



RATHI BARS LIMITED

CIN: L74899DL1993PLC054781

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

Ph.:011-42760373, 42730360

Web: www.rathisteels.com; E-mail: rathibars@hotmail.com

Date: August 26, 2026

The Manager, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001
Maharashtra, India

SCRIP CODE: 532918
SYMBOL: RATHIBAR

Sub: Notice of 33rd Annual General Meeting of Rathi Bars Limited ('the Company')

Re: Regulation 30 of SEBI (LODR) Regulations, 2015 read with clause 12 of Part-A of Schedule III

Dear Sir/ Ma'am,

This is to inform you that 33rd Annual General Meeting ('AGM') of the Company will be held on Thursday, 17th day of September, 2026 at 12:00 Noon IST through video conferencing ("VC") / other audio-visual means ("OVM").

Please find enclosed herewith the copy of Notice of 33rd AGM for the Financial Year 2025-26.

You are requested to kindly take the same on record.

Thanking You

For Rathi Bars Limited

Anurag Rath
Rathi

Digitally signed
by Anurag Rath
Date: 2026.08.26
21:49:08 +05'30'

Anurag Rath
Managing Director
DIN: 00063345

Encl. as above



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NOTICE

Notice is hereby given that the 33rd Annual General Meeting (“AGM”) of the members of Rathi Bars Limited (“The Company”) will be held on Thursday, 17th day of September 2026 at 12:00 noon IST through video conferencing (“VC”) / other audio-visual means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Reports of the Board of Directors and Auditors thereon.

2. APPOINTMENT OF DIRECTOR RETIRING BY ROTATION:

To re-appoint Mr. Uddhav Rathi (DIN: 06604905), Whole-time Director as Director, who retires by rotation, and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. APPOINTMENT OF MR. SACHINDRA JHA AS AN NON-EXECUTIVE INDEPENDENT DIRECTOR:

To Consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Mr. Sachindra Jha (DIN: 11897917), be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of consecutive five years up to September 17, 2031.

RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution including but not limited to filing the required forms with the registrar of Companies or any other authorities as may be required.”

4. RATIFICATION OF REMUNERATION OF COST AUDITORS:

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

“**RESOLVED THAT** pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as

amended from time to time, the Company hereby ratifies the remuneration of Rs. 25,000/- (Rupees Twenty-Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to Avnesh Jain & Co, Cost Accountants, who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending March 31, 2027.”

5. MATERIAL RELATED PARTY TRANSACTIONS WITH RATHI SPECIAL STEELS LIMITED:

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

“**RESOLVED THAT** pursuant to Section 188 and all other applicable provisions, if any of the Companies Act, 2013 (‘Act’) and Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, and provisions of , the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Rathi Special Steels Limited accordingly a related party of Rathi Bars Limited, on such terms and conditions as may be agreed between the Company and Rathi Special Steels Limited, for an aggregate value of up to Rs. 100 crores to be entered during FY 2026-27, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of the Company and incidental thereto, and to sign and execute all deeds, applications, documents and writing that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

6. MATERIAL RELATED PARTY TRANSACTIONS WITH BHIWADI IRON PRIVATE LIMITED:

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

“**RESOLVED THAT** pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, and provisions of Section 188 and all other applicable provisions, if any of the Companies Act, 2013 (‘Act’), the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Bhiwadi Iron Private Limited accordingly a related party of Rathi Bars Limited, on such terms and conditions as may be agreed between the Company and Bhiwadi Iron Private Limited, for an aggregate value of up to Rs. 100 crores to be entered during FY 2026-27, subject to such contract(s)/arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of the Company and incidental thereto, and to sign and execute all deeds, applications, documents and writing that may be required, on behalf of the

Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

**By order of the Board of Directors
For Rathi Bars Limited**

**Sd/-
Anurag Rathi
(Managing Director)
DIN: 00063345**

Date: 26.08.2026

Place: New Delhi

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the special business to be transacted at the Annual General Meeting is annexed hereto.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI (LODR) Regulations and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment at this AGM is also annexed as “**Annexure - 1**” of this notice.
3. In order to facilitate the maximum participation of the Members of the Company from different locations, the 33rd Annual General Meeting (“AGM”) of the Company is being held through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) in terms of various circulars issued by the Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”).
4. Pursuant to various circulars prescribed by the MCA including the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard latest being 03/2025 dated September 22, 2025 read with SEBI vide general circular no. HO/49/14/14(7)2025-CFDPD2/I/3762/2026 dated January 30, 2026 (hereinafter collectively referred to as “Circulars”), it is permitted to convene an AGM through VC/ OAVM, without physical presence of members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 (“Act”) read with the aforementioned Circulars, the AGM of the Company is being conducted through VC/ OAVM.
5. The AGM shall be deemed to be held at the registered office of the Company i.e., A-24/7, Mohan Co-operative Industrial Estate, New Delhi-110044 India as prescribed under the Circulars.
6. Since, the AGM is being conducted through VC/ OAVM pursuant to the Circulars, requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by members is not available for the AGM and hence proxy form and attendance slip including route map of the venue has not been annexed with the notice of the AGM (“Notice”).
7. Members attending the AGM through VC/ OAVM including authorized representative(s)/ attorney holder(s) of corporate members, institutional investors etc. shall be counted for the purpose of reckoning the quorum under the provisions of section 103 of the Act.

8. Corporate members are entitled to appoint authorized representatives to vote on their behalf on the resolution(s) proposed in this Notice. Institutional/ Corporate members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned and certified copy (PDF/ JPG Format) of their Board or governing body's resolution/ Authorization, authorizing their representative to vote through remote e-voting, to the Scrutinizer through an e-mail at pwrasso@gmail.com with a copy marked to evoting@nsdl.com and rathibars@hotmail.com as required under the provisions of section 103 of the Act.
9. In compliance with the Circulars mentioned above at note no. 4, the Notice along with the Annual Report for the financial year 2025-26 ("Annual Report") is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ MAS Services Limited, the Registrar and Share Transfer Agent of the Company ("RTA")/ Depositories/ Depository Participant(s) and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on Thursday, September 10, 2026. Further, in terms of regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web-link, including the exact path and QR code, where complete details of the Notice and Annual Report of the Company are available, is being physically sent to those shareholder(s) who have not registered their email addresses with the Company/ RTA/ Depositories/ Depository Participant(s), as on Thursday, September 10, 2026. Annual Report including Notice are also available on the website of the Company at <http://rathisteels.com/> and on the website of Stock Exchanges i.e. BSE Limited at www.bseindia.com. Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
10. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. In case any member is desirous of obtaining physical copy of Notice and Annual Report, he/ she may send a request to the Company by writing at rathibars@hotmail.com mentioning their Folio No./ DP ID and Client ID.
12. The Company has fixed Thursday, September 10, 2026 as the Cut-off date for determining the eligibility to vote on item(s) of business to be transacted at the 33rd AGM as detailed in notice. Any person who acquires shares of the Company and becomes a member of the Company after sending the Notice and is holding shares as of the cut-off date, may obtain the login ID and password by sending a request at investor@masserv.com. Any shareholder who disposes off his shareholding such that he/she is not a member as on the cut-off date should treat this Notice for information purposes only. Please note that a person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting during the Meeting. If members opt for remote e-voting, then they should not vote at the Meeting. However, once an e-vote on a resolution is cast by a member, such member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting but shall not be entitled to cast their vote again.
13. The Shareholders of the Company in the 32nd AGM held on 16.09.2025 has appointed M/S Siya Ram & Associates, Company Secretaries (Peer Reviewed FRN: I2014DE1146800), as the Secretarial Auditor of the Company.
14. The Board of Directors of the Company in their meeting held on 26.08.2026 has appointed M/s PWR Associates, Company Secretaries as the Scrutinizer to scrutinize the votes cast by the

shareholders in respect of items of business to be transacted at the 33rd AGM, in a fair and transparent manner.

