

RATHI BARS LIMITED

CIN : L74899DL1993PLC054781

Regd. Office : A-24/7, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044

Ph. : +91-11-43165400, Fax : +91-11- 40597117

E-mail : rathibars@hotmail.com, Website : www.rathisteels.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completion of this form)

Serial No _____

1. Name & Address of the Sole/ First named Shareholder as registered with the Company _____
2. Name(s) of the joint Shareholder(s), if any, registered with the Company _____
3. Registered Folio No./ DPID No.* & Client ID No.* : _____
(*Applicable to investors holding shares in dematerialized form)
4. Number of shares held _____

I/ We hereby exercise my/ our vote in respect of the following Resolution to be passed through Postal Ballot for the business stated in the Notice of Postal Ballot dated 20th January, 2020 of the Company, by sending my/ our assent or dissent to the said resolutions by placing a tick (✓) mark at the appropriate box below:

Item No.	Description of Resolutions	No. of Shares	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1.	Special Resolution u/s 180(1)(a) of the Companies Act, 2013 authorizing the Board to create charge on assets / undertakings of the Company to secure borrowings		<input type="checkbox"/>	<input type="checkbox"/>

Place Date : _____ (Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

EVSN (E Voting Sequence Number)	USER ID	PASSWORD

- Notes :**
1. Please read carefully the instructions printed overleaf before exercising the vote.
 2. Last date for receipt of postal Ballot Forms by Scrutinizer is **Wednesday, 19th February, 2020.**

P.T.O.

INSTRUCTION FOR E-VOTING

The procedure and instructions for e-voting as given in the Notice dated 20th January, 2020 for Postal Ballot, are reproduced hereunder for easy reference:

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**
- a) Open e-mail and open PDF file VIZ" RBL-remote e-Voting.pdf with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b) Launch internet browser by typing the following URL <https://www.evoting.nsd.com/>.
 - c) Click on Shareholder-Login.
 - d) Put user ID and password as initial password noted in step (i) above Click Login.
 - e) 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.
 - f) Home page of remote e-voting opens. Click on remote e-voting Active Voting Cycles.
 - g) Select "EVEN" of "Rathi Bars Limited".
 - h) Now you are ready for remote e-voting as Cast Vote page opens.
 - i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j) Upon confirmation, the message "vote cast successfully" will be displayed.
 - k) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l) 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 through e-mail to csonali.pwr@gmail.com with a copy marked to evoting@nsdl.co.in.
- II In case of Members receiving Physical copy of Notice of postal Ballot (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
- a) Initial password is provided in the box overleaf.
 - b) Please follow all steps from Sl. No (b) to Sl No. (l) above, to cast vote.
 - c) A Member desiring to exercise his/her vote by Postal Ballot Form should complete this Postal Ballot form no other form or photocopy thereof is permitted, sign and send in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer Ms. Sonali Arora, Membership No. A56039 as per instruction herein below at the address C/o Rathi Bars Limited, A-24/7, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if deposited in person or sent by courier at the expenses of the Members will also be accepted.
 - d) The Postal Ballot form should be completed and signed by the Members. In the case of joint shareholding, this form should be completed and signed by the first named Member and in his absence, by the next named Member(s). Unsigned Postal Ballot forms will be rejected. The signature on the Postal Ballot Form must tally with the specimen signature registered with the Company.
 - e) The votes should be cast either in favor or against the resolution by putting the tick (✓) mark provided for assent or dissent. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
 - f) Incomplete, unsigned or incorrectly filled postal ballot form will be rejected.
 - g) Where the Postal Ballot Form has been signed by an Authorized Representative of a body corporate, a certified copy of the relevant authorizations to vote on the Postal Ballot should accompany the Postal Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
 - h) Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5 p.m. on Wednesday, 19th February, 2020. Any Postal Ballot Form received after this time and date will be treated as if the reply from the Member has not been received.
 - i) A Member may request for a duplicate Postal Ballot Form, if so required. However the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at Item No. h above.
- III. General**
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no. 1800-222-990.
 - B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - C. 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).
 - D. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cutoff date of 10th January, 2020.
 - E. The Company has appointed Ms. Sonali Arora, Practicing Company Secretary (ACS No. 56039, C-22304) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
 - F. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rathisteels.com 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 Stock Exchange i.e. BSE.

TENTATIVE CALENDER OF EVENTS OF POSTAL BALLOT OF RATHI BARS LIMITED

S. No.	Events	Date
1.	Date on which consent was given by the Scrutinizer to act in that capacity.	14.01.2020
2.	Date of Board Resolution approving the Postal Ballot Notice and authorizing the Directors/Director/Company Secretary to be responsible for the entire Postal Ballot Process	14.01.2020
3.	Cut- off Date for determining List of Shareholders to whom the notice of Postal Ballot will be sent and also for reckoning voting rights	10.01.2020
4.	Date of completion of dispatch of Postal Ballot Notice alongwith the Explanatory Statement and Postal Ballot Form.(Physically and through e mail)	20.01.2020
5.	E -Voting Period (commencement and ending period)	21-01-2020 (Tuesday 09.00 A M) to 19-02-2020 (Wednesday, 5.00 P M)
6.	E-Voting ends and Last date for receiving duly filled and signed Postal Ballot Forms by the Scrutinizer	19.02.2020
7.	Date of Submission of report by the Scrutinizer to the Chairman/ person authorised by the Chairman	20.02.2020
8.	Date of declaration of results of the Postal Ballot by the Chairman / person authorised by the Chairman	21.02.2020
9.	Declaration of Results to BSE and uploading of results of Postal Ballot on the website of the company	21.02.2020

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NOTICE OF POSTAL BALLOT & E-VOTING

Dear Members,

NOTICE is hereby given pursuant to the provisions Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof for the time(including any statutory modifications being in force), Secretarial Standards-2 (SS-2), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and pursuant to other applicable laws and regulations, that the Resolution mentioned below is proposed to be passed by the members through postal ballot/e-voting.

