

# RAKAN STEELS LIMITED

CIN: L27320UP1985PLC007582

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

Corporate Office: Anand Palace, 10/499, Allen Ganj, Kanpur-208002

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

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

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Members of *Rakan Steels Limited* will be held on Monday, March 18, 2019 at 01:00 p.m. 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 business:-

### SPECIAL BUSINESS:-

- To consider and approve the proposal of sub-dividing/splitting of Face Value of Equity Shares from Rs. 10/- each to Re. 1/- each of the Company as per Section 61(1)(d) of the Companies Act, 2013 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 61(1)(d) and all other provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be required from concerned authorities or bodies and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, the consent of the members be and is hereby accorded for sub-dividing the existing Authorized Share Capital of the Company as follows:

CLASS OF SHARE CAPITAL	FROM			TO		
	No. of shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Authorized Equity Share Capital	5500000	10/-	55000000	55000000	1/-	55000000

**RESOLVED FURTHER THAT** pursuant to the sub-division of Face Value of Equity Shares of the Company, the existing fully paid-up 3240000 Equity Shares of the Company of the Face Value of Rs. 10/- each (Rupees Ten Only) as existing on the Record Date (as and when be decided by the Board) shall stand sub-divided into fully paid-up 32400000 (Post Split) Equity Shares of Face Value of Re. 1/- each (Rupee One Only) with effect from the Record Date (as and when be decided by the Board).

**The existing Paid-up Capital to be sub-divided as follows:**

CLASS OF SHARE CAPITAL	FROM			TO		
	No. of shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Paid-up Equity Share Capital	3240000	10/-	32400000	32400000	1/-	32400000

**RESOLVED FURTHER THAT** upon the sub-division of the Face Value of Equity Shares as aforesaid, the existing Share Certificates in relation to the existing Equity Shares of the Face Value of Rs. 10 each held in physical form, if any, shall be deemed to have been automatically cancelled with effect from the Record Date (as and when be decided by the Board) and the Board be and is hereby authorized to recall the same from the shareholders, if necessary, and to issue new share certificates in lieu thereof, with regard to sub-divided equity shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended) and other applicable regulations and in case the equity shares are held in dematerialized form , the sub-divided Equity Shares shall be credited to the respective beneficiary accounts of the members with their Depository Participants and the Company shall take such corporate actions as may be necessary in relation to the Equity Shares.

**RESOLVED FURTHER THAT** Mr. Kannan Agarwal (DIN: 07318672), Managing Director or any other Director of the Company and or the Company Secretary of the Company be and is/are hereby jointly and severally authorized to do all such acts, deeds and things as may be necessary in relation to the aforesaid matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and to give effect to the aforesaid resolution including but not limited to fixing of the Record Date as per the requirements of the SEBI (LODR) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/enactments from time to time, execution of all necessary documents with

the Stock Exchange and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto."

2. To consider and approve Alteration of "Capital Clause" in Memorandum of Association of the Company as per Section 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013 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 13, 61 and any other applicable provisions (if any) of the Companies Act, 2013 and any rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for the amendment and substitution of the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:-

**"V. The Authorized Share Capital of the Company is Rs. 55000000/- (Rupees Five Crore Fifty Lakhs Only) divided into 55000000 (Five Crore Fifty Lakhs) Equity Shares of Re. 1/- (Rupees One Only) each."**

**RESOLVED FURTHER THAT** Mr. Kannan Agarwal (DIN: 07318672), Managing Director or any other Director of the Company and or the Company Secretary of the Company be and is/are hereby jointly and severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

**Date: 14/02/2019**

**Place: Kanpur**

**By the order of the Board**

*For Rakan Steels Limited*

**SD/-**

**Garima Priyani**

**(Company Secretary & Compliance Officer)**

**(Membership 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 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 **March 11, 2019 to March 18, 2019** (both days inclusive) for the purpose of EGM.
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 Extraordinary 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 Extraordinary 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 01:00 p.m. up to the date of the Extraordinary General Meeting of the Company.

9. Members are requested to bring their copy of EGM Notice 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 Extraordinary General Meeting.
13. In case a Member receives physical copy of the Notice of EGM [for Members whose email IDs are not registered with the Company/Depository Participants(s) or requesting Physical Copy.]