15. The Scrutiniser will, after the conclusion of e-voting at the AGM, scrutinise the votes cast at the AGM and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the AGM.
16. The results of the voting indicating the number of votes cast in favour or against each of the Resolution(s), invalid votes and whether the Resolution(s) have been carried out or not, together with the Scrutinizer's Report, will be placed on the website of the Company at <http://rathisteels.com/> and on the website of BSE Limited at www.bseindia.com immediately after the declaration of result by the Chairman or any person authorized by him in writing.
17. In compliance with provisions of MCA & SEBI Circulars referred above in the Notice, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by ICSI, the Company is offering e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the Notice. Those shareholders who do not opt to cast their vote through remote e-voting, may cast their vote through electronic voting system during the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
18. Mas Services Limited ("RTA") will be providing the facility for remote e-voting, participation in the 33rd AGM through VC/OAVM and voting during the 33rd AGM through electronic voting system. The remote e-voting period will begin on Monday, September 14, 2026 at 09:00 A.M. (IST) will end on Wednesday, September 16, 2026 at 05:00 P.M. (IST). The remote e-Voting module shall be disabled by RTA for voting thereafter.
19. The Members who cast their votes by remote e-voting prior to the AGM may attend the AGM through VC/ OAVM but shall not be entitled to cast their votes again.
20. Members may join the 33rd AGM through VC/OAVM on September 17, 2026 from 11:45 A.M. (IST) i.e. 15 minutes before the scheduled start time and the Company may close the window for joining the VC/ OAVM facility 15 minutes after the scheduled start time, i.e. by 12:15 P.M. (IST) on date of AGM.

Please refer to detailed instructions for remote e-voting, attending the 33rd AGM through VC/OAVM and electronic voting during the AGM, as set out in this Notice.

21. Statutory registers as prescribed under the Companies Act, 2013 and all documents referred to in the notice, will be available for inspection through electronic mode, without any fee, by the members from the date of circulation of this Notice, up to the date of AGM i.e. September 17, 2026. Members desiring for inspection of said documents are requested to send an e-mail to the Company at rathibars@hotmail.com. For inspection, the Shareholders may contact the Company at rathibars@hotmail.com at least 5 days before the date of the 33rd AGM.
22. The SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in demat form are, therefore, requested to submit the PAN to their respective Depository Participant(s). Shareholders holding shares in physical form can submit their PAN details to the Company or to the RTA (Link Intime India Private Limited).

23. Members having any question or query related to agenda/ business of the 33rd AGM or would like to express their views or ask questions during the AGM, may register themselves as speaker by sending email to the company secretary on the Company's investor email-id, i.e. rathibars@hotmail.com at least 10 (Ten) days prior to the date of meeting i.e., by September 17, 2026 from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number. Request given on other email IDs will not be considered. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of questions, number of speakers and their sequence depending on the availability of time for smooth conduct of the AGM. Please note that the Members' questions will be answered only if they continue to hold the Equity Shares as of September 10, 2026 i.e., the cut-off date for e-voting.
24. The Members can join the 33rd AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 33rd AGM through VC/OAVM will be made available for 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, Scrutinizer etc. who are allowed to attend the 33rd AGM without restriction on account of first come first served basis.
25. The recorded transcript of the AGM will be hosted on the website of the Company.
26. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, MAS Services Limited having its registered office at T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110020 Ph: - 011-26387281/82/83 Fax: - 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.
27. In case, shares are in demat form, members are requested to update their bank detail with their depository participant.
28. The Equity Share capital of the Company is held by 9106 Shareholders as on 31.03.2026, out of which 9103 Shareholders holding almost 100.00 % of the capital are in dematerialized form and the balance 3 shareholders holding (4 shares) 0.00% of the capital are in physical form. The shareholders having shares in physical form are advised to dematerialize the shares at the earliest.
29. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/ them shall vest in the event of his/ their death. Shareholders desirous of availing this facility may submit the requisite nomination form SH-13 duly filed in to the RTA of the Company.
30. Any member requiring further information on the audited financial statements for the year ended 31st March, 2026, is requested to send the queries in writing to Company Secretary/ CFO, at least one week before the meeting.
31. The procedure for E-voting has been comprehensively outlined and explained in detail within this Notice for the information and convenience of the shareholders.

32. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut-off date i.e. September 10, 2026.
33. In respect of the matters pertaining to nomination, power of attorney, change in name/ address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/ Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
34. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
35. In case you have not registered your email id with depository or RTA you may registered your email id in following manner:

Physical Holding	Send form ISR-1, ISR-2 (in case signature of shareholder does not match with RTA record), SH-13 to RTA i.e. (MAS Services Limited, T-34, 2 nd Floor Okhla Industrial Area Phase-II, New Delhi 110020.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3: APPOINTMENT OF MR. SACHINDRA JHA AS AN NON-EXECUTIVE INDEPENDENT DIRECTOR:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on August 26, 2026 proposed to be appointed as a Non-Executive Independent Director of the Company for a first term of five (5) years effective from September 17, 2026, not liable to retire by rotation, subject to approval of the shareholders of the Company. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Mr. Sachindra Jha (i) consent in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. He does not hold any equity shares of the Company. The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Mr. Sachindra Jha for the office of Directors of the Company.

Brief profile of Mr. Sachindra Jha is as under: Mr. Sachindra Jha is a Graduate with over 20 years of rich and diversified experience in the steel industry. Throughout his professional career, he has been associated with various facets of the steel business, including manufacturing operations, production planning, quality management, process optimization, project execution, supply chain coordination, and business development.

He possesses extensive knowledge of the steel manufacturing sector and has consistently contributed towards improving operational efficiency, implementing industry best practices, and strengthening

organizational performance. His practical understanding of the industry's commercial and technical aspects enables him to provide valuable strategic guidance to the management.

He is not debarred from holding the office of Director by virtue of any order of SEBI or any other statutory authority and has provided the necessary declarations, including his consent to act as an Independent Director and confirmation of registration, wherever applicable, with the Independent Directors' Databank.

The terms and conditions for appointment of Mr. Sachindra Jha as Independent Directors of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day. Other details of Mr. Sachindra Jha are provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulations and the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Special Resolutions as set out in Items no. 3 of this Notice, for approval by the Members of the Company, as the rich experience and the vast knowledge he brings with him would benefit the Company. He also possesses requisite skills, expertise and competencies in the business restructuring, capital market regulations, international taxation, regulatory matters and business leadership.

Mr. Sachindra Jha is deemed to be interested in the resolution relating to his appointment.

None of the other Directors or key managerial personnel or their relatives are, in anyway, concerned or interested in the said resolution, as set out in the Items No. 3 of this Notice.

ITEM NO. 4: RATIFICATION OF COST AUDITOR'S REMUNERATION:

As per Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the appointment of Cost Auditor shall be made by the Board of Directors on such remuneration as may be ratified by the Shareholders. Under the Companies (Audit and Auditors) Rules, 2014, the Board while appointing the cost auditor is required to approve the remuneration payable to them and the remuneration so approved by the Board shall be ratified by the Shareholders.

Accordingly, as recommended by the Audit Committee, the Board of Directors has appointed M/s Avnesh Jain & Co., Cost Accountants (FRN: 101048), as Cost Auditor of the Company for the FY 2026-27 at a remuneration of 25,000/- (Rupees Twenty-Five Thousand Only) (Inclusive of out-of-pocket expenses) plus applicable taxes.

M/s Avnesh Jain & Co. has furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. M/s Avnesh Jain & Co. has vast experience in the field of Cost Audit and has conducted the audit of cost records of the Company for the past several years under the provisions of the Companies Act, 2013.

