup> day of September, 2017 at 11:00 A.M.

Member's/ Proxy name in BLOCK letters

Signature of Member/Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting.

**RAKAN STEELS LIMITED**

CIN: L27320UP1985PLC007582

R/O: NH-2 (1 km from Bara Toll Plaza), Umran, Rania, Kanpur Dehat-209311

Corporate Office: Corporate Office: 77/39, Coolie Bazar, Kanpur-208001

**E Mail: support@rakansteels.co.in**

Tel no. 9598668666 WEB: www.rakansteels.co.in

---

**FORM NO. MGT 11**

**PROXY FORM**

Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies

(Management and Administration) Rules, 2014

Name of the Member

Registered address

E-mail Id:

Folio No/

DP ID- Client ID

I/We, being the member of \_\_\_\_\_ Shares of above mentioned company hereby appoint:

Name

Address

E-mail Id:

Signature

**Or failing him / her**

Name

Address

E-mail Id:

Signature

**Or failing him / her**

Name

Address

E-mail Id:

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, September 28, 2017 at 11.00 A.M. at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional <small>refer note 3 below</small>	
		For	Against
<b>Ordinary Business</b>			
<b>1.</b>	Adoption of Balance Sheet, Statement of Profit and Loss and the Reports of the Board of Directors and Auditors thereon for the financial period ended on March 31, 2017.		
<b>2.</b>	Reappointment of Mr. Sandeep Agarwal, (DIN: 02957566) Director who retires by rotation.		
<b>3.</b>	Appointment of M/s Maneesh Avneesh & Co. (Firm Registration No. 008433C) as Statutory Auditors of the Company.		
<b>Special Business</b>			
<b>4.</b>	Regularization of Mr. Amit Verma (DIN: 07810322) as the Director of the Company.		
<b>5.</b>	Regularization of Ms. Kashish Grover (DIN: 07901658) as the Director of the Company.		

Signed this ..... day of ..... 2017.

AFFIX REVENUE STAMP NOT LESS THAN Re 1
--

Signature of the Member

Signature of the Proxy Holder(s)

Note:-

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For ' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

# **ROUTE MAP OF THE VENUE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING OF RAKAN STEELS LIMITED**

**ADDRESS: NH-2 (1 KM FROM BARA TOLL PLAZA), UMRAN, RANIA, KANPUR DEHAT-209311**

