



SRU STEELS LIMITED

(CIN: L17300DL1995PLC107286)

Regd. Office: A-48, 1st Floor, Wazirpur Industrial Area, Delhi-110052

E-mail: srusteels@yahoo.in, Website: www.srusteels.in Phone: 011- 27373622

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India)

Dear Member(s),

NOTICE is hereby given that pursuant to Section 108 and Section 110 of the Companies Act, 2013 (**"Act"**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended and other applicable provisions of the Act and the rules made thereunder, as amended from time to time, read with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated 08th December, 2021 issued by the Ministry of Corporate Affairs (**"MCA"**) (hereinafter collectively referred to as "MCA circulars") and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meeting ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

In compliance with the aforesaid MCA circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/ Depository please follow the process provided in the notes to receive this Postal Ballot Notice and login Ids and passwords for e-Voting. The communication of assent and dissent of the Members would only take place through e-Voting system only. In case of any queries, shareholders may write to srusteels@yahoo.in.

Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended, the Board of Directors ("Board") of the Company at their meeting held on Wednesday, 15th December, 2021 has appointed M/s Avinash Pandey & Associates, Practicing Company Secretaries (Membership No: F9018) as the Scrutinizer for conducting the Postal Ballot through the e-Voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

The Explanatory statement pursuant to Section 102, 110 and other applicable provisions, if any of the Act read with the rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice are annexed hereto.

The members are requested to carefully read the instructions indicated in this Notice ("Postal Ballot Notice"). The e-Voting commences from 9:00 A.M. (IST) on Thursday, 23rd December, 2021 and end on 5:00 P.M. (IST) on Friday, 21st January, 2022.

The scrutinizer will submit his report to the Chairman or any other person authorised by Chairman, after completion of the scrutiny of the votes received through e-Voting in a fair and transparent manner. The results of the postal ballot shall be declared by the Chairman on or before Sunday, 23rd January, 2022 by submitting the same to the stock exchange i.e. BSE Limited, where the equity shares of the company are listed. The results of the Postal Ballot will also be displayed on the Company's website at www.srusteels.in and also on the website of CDSL at www.cdslindia.com

PROPOSED RESOLUTION ARE AS BELOW- SEPCIAL BUSINESS

ITEM NO. 01: APPROVAL FOR GIVING LOAN TO COMPANIES IN WHICH DIRECTORS ARE INTERESTED:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and the rules made thereunder (including any statutory modification, amendment or re-enactment thereof for the time being in force, read with the relevant rules framed thereunder and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include, unless the context otherwise require, any committee which the Board may have constituted or hereinafter constituted) to give any loan, including any loan represented by book debt or give guarantee or provide any security in connection with any loan taken by the company in which Director(s) of the Company either directly or indirectly, are interested, up to an amount not exceeding in aggregate Rs. 300 crore (Rupees Three Hundred Crore Only) at any time, provided that such loan is/are utilized by the borrowing companies for their respective principal business activities.

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of terms and conditions of the loan and/or guarantee including among the other things, the security for repayment, tenure of loan, interest rate and to sign and execute all deeds, documents, undertaking, agreements, papers, declarations and writings as may be required in this regard and/or to settle all questions, difficulties or doubts that

may arise at any stage from time to time including amendment of the terms and conditions at which loan is granted or security is provided as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek further consent or approval of the Members or otherwise. “

ITEM 02: INCREASE IN THE THRESHOLD OF LOAN/GURANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

To Consider and if thought fit, to pass the following resolution as a Special resolution:

“**RESOLVED THAT** in supersession of the special resolution passed by the shareholders in their Annual General Meeting held on 29th September, 2018, and pursuant to the provisions of Section 186 of the Companies Act, 2013 (the ‘Act’) read with the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, amendments or re-enactments thereof for the time being in force) and subject to other applicable laws and such other approvals, consent, sanctions and permissions as may be required in that behalf and in terms of the Articles of Associations of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to include, unless the context otherwise requires, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution) to:

- a) give loan to any person or other body corporate
- b) give guarantee or provide security in connection with a loan to any other body corporate or person or
- c) acquire by the way of subscription, purchase or otherwise the securities of any other body corporate,

as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 300/- Crore (Rupees Three Hundred Crore Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100 % of free reserves and securities premium account of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution”.

