



SRU STEELS LIMITED

CIN: L17300DL1995PLC107286

Registered Office: A-48, 1st Floor, Wazirpur Industrial Area, New Delhi-110052

E-mail: srusteels@yahoo.in Website: www.srusteels.in

Tel: 011-27373622

NOTICE

Notice is hereby given that the Twenty Eighth (28th) Annual General Meeting (AGM) of the members of **SRU STEELS LIMITED** will be held on Saturday, September 30, 2023 at 3:00 P.M., Indian Standard Time (IST) through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”), to transact the following businesses. The Venue of the meeting shall be deemed to be the registered office of the Company at A-48, 1st Floor, Wazirpur Industrial Area, Delhi-110052.

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON;

To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an ordinary resolution:

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2023, the report of the auditors thereon and the report of the Board of Directors for the financial year ended March 31, 2023 be and are hereby received, considered and adopted.”

2. TO APPOINT A DIRECTOR IN PLACE OF MR. APOORV AGARWAL (DIN:02763242), WHO RETIRES BY ROTATION IN TERMS OF SECTION 152 OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

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 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time (“Act”), Mr. Apoorv Agarwal (DIN:02763242), who retire by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

3. TO APPOINTMENT OF MR. VISHAL MEHRA (DIN: 09717741) AS AN INDEPENDENT DIRECTOR FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150,152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Article of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, the approval of the members of the Company be and is hereby accorded for appointment of Mr. Vishal Mehra (**DIN: 09717741**) as Non-Executive Independent Director of the Company, who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended from time to time and who is eligible for appointment, for a period of five consecutive years starting from 02nd September, 2023 to 01st September, 2028 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) or any Director of the Company be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

4. TO APPOINTMENT MR. RAJEEV MEHRA (DIN: 08430959) AS AN INDEPENDENT DIRECTOR FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150,152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Article of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, the approval of the members of the Company be and is hereby accorded for appointment of Mr. Rajeev Mehra (DIN: 08430959) as Non-Executive Independent Director of the Company, who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended from time to time and who is eligible for appointment, for a period of five consecutive years starting 02nd September, 2023 to 01st September, 2028 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) or any Director of the Company be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

5. TO APPOINTMENT MRS. SITABEN PATEL (DIN: 02470150) AS AN INDEPENDENT DIRECTOR FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150,152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Article of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, the approval of the members of the Company be and is hereby accorded for appointment of Mrs. Sitaben Patel (DIN: 02470150)as Non-Executive Independent Director of the Company, who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended from time to time and who is eligible for appointment, for a period of five consecutive years starting 02nd September, 2023 to 01st September, 2028 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) or any Director of the Company be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

**By the order of the Board of Directors
For SRU Steels Limited**

**Place: New Delhi
Date:02ndSeptember, 2023**

**Sd/-
Apoorv Agwarwal
Managing Director
(DIN:02763242)**

Notes:

1. Pursuant to the General Circular No. 10/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs (MCA) and earlier circulars issued in this regard by the Ministry of Corporate Affairs (“MCA circular”) read with the Securities and Exchange Board of India Circular No. SEBI/ HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 and earlier circulars issued in this regard (“SEBI circular”) and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 (“Listing Regulations”), has permitted the holding of the Annual General Meeting (“AGM”) through VC/ OAVM, without the physical presence of the Members at a common venue. The 28th AGM of the Company is being held through VC/OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at A-48, 1st Floor, Wazirpur Industrial Area, Delhi-110052, which shall be deemed venue of the AGM.
2. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business under **Item Nos. 3, 4 and 5** of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment at the AGM are provided as an annexure to the Notice. Requisite declarations have been received from the Directors for seeking appointment.
3. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Central Depository Services (India) Limited (‘CDSL’) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is available on the website of the Company at www.srusteels.in.
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. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
5. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this notice.
6. Institutional / Corporate Members (i.e. other than Individual, HUF, NRI etc.) intending to send

their Authorised Representatives to attend and vote in the meeting to be held through video conferencing are requested to share with the Company for Authorization a certified true copy of the board resolution through electronic mode, power of attorney or such other valid authorization, authorizing him/ her to attend and vote in the meeting to be held through video conferencing and any one of the photo identity proofs (viz. Driving License, PAN Card, Election Card, Passport or any other valid proof), pursuant to Section 112 and Section 113 of the Act at srusteels@yahoo.in.