Pursuant to provisions of Section 102 of the Companies Act, 2013, the explanatory statement pertaining to the Resolution setting out the material facts and the reasons thereof is annexed hereto along with Postal Ballot Form (the 'Form') for your consideration. You are requested to send duly filled Postal Ballot Form with your assent or dissent to the annexed Resolution.

The Company has appointed Ms. Sonali Arora, Company Secretary in Practice as Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot form and return the form duly completed in all the respects in the enclosed self-addressed pre-paid postage envelope so as to reach the Scrutinizer on or before the close of working hours on Wednesday, 19th February, 2020, the last date for the receipt of the complete Postal Ballot forms. Postal Ballot Forms received after this date will be considered invalid.

The scrutinizer will submit their report to the Chairman of the Board/Director after completion of the scrutiny and the result will be announced on 21st February, 2020 at 1.00 P.M at the Registered Office of the Company i.e. A-24/7, Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110044.

The resolution passed through the Postal Ballot shall be deemed to be passed in the **Extra Ordinary General Meeting** of the Company.

PROPOSED RESOLUTION:

To consider and if thought fit, to pass, the following resolution as **Special Resolution**.

“**RESOLVED THAT** in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Sections 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made there under, as may be amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and/ or charge all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets including tangible and intangible assets or properties of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of events of defaults, in favor of Board of Directors, to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 50 Crores (Rupees Fifty Crores only) at any time.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/ agreements/ undertakings as may be required and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/ charge/ pledge/hypothecation as mentioned aforesaid.”

Date : 20th January, 2020
Place : New Delhi

By Order of the Board
For RATHI BARS LIMITED

Amit Kumar Mangla
Company Secretary

NOTES:

- 1) The Explanatory Statement setting out the material facts concerning the Resolution is annexed.
- 2) Pursuant to the provisions of section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the resolution contained in the notice dated 20th January, 2020 is being taken through Postal Ballot/Remote e-voting.
- 3) The Company has appointed Ms. Sonali Arora, Company Secretary in Practice as Scrutinizer for conducting the Postal Ballot Process.
- 4) Notice is being sent to all the Members/beneficiaries; whose name appears on the Register of members/Record of Depositories as on 10th January, 2020. Voting rights shall be reckoned on the shares registered in the name of the shareholder as on that date.
- 5) Under the 'Green Initiative' of the Ministry of Corporate Affairs, Postal Ballot Notice is being sent to the members who have registered email ids, through email and to all the other members by Registered/Speed post/courier along with the Postal Ballot Form.
- 6) The Company is extending Remote e-voting facility as an alternative for its members to enable them to cast their vote electronically instead of dispatching Postal Ballot form. Remote e-voting is optional for members.
- 7) Please note that the members can opt for only one mode of voting i.e., either by physical ballot or remote e-voting. In case Shareholders cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
- 8) Voting period will commence on and from Tuesday, 21st January, 2020 at 09.00 a.m. and end on Wednesday, 19th February, 2020 at 5.00 p.m. (inclusive of both the days)
- 9) There will be one Postal Ballot/Remote e-voting for every folio/Client Id irrespective of the number of joint holders.
- 10) Voting rights in the Postal Ballot form cannot be exercised by a proxy.
- 11) The Scrutinizer will submit his report after the last date of receipt of Postal Ballot/Remote e-voting i.e. 20th February, 2020.
- 12) The Scrutinizer's decision on the validity of a Postal Ballot/Remote e-voting will be final.
- 13) The results of voting shall be declared by the Chairman of the Company on 21st February, 2020. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rathisteels.com and will be communicated to the BSE and also on the website of NSDL.

Instructions for Remote e-voting through electronic mode/physical mode are printed overleaf of Postal Ballot Form.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 1**

The members of the Company had vide earlier resolution authorized the Board of Directors to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favor of the lenders to secure the repayment of monies borrowed by the Company to the tune of Rs. 30.00 crore. Now the fund requirements has increased and board of directors are in the process of increase of financing facilities from their lenders.

Under the provisions of Section 180(1)(a) of the Companies Act, 2013 the above powers can be exercised by the Board only with the consent of the shareholders obtained by way of a Special Resolution. Accordingly, the Board of Directors at its meeting held 14th January, 2020, proposed to obtain fresh approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, in favor of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company, by way of loans or any other securities) or otherwise in Indian rupees, from time to time up to the limits approved or as may be approved by the shareholders.

Accordingly, the Board of Directors recommends the Special Resolution at Item no.1 of the accompanying Postal Ballot Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

**Date : 20th January, 2020
Place : New Delhi**

**By Order of the Board
For RATHI BARS LIMITED**

**Amit Kumar Mangla
Company Secretary**