ITEM NO.03: TO APPROVE RELATED PARTY TRANSACTION

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

“RESOLVED THAT in supersession of the resolution passed by the shareholders in their Annual General Meeting held on 30th September, 2021 and in pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company’s Policy on Related Party Transactions and also on dealing with Related Parties and all other applicable laws, rules and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the Board of Directors of the Company vide the resolutions passed in their respective meetings held on Wednesday, 15th December, 2021, the consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into arrangement(s) / transaction(s) /contract(s) with M/s Anant Overseas Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2 (1) (zb) of the Listing Regulations, for execution of sale, purchase or supply of stainless steels and such other steel product on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 50 Crore (Rupees Fifty Crore Only) per financial year for a period of 3 (three) financial year, commencing from the financial year 2021-22 and up to and including the financial year 2023-24, provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to perform all such act and things and to sign all documents and writing as may be necessary, expedient and incidental thereof including all the negotiations and settlement, to give effect of this resolution and for matter connected therewith or incidental thereof in the best interest of the Company”.

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

**Place: New Delhi
Date: 15th December, 2021**

**Shallu Garg
Company Secretary
(Membership No. 60869)**

Notes:

1. The Explanatory Statement pursuant to Section 110 and Section 102(1) of the Companies Act, 2013 (the 'Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration), 2014 which set out details relating to special business mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose name appears on the Register of Members/ List of Beneficial Owner as on Friday, 17th December, 2021 (**Cut-off date**) as received from the Depository. Shareholders may note that this notice is also available on the company's website at www.srusteels.in and on the website of the CDSL at www.cdslindia.com. **Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.**
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the given procedure for registration of e-mail address and for receipt of Login ID and password for e-Voting.
 - a) Members holding the shares in the physical mode and who have not registered their e-mail addresses with the Company are requested to register/update the same by writing to the Company at srusteels@yahoo.in or to the Company Registrar and Share Transfer Agent (RTA), M/s Beetal Financial & Computer Services (P) Ltd at its office at Beetal House, 3rd Floor, 99 Madangir, BH-Local Shopping Complex near Dada Harsukhdas Mandir, New Delhi-110062 along with copy of signed request letter with the details of name, address, folio number attaching a self-attested copy of PAN card of the Member at beetal@rediffmail.com. Further as per **Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655** dated November 03, 2021 requires that the shareholders holding shares in physical form to update their details in the manner as mention in the circular.
 - b) Members holding the shares in the dematerialized mode are requested to register/ update their e-mail addresses with the relevant Depository Participant.
4. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the e-Voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-Voting. A person who becomes a member after the cut-off Date should treat this notice for information purpose only.
5. Institutional Shareholders (i.e. other than Individual, 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 authorised signatory (ies) who are authorised to vote to the company at srusteels@yahoo.in.

6. The Voting rights of the Members/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date i.e. Friday, 17th December, 2021.
7. The Company has appointed M/s Avinash Pandey & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process through e-Voting, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
8. The Scrutinizer will submit his report, after the completion of scrutiny to the Chairman of the company or to any other person authorised by Chairman. The result of e-Voting will be announced on or before Sunday, 23rd January, 2022, and will be displayed on the Company's Website at www.srusteels.in and will also be communicated to the stock exchange at www.bseindia.com and will also be available on the website of CDSL at www.cdslindia.com.
9. Pursuant to Section 108 and 110 of the Companies Act, 2013 and other applicable provisions of the Act and the rules made thereunder, the MCA circulars and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 read with circular of SEBI on E-Voting Facility provided by Listed Entities, dated December 9, 2020, and Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-Voting facility. The instructions for e-Voting are provided as the part of this Postal Ballot Notice which the members are requested to read carefully before casting vote.
10. The **e-Voting commences at 9:00 A.M. (IST) on Thursday, 23rd December, 2021 and ends at 5:00 P.M. (IST) on Friday, 21st January, 2022**, Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
11. The resolution, if approved, shall be deemed to have been passed on the last date of e-Voting i.e. on Friday, 21st January, 2022.
12. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting by the members on the website of the Company.

A. Procedure for E-Voting

- a) Pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulations, read with circular dated December 9, 2020 of SEBI on e-Voting Facility provided by Listed Entities, the Company is pleased to provide e-Voting facility to its members in respect of the business to be transacted by the means of postal Ballot. The Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorised agency.
- b) The Members whose names appears in the Registrar of Members / List of Beneficial Owners as on Friday, 17th December, 2021 i.e. 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 for information purpose only.
- c) **The e-Voting period facility will available during the following period:**
- **Commencement of e-Voting period at 9:00 A.M. (IST) on Thursday, 23rd December, 2021**
 - **End of e-Voting period at 5:00 P.M. (IST) on Friday, 21st January, 2022**

The e-Voting will not be allowed beyond the aforesaid date and time and the e-Voting module shall forthwith be disabled by CDSL upon expiry of the aforesaid time period. Once the vote on a resolution is cast by the member then he shall not be allowed to change it subsequently.