7. In compliance with the aforesaid MCA circulars and SEBI Circular dated May 13, 2022, Notice of the AGM alongwith the Annual Report 2022-23 is being sent onlythrough electronic mode to those Members whoseemail addresses are registered with the Company/Depositoriesunless any Member hasrequested for a physical copy of the same. The Notice of 28thAGM and the Annual Report 2022-23 will also be available on the Company's website i.e. www.srusteels.in and website of stock exchange www.bseindia.com and the Notice of 28thAGM will be available on the website of Central Depository Services Limited (CDSL) at www.evotingindia.com.
8. Membersattending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. All the documents referred to in the accompanying notice and the Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Website of the Company at www.srusteels.in.
10. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Share transfer Book and Register of Members of the Company will be remain closed from Friday, 22nd September, 2023 to Saturday, 30th September, 2023 (both days inclusive).
11. 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, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code etc., **(a) For shares held in electronic form:** to their Depository Participants (DPs)**(b) For shares held in physical form:** to the Company/Registrar and Transfer Agent inprescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters along with Business Reply Envelopes (BRE) for furnishing the required details.
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 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. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at www.srusteels.in. It may be noted that any service request can be processed only after the folio is KYC Compliant.

13. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
14. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting **Form No. SH-13**. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in **Form ISR-3 or SH-14** as the case may be. The said forms can be downloaded from the Company’s website www.srusteels.in. Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.
15. Members may visit the Company’s corporate website to view the Financial Statements or access information pertaining to the Company. Queries, if any, should be sent at least 48 hours before the AGM to Company Secretary at the Registered Office of the Company at srusteels@yahoo.in
16. Members holding shares in multiple folios in identical names or joint accounts in the same order of names are requested to apply to Company’s RTA for consolidation of their shareholdings into one folio.
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
18. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under **Note No.26**.
19. 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.
20. To support of the Green Initiative, Members holding shares in physical mode and who have

not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at srusteels@yahoo.in along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to srusteels@yahoo.in.

21. (a) This Notice of AGM along with Annual Report for the financial year 2022-23 is being sent by email to those shareholders whose email addresses are registered with the Company/ Depositories and whose name appears as on 26th August, 2023 (Cut-off date) in the register of members or beneficial owner as received from M/s Beetal Financial & Computer Services (P) Ltd, the Registrar and Transfer Agent of the Company.

(b) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 22nd September, 2023 being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.

22. Members are requested to notify immediately any change of address:

- a) To their Depository Participants (DPs) in respect of their electronic share accounts, and
- b) To the Company's Registrar & Share Transfer Agents, Beetal Financial & Computer Services (P) Ltd at its office Beetal House, 3rd Floor, 99 Madangir, BH-Local Shopping Complex near Dada HarsukhdasMandir, New Delhi-110062 in respect of their physical share folios, if any, quoting their folio numbers.

23. Pursuant to Section 101 and 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail addresses either with the Company or with the Depository. Members who have not registered their e-mail addresses with the Company can now register the same by submitting a request letter in this respect to the Company/Registrar & Share Transfer Agents, M/s. Beetal Financial & Computer Services (P) Ltd. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.