(i) Please follow S. No. (i) to S. No. (xi) as mentioned aforesaid, 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 in the Extraordinary General Meeting (EGM) 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 Extraordinary 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 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 a 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 the **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**.

- 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*.
- 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 commences on **March 15, 2019 (09:00 a.m.) and ends on March 17, 2019 (05:00 p.m.)**. 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 **March 7, 2019** 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 cut-off date **March 7, 2019**.
- VII. A copy of this notice has been placed on the website of the Company and website of NSDL. Practicing Company Secretary, *Mr. Vaibhav Agnihotri* (Certificate of Practice no. 21596) 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 **March 7, 2019** and not casting their vote electronically, may only cast their vote in the Extraordinary 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 Extraordinary 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 in the Extraordinary General Meeting of the Company on **March 18, 2019** and communicated to the **Metropolitan Stock Exchange of India Limited (MSEI)**.

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013, set out all the material facts relating to the business under Item No. 1 and 2 of the accompanying Notice dated 14.02.2019.

#### **Item - 1**

In order to improve the liquidity of your Company's Equity Shares in the Stock Market with higher floating stock in absolute numbers and to make them affordable for the small retail investors to invest in the Company, the members are informed that it would be advantageous for the Company for sub-dividing the Face Value of the Equity Shares of the Company from Rs. 10/- to Re. 1/- each and consequent sub-division of Equity Shares thereof.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 1 of the Notice of the Extraordinary General Meeting, in relation to the Sub-Division of Shares.

None of the Directors/Key Managerial Personnel of the Company/their relatives is/are, in any way, concerned or interested, financially or otherwise in the resolution set out in Item No. 1 of the Notice, except to the extent of their respective shareholding in the Company.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 1 for the approval of the shareholders of the Company.

#### **Item - 2**

The proposed sub-division of Face Value of equity shares of the Company requires alteration to the Capital Clause (Clause V) of the Memorandum of Association of the Company. In view of this, Clause V of Memorandum of Association is proposed to be altered and substituted with a new Clause V in order to reflect the corresponding changes in the Authorized Share Capital of the Company consequent to the said sub-division of Face Value of Equity Shares of the Company.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 2 of the Notice of the Extraordinary General Meeting, in relation to the Alteration of Capital Clause of the Memorandum of Association of the Company.



None of the Directors/Key Managerial Personnel of the Company/their relatives is/are, in any way, concerned or interested, financially or otherwise in the resolution set out in Item No. 2 of the Notice, except to the extent of their respective shareholding in the Company.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 2 for the approval of the shareholders of the Company.

**Date: 14/02/2019**

**Place: Kanpur**

**By the order of the Board**

*For Rakan Steels Limited*

**SD/-**

**Garima Priyani**

**(Company Secretary & Compliance Officer)**

**(Membership No.: A49540)**

# **RAKAN STEELS LIMITED**

CIN: L27320UP1985PLC007582

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

Corporate Office: Anand Palace, 10/499, Allen Ganj, Kanpur-208002

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## **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 Extraordinary 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 Monday, the 18<sup>th</sup> day of March, 2019 at 01:00 P.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**

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## **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 in the Extraordinary General Meeting of the Company to be held on Monday, March 18, 2019 at 01:00 p.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 (Refer Note 3 below)	
		For	Against
<b>Special Business:-</b>			
1.	Sub-division of Equity Shares from Face Value of Rs. 10/- (Rupees Ten) per share to Re. 1/- (Rupee One) per share.		
2.	Alteration of the Capital Clause in the Memorandum of Association of the Company.		

Signed this ..... day of ..... 2019.

Signature of the Member

Signature of the Proxy Holder(s)

AFFIX REVENUE STAMP NOT LESS THAN Re. 1
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**Notes:-**

1. This form of proxy in order to be effective should be duly completed and have to be deposited at the Registered Office of the Company, in 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 Extraordinary General Meeting.
3. It is optional to put an '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 the details including detail of member(s) in above box before submission.

# ROUTE MAP FOR THE VENUE OF THE EXTRAORDINARY GENERAL MEETING OF RAKAN STEELS LIMITED

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