- d) The Postal Ballot Notice can also be assessed from the website of the Company at www.srusteels.in and from the website of the stock exchange at www.bseindia.com and from CDSL at www.evotingindia.com.
- e) 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 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.

- f) 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 for Individual shareholders holding securities in Demat mode is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>a) 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>b) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>c) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration</p> <p>d) 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 provided links for the respective ESP where the e-Voting is in progress.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>a) 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 http://eservices.nsdl.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</p>

	<p>provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>b) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS .“Portal or click https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>c) Visit the e-Voting website of NSDL. Open web browser by 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</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.</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 022- 23058738 and 22-23058542-43.
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

B. LOGIN METHOD FOR E-VOTING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING IN DEMAT FORM & PHYSICAL SHAREHOLDERS

- 1) The shareholders should log on to the e-Voting website www.evotingindia.com.
- 2) Click on Shareholders.
- 3) 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form 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.
- 6) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
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.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant "SRU STEELS LIMITED" on which you choose to vote.
- 11) 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.

12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

13) 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.

14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

15) You can also take out print of the votes cast by clicking on “Click here to print” option on the Voting page.

16) 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.

17) Additional Facility for Non – Individual Shareholders and Custodians- Remote Voting Only

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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 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.

18) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

- a) For Physical shareholder- Please provide necessary details like Folio No., Name of Shareholders, 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.
- b) For Demat shareholders- Please update your e-mail ids & mobile no. with your respective depository participant (DP)

c) For Individual Demat Shareholders- Please update your e-mail id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting.

19) The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, first count the votes cast, thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him, who shall countersign the same. The Scrutinizer's decision on the validity of a vote cast through e-Voting will be final and binding.

20) 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 022- 23058738 and 022-23058542/43.

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 on 022-23058542/43.

21) The result of the voting shall be declared on or before Sunday, 23rd January, 2022 by uploading the same on the website of the stock exchange at www.bseindia.com at also at the website of the Company at www.srusteels.in and at the CDSL website at www.cdslindia.com.

22) The resolution if passed, by the requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms or e-Voting i.e. Friday, 21st January, 2022.

23) Any person, who is not the member of the Company as on the cut-off date i.e. Friday, 17th December, 2021 should treat this notice for information purpose only.

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

**Place: New Delhi
Date: 15th December, 2021**

**Shallu Garg
Company Secretary
(Membership No. 60869)**

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

ITEM NO.01

It is proposed to give loan to the Companies (**referred as Borrowing Companies**) mentioned in the resolution in which the Directors of the company are interested i.e. the Directors of the Company are the Directors or the Members.

As per Section 185 of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution and requisite disclosures are made in the Explanatory Statement.

Considering the current COVID-19 situation, it is proposed to help the companies in which directors of the Company are directly or indirectly interested, to tide over in this difficult time by providing the financial assistance by the way of loan including any loan represented by a book debt or give guarantee or provide any security in connection with any loan taken by any of the borrowing Companies in whom any of the directors of the Company are interested up to an amount not exceeding Rs. 300 (Rupees Three Hundred Crore Only) in aggregate.

The loan including any loan represented by a book debt or guarantee given or security provided in connection with any loan taken by any of the borrowing Companies in whom any of the directors of the Company are interested shall be used by these Companies for their principle business activities only.

The terms and conditions for the loan including any loan represented by book debts or guarantee given or security provided in connection with any loan taken by any of the borrowing Companies in whom any of the directors of the Company are interested shall be on arm's length basis.

This being the transaction with related parties, therefore all the related parties shall abstain from voting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

The resolution set out at Item No. 01 is recommended for approval of the members as a special resolution through postal ballot by the means of e-Voting.

ITEM NO.02

The Company has been making Investments in, giving loans, inter corporate-deposits, and guarantee to various person and bodies corporate from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read

with the Companies (Meeting of Board and its Powers) Rules, 2014 as amended to date, provides that no Company is permitted to, directly or indirectly,

- a) give loan to any person or other body corporate
- b) give guarantee or provide security in connection with a loan to any other body corporate or person and
- c) acquire by the way of subscription, purchase or otherwise the securities of any other body corporate,

exceeding 60% (sixty percent) of its paid-up share capital, free reserves and securities premium account or 100% (one hundred per cent) of its free reserves and securities premium account, whichever is more.