24. Beetal Financial & Computer Services Pvt. Ltd. is the Registrar and Share Transfer Agents (RTA's) of the Company. All investor relation communication may be sent to RTA's at the following address:

Beetal Financial & Computer Services Pvt. Ltd
Beetal House, 3rd Floor,
99, Madangir, Behind Local Shopping Centre,
Near Dada HarsukhDassMandir, New Delhi-110062

Ph. 011-29961281-283, Fax.011-29961284

Email id: beetalrta@gmail.com

25. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of 28th Annual General Meeting and holding shares as of the cut-off date i.e. 22nd September, 2023 may follow the same procedure as mentioned in the instructions below. However if you are already registered with CDSL for remote e-voting then you can use your existing password for casting your vote. If you have forgotten your login password then go to website www.evotingindia.com then click on shareholders, enter the User ID and the image verification code and click Forgot Password and enter the details as prompted by the system.

26. Voting through electronic means

- i. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated 05 May, 2022 respectively. The forthcoming AGM will thus be held through video conferencing or other audio visual means (VC/OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- ii. In compliance to provision of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by the Companies (Management & Administration) Rules, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- iii. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on 22nd September, 2023, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the resolutions set forth in this notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
- iv. The Member can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice and the window will be closed for joining the meeting after 15 minutes from the scheduled time of the meeting. The facility of participation at the AGM through VC/OAVM

will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- v. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- vi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.srusteels.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- vii. With reference to the Ministry's General Circular No. 20/2020, dated 05th May, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated 05 May, 2022 respectively, it has been decided to allow companies whose AGMs are due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 05th May, 2020.

A. THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER

1. The remote e-voting facility will be available during the following period:

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| Commencement of remote E-Voting | From 9:00 A.M, Wednesday, the 27 th September, 2023 |
| End of remote E-Voting | Up to 5:00 P.M, Friday, 29 th September, 2023 |

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 22nd September, 2023, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting

thereafter. Once the vote on a resolution is cast by the member then he shall not be allowed to change it subsequently.

2. Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; Listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

STEP 1: ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE

3. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

| TYPE OF SHAREHOLDERS | LOGIN METHOD |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting |

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|---|--|
| | <p>is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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.</p> |
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS." "Portal" or click https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by</p> |

| | |
|---|--|
| | <p>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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

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. CDSL and NSDL

| Login type | Helpdesk details |
|--|--|
| 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 22 55 33 |
| 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

STEP 2: ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

4. LOGINMETHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS & PHYSICAL SHAREHOLDERS

- i) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 1) Click on Shareholders.
 - 2) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - 3) Next enter the Image Verification as displayed and Click on Login.
 - 4) If you are holding shares in dematform and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - 5) If you are a first time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat |
|--|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use sequence number sent by Company/RTA or contact Company/RTA |
| Dividend Bank Details OR Date of Birth (DOB) | <ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details. |

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er entering these details appropriately, click on “SUBMIT” tab.

6. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new

password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

7. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
8. Click on the EVSN for the relevant “**SRUSTEELSLIMITED**” on which you choose to vote.
9. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
10. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
11. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
12. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
13. You can also take out print of the votes cast by clicking on “Click here to print” option on the Voting page.
14. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
15. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

16. Additional Facility for Non – Individual Shareholders and Custodians- Remote Voting Only

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; srusteels@yahoo.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

A. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING THE AGM ARE AS UNDER:-

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. 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.
- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

- ix. Only those shareholders, who are 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 available during the AGM.
- x. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- i. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
- ii. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository..
- iv. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.
- v. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

27. The Board of Directors of the Company has appointed M/s Avinash Pandey& Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

28. The results shall be declared on or after the Annual General Meeting. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website www.srusteels.in and on the website of CDSL within 48 hours from the passing of the resolutions at the Annual

General Meeting and the same shall also be simultaneously communicated to the Stock Exchange, where the equity shares of the Company are listed.

29. In terms of Section-149 of the Companies Act, 2013, the provisions of retirement by rotation are not applicable to independent directors. Therefore, Mrs. Richa Singla, Director, retire by rotation and being eligible offers herself forre-appointment at the ensuing Annual General Meeting.
30. Relevant documents referred to in the accompanying Notice, as well as Annual Reports and Annual Accounts of the Company are open for inspection at the Website of the Company at www.srusteels.in.