The ratification of the shareholders is sought by passing an ordinary resolution as set out at item no. 4 in the notice. The Board of Directors recommends the passing of the Resolution contained in this Item no.4 of the accompanying Notice.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said resolution, other than the extent of their holding in the securities of the Company, if any.

ITEM NO 5: MATERIAL RELATED PARTY TRANSACTIONS WITH RATHI SPECIAL STEELS LIMITED

The Company is carrying business transactions with Rathi Special Steels Limited (a related party) for the sale/purchase of steel products. Pursuant to Section 188 (1) of the Companies Act, 2013, the

Company can enter into business transactions at arm's length with related party only with the approval of shareholders accorded by way of a special resolution and therefore, the Board hereby proposes and recommends the business transactions to the extent of Rs. 100 Crores (Rupees One Hundred Crore) per annum, to the shareholders for their approval in the forthcoming AGM.

The resolution at Item No. 5 is recommended for approval by the Members.

Management of both the companies is common and managed by family members except the independent directors and they are concerned or interested in the Resolution only to the extent of their shareholding.

Details of the proposed transactions between RBL and RSSL, being related parties are as follows:

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021

S. No.	Description	Details
1	Name of the Related Party	Rathi Special Steels Limited
2	Nature of relationship	Common Management
3	Nature, material terms, monetary value and particulars of contracts or arrangement	sale/purchase of steel products
4	Tenure of the proposed transaction	1 Year, i.e; 2026-27
5	Value of the proposed transaction	Rs. 100 Crores
6	Any advance paid or received for the contract or arrangement, if any	None
7	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	All the related party transactions are carried at arm's length price. Therefore, no separate/external valuation is carried out. Comparatives can be made available as and when required.
8	Percentage of the Company's annual consolidated turnover for the immediately preceding Financial Year 2025-26, that is represented by the value of the proposed RPT	27.13%
9	Justification for why the proposed transaction is in the interest of the listed entity	will help the Company achieve synergies and economies of scale and will be in the best interest of the members
10	If the transactions relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
11	Company's Audit and Risk Management Committee approval	The proposed transactions have been unanimously approved and recommended by the Audit Committee of Rathi Bars Limited which comprises of Independent Directors.
12	Counter party's Board and Audit Committee approval	These proposed transactions have also been approved by the Board and Audit Committee of Rathi Special Steels Limited.

ITEM NO 6: MATERIAL RELATED PARTY TRANSACTIONS WITH BHIWADI IRON PRIVATE LIMITED

The Company is carrying business transactions with Bhiwadi Iron Private Limited (a related party) for the sale/purchase of steel products. Pursuant to Section 188 (1) of the Companies Act, 2013, the Company can enter into business transactions with related party only with the approval of shareholders accorded by way of a special resolution and therefore, the Board hereby proposes and recommends the business transaction to the extent of Rs.100 Crore (Rupees One Hundred Crore) per annum, to the shareholders for their approval in the forthcoming AGM.

The resolution at Item No. 6 is recommended for approval by the Members.

Management of both the companies is common and managed by family members except the independent directors and they are concerned or interested in the Resolution only to the extent of their shareholding.

Details of the proposed transactions between Rathi Bars Limited and Bhiwadi Iron Private Limited, being related parties of the Company are as follows:

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

S. No.	Description	Details
1	Name of the Related Party	Bhiwadi Iron Private Limited
2	Nature of relationship	Common Management
3	Nature, material terms, monetary value and particulars of contracts or arrangement	sale/purchase of steel products
4	Tenure of the proposed transaction	1 Year, i.e; 2026-27
5	Value of the proposed transaction	Rs. 100 Crores
6	Any advance paid or received for the contract or arrangement, if any	None
7	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	All the related party transactions are carried at arm's length price. Therefore, no separate/external valuation is carried out. Comparatives can be made available as and when required.
8	Percentage of the Company's annual consolidated turnover for the immediately preceding Financial Year 2025-26, which is represented by the value of the proposed RPT	27.13%
9	Justification for why the proposed transaction is in the interest of the listed entity	will help the Company achieve synergies and economies of scale and will be in the best interest of the members
10	If the transactions relate to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
11	Company's Audit and Risk Management Committee approval	The proposed transactions have been unanimously approved and

		recommended by the Audit Committee of Rath Bars Limited which comprises of Independent Directors.
12	Counter party's Board and Audit Committee approval	These proposed transactions have also been approved by the Board.