Further, the said section provides that where the giving of any loan or guarantee or providing any security or the acquisition of securities of any Body corporate as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required.

Your Company, during the course of the its business activities, and in order to achieve greater financial flexibility, would be required to invest its surplus funds for optimal utilization, by way of giving loans(s) and/or giving guarantee(s) and/or providing security (ies) to any other persons and/ or any other body corporate(s) and/or acquisition of securities of any other body corporate(s).

Further it has been informed that the shareholders at its 23rd Annual General Meeting held on Saturday, 29th September, 2018, approved giving of any loan, guarantee or making investment in shares, debentures etc. up to an amount of Rs 250 crore. Aggregate amount of the loans and investments so far made, the amount for which guarantees and securities so far provided by the Company along with the loans, investments and guarantees to be made / provided by the Company in the near future, may exceed the limits approved by the Shareholders in their 23rd Annual General Meeting.

Accordingly, the Board of Directors of the Company in its meeting held on Wednesday, 15th December, 2021 approved increasing the aforesaid threshold from Rs. 250 crore (Rupees Two hundred Fifty Crore Only) to Rs. 300 crore (Rupees Three Hundred Crore Only), subject to approval of the shareholders.

The resolution set out at Item No. 2 is recommended for approval of the members as a special resolution through postal ballot by the means of e-Voting .

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

Item No. 03: In Pursuant to the provisions of Section 188 of the Companies act, 2013 Read with Rules 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulation, 2015 (hereinafter called as the Listing Regulations), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the members of a public listed Company through a resolution and all related parties shall abstain from voting on such resolution. "Material Related Party Transaction" under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements.

The annual turnover of the Company for the financial year 2020-21 is Rs. 270,795,514. Accordingly, any transaction(s) by the Company with its related party exceeding Rs 2.70 Crores (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the members' approval for the following arrangements/ transactions/contracts which may be entered into by the Company with its related parties from time to time.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended till date, particulars of the transactions with M/s Anant Overseas private Limited are as follows:

Name of the related party	M/s Anant Overseas Private Limited
Name of the director or key managerial personnel who is related, if any	Mr. Apoorv Agarwal, Managing Director, Mrs Richa Singla, Non-Executive Director and Mr Arpit Agarwal, Chief Executive Officer.
Nature of Relationship	M/s Anant Overseas Private Limited is a Private Company in which above director and KMPs are related party as per Listing Regulation
Nature of Transactions	Sale, Purchase or supply of any goods or materials;
Period of transaction	3 (three) years i.e. 2021-22 to 2023-24
Monetary Value/ Amount (Rs. in crores)*	Rs. 50 Crore per year*
Any other information relevant or important for the members to take a decision on the proposed resolution	Mr. Satish Agarwal and Mrs. Uma Agarwal Directors of M/s Anant Overseas Private Limited are the father and mother of Mr Apoorv Agarwal, Managing Director, Mrs. Richa Singhla, Non-Executive Director and Mr. Arpit Agarwal, Chief Executive Officer

* The ceiling on the amounts of transactions specified as above would mean the transactions entered into and remaining outstanding at any point of time.

Further it has been informed that the shareholder in its AGM held on 30th September, 2021, approved the limit of Rs. 5 Crore (Rupees Five Crore Only) for the period of three financial year from 2021-22 to 2023-24. The Aggregate limit of the transactions of Sale and/or Purchase with M/s Anant Overseas Private Limited of Rs. 5 Crore (Rupees Five Crore Only) as approved by the Shareholders in the 26th Annual General Meeting of the Company may exceed in the near future.

Accordingly, the Board of Directors of the Company in its meeting held on Wednesday, 15th December, 2021 approved the increased limit of Rs. 50 crore (Rupees Fifty Crore Only), subject to the approval of the shareholders.

The aforesaid related party transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length Price. However, the same are covered under the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly the approval of the shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid related party transactions at their respective meeting held on Wednesday, 15th December, 2021 in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the ordinary course of business and at arm's length basis.

The resolution set out at Item No. 03 is recommended for approval of the members as a ordinary resolution through postal ballot by the means of e-Voting.

Mr. Apoorv Agarwal, Managing Director, Mrs. Richa Singla, Non-Executive Director, and Mr. Arpit Agarwal, Chief Executive Officer are interested in aforesaid resolution.

Except the above Directors, None of the Directors, Key Managerial Personnel, Promoter and Promoter Group and their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item No 03.

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

**Place: New Delhi
Date: 15th December, 2021**

**Shallu Garg
Company Secretary
(Membership No. 60869)**