**By the order of the Board of
Directors
For SRU Steels Limited**

**Place: New Delhi
Date:02nd September, 2023**

**Sd/-
Apoorv Agwarwal
Managing Director
(DIN:02763242)**

ANNEXURE TO ITEM NO.2

Relevant details, in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 of General Meetings in respect of Director proposed for appointment/reappointment at Twenty Eighth (28th) Annual General Meeting are as follows:

| | |
|---|--|
| Name of the Director | Mr. Apoorv Agarwal |
| DIN | 00081871 |
| Date of Birth | 05 th March 1991 |
| Nationality | Indian |
| Age | 32 |
| Date of first appointment on the Board | 11/02/2021 |
| Qualifications | BBA |
| Expertise in specific Functional Areas | Mr. Apoorv Agarwal associated with the Education and Skill Development for a span around 8 years. He is young and dynamic person, having around 8 years' experience. He has arich experience of more than 9 years in Steel Industry. Mr. Agarwal has also hold the experience in Food Industry of around 5 years |
| Terms and Conditions of Re-appointment | Executive Director liable to retire by rotation |
| Number of shares held in the Company as at 31.03.2023 | NIL |
| List of Directorships held in other companies as on March 31, 2023 | <ul style="list-style-type: none">• Singhal Products India Private Limited• SKM Exports Industries Private Limited• Ujala Stainless Private Limited• Access Skills India Private Limited• UVR Natural Foods Private Limited |
| Remuneration last drawn during F.Y. 2022-23 | INR 9,20,000 |
| No. of Board Meeting attended during the financial year 2022-23 | 8 |
| Chairman/Member of the Committees of the Board of companies in which she is a Director | Nil |

| | |
|--|---|
| Relationship between Directors and KMP of the Company | Mr. Apoorv Agarwal is related to Mrs. Richa Singla, Non-Executive Director of the Company and Mr. Aprit Agarwal, Chief Executive Officer (CEO) of the Company. Mr. Apoorv Agarwal, Mr. Arpit Agarwal, and Mrs. Richa Singla are brother and sister. |
|--|---|

ITEM NO: 03

Mr. Vishal Meha (DIN: 09717741) was appointed as Additional Independent Directors on the Board by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, in Board Meeting held on 02nd September, 2023 and subject to the approval of the members in the ensuing Annual General Meeting for appointment as an Independent Director to hold office for a term of five consecutive years starting from 02nd September, 2023 to 01st September, 2028 in accordance with the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Board recommends the Special Resolutions set out at Item No. 3 of the Notice of Annual General Meeting of the Company.

Mr. Rajeev Mehar and Vishal Mehra are brother in laws.

Except above none of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company, is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED AT THE FORTHCOMING POSTAL BALLOT AS REQUIRED BY SECRETARIAL STANDARD-2 READ WITH REGULATION 26 AND REGULATION 36(3) OF THE LISTING REGULATIONS:

| | |
|---|--|
| Name of Director | Mr. Vishal Mehra |
| Date of Birth | 10/08/1973 |
| DIN | 09717741 |
| Date of Appointment/ Re-Appointment | 02/09/2023 |
| Nationality | Indian |
| Type of Appointment | Non-Executive Independent Director not liable to retire by rotation |
| Qualification | Bcom |
| Last Drawn Remuneration | NIL |
| Expertise in specific functional area | Mr. Vishal Mehra is well versed with the steels industry and has a vast experience in the filed for a span of around 15 years. |
| Directorship held in other companies | Wellness Drugs and Pharmaceuticals Limited |
| Memberships/Chairmanships of Committees of other Companies | NIL |

| | |
|--|--|
| Relationship with other Director/s | Mr. Vishal Mehar and Mr. Rajeev Mehar are brother in laws |
| Number of Shares held in the Company | NIL |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Mr. Vishal Mehra aged 50 years, is Non Executive Director and Independent Director in our company. He is currently managing Director of Welcure Drugs and Pharmaceuticals Limited. He is actively engaged in managing the company since takeover. He is experienced and dynamic person, having a corporate environment with having 20 year's experience in versatile fields. |

ITEM NO: 04

Mr. Rajeev Meha (DIN: 08430959) was appointed as Additional Independent Directors on the Board by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, in Board Meeting held on 02nd September, 2023 and subject to the approval of the members in the ensuing Annual General Meeting for appointment as an Independent Director to hold office for a term of five consecutive years starting from 02nd September, 2023 to 01st September, 2028 in accordance with the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Board recommends the Special Resolutions set out at Item No. 04 of the Notice of Annual General Meeting of the Company.