**By order of the Board of Directors
For Rath Bars Limited**

Date: 26.08.2026
Place: New Delhi

Sd/-
Anurag Rath
(Managing Director)
DIN: 00063345

ANNEXURE-1

DETAILS OF DIRECTORS SEEKING APPOINTMENT, RE-APPOINTMENT AND FIXATION OF REMUNERATION AT THE 32ND ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Name	Mr. Uddhav Rath	Mr. Sachindra Jha
DIN	06604905	11897917
Date of Birth/age	26-10-1991	02-01-1984
Date of first appointment on the Board	13-02-2014	NA
Qualifications	Graduate	Graduate
Brief Resume	Mr. Uddhav Rath is an exceptional leader and serves as the Director of Rath Steels Ltd, one of India's most well-established and premium construction steel brands. With a specialization in Marketing and Finance, Mr. Rath has consistently contributed his expertise and strategic vision to the sustained growth and overall well-being of the company. His dynamic leadership continues to play a pivotal role in strengthening Rath Steels' position in the competitive steel industry.	Mr. Sachindra Jha is a Graduate with over 20 years of rich and diversified experience in the steel industry. Throughout his professional career, he has been associated with various facets of the steel business, including manufacturing operations, production planning, quality management, process optimization, project execution, supply chain coordination, and business development. He possesses extensive knowledge of the steel manufacturing sector and has consistently contributed towards improving operational efficiency, implementing industry best practices, and strengthening

		organizational performance. His practical understanding of the industry's commercial and technical aspects enables him to provide valuable strategic guidance to the management. He is not debarred from holding the office of Director by virtue of any order of SEBI or any other statutory authority and has provided the necessary declarations, including his consent to act as an Independent Director and confirmation of registration, wherever applicable, with the Independent Directors' Databank.
Nature of expertise in specific functional areas	Marketing and Finance	Iron & Steel Industry
Disclosure of relationships between directors inter-se;	Mr. Uddhav Rathi is the nephew of Mr. Anurag Rathi	Not related to Directors
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil	Nil
Terms and conditions of Appointment	As decided by Board on recommendation of Nomination & Remuneration Committee	As decided by Board on recommendation of Nomination & Remuneration Committee
Directorships held in other public companies (excluding foreign companies and Section 8 Companies)	Rathi Special Steels Limited Gordhan Das Rathi Steels Limited	Nil
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee).	Member of Audit Committee of Rathi Special Steels Limited	Nil
Number of meetings of the Board attended during the year 2025-26	8	Not Applicable
Relationship with other directors and key managerial personnel	Mr. Uddhav Rathi is the nephew of Mr. Anurag Rathi	Nil

Shareholding in the Company as on 31st March, 2026	5.26%	Nil
Listed Entities from which resigned as Director in past 3 Years	Nil	Nil

INSTRUCTIONS FOR E-VOTING

The remote e-voting period begins on Monday, September 14, 2026 at 09:00 A.M. (IST) and ends on Wednesday, September 16, 2026 at 05:00 P.M. (IST). The remote e-voting module shall be disabled for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Thursday, September 10, 2026, are entitled to cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, September 10, 2026.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). The instructions for e-voting areas under:

The notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

A. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL

Method 1 - Individual Shareholders using NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile.
- On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. C) After successful authentication, you will be able to see e-Voting services under Value added services.
- Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. e) 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.

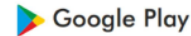
Or

Shareholders who have not registered for NSDL IDeAS facility:

- If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>.

- b) Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- c) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- d) Enter the last 4 digits of your