Mr. Rajeev Mehar and Vishal Mehra are brother in laws.

Except above none of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company, is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED AT THE FORTHCOMING POSTAL BALLOT AS REQUIRED BY SECRETARIAL STANDARD-2 READ WITH REGULATION 26 AND REGULATION 36(3) OF THE LISTING REGULATIONS:

| | |
|--|--|
| Name of Director | Mr. Rajeev Mehra |
| Date of Birth | 12/02/1976 |
| DIN | 08430959 |
| Date of Appointment/ Re-Appointment | 02/09/2023 |
| Nationality | Indian |
| Type of Appointment | Non-Executive Independent Director not liable to retire by rotation |
| Qualification | Bcom |
| Last Drawn Remuneration | NIL |
| Expertise in specific functional area | Mr. Rajeev Mehra is well versed with the Textile Industry and has a vast experience in the field for a span of around 25 |

| | |
|--|--|
| | years. |
| Directorship held in other companies | Wellness Drugs and Pharmaceuticals Limited |
| Memberships/Chairmanships of Committees of other Companies | NIL |
| Relationship with other Director/s | Mr. Vishal Mehar and Mr. Rajeev Mehar are brother in laws |
| Number of Shares held in the Company | NIL |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Mr. Rajeev Mehra have done graduation from the renowned university, he had had a vast experience of more than 25 years in business. He had track record for handling the supplier chain management system and have knowledge of handling the financial matters and ensuring the proper risk management system has been developed in the organization |

ITEM NO: 05

Mrs. Sitabhen Patel (DIN: 02470150) was appointed as Additional Independent Directors on the Board by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee, in Board Meeting held on 02nd September, 2023 and subject to the approval of the members in the ensuing Annual General Meeting for appointment as an Independent Director to hold office for a term of five consecutive years starting from 02nd September, 2023 to 01st September, 2028 in accordance with the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Board recommends the Special Resolutions set out at Item No. 05 the Notice of Annual General Meeting of the Company.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company, is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED AT THE FORTHCOMING POSTAL BALLOT AS REQUIRED BY SECRETARIAL STANDARD-2 READ WITH REGULATION 26 AND REGULATION 36(3) OF THE LISTING REGULATIONS:

| | |
|--|------------------------------------|
| Name of Director | Sitaben Patel |
| Date of Birth | 15/08/1968 |
| DIN | 02470150 |
| Date of Appointment/ Re-Appointment | 02 nd September, 2023 |
| Nationality | Indian |
| Type of Appointment | Non-Executive Independent Director |
| Qualification | BCOM |
| Last Drawn Remuneration | NIL |
| Expertise in specific | Direct & Indirect taxation |

| | |
|--|---|
| functional area | |
| Directorship held in other companies | 5 |
| Memberships/Chairmanships of Committees of other Companies | 0 |
| Relationship with other Director/s | N/A |
| Number of Shares held in the Company | NA |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Mrs. Sitaben S Patel had done graduation from the renowned university having experience of more than 5 years in finance and marketing, she has a vast experience in finance management, direct & indirect taxation, supply chain & procurement, automation of different functions, sales team support, capex planning, debtors' management, handling of insurance matter etc. |

**By the order of the Board of Directors
For SRU Steels Limited**

**Place: New Delhi
Date:02ndSeptember, 2023**

**Apoorv Agwarwal
Managing Director
(DIN:02763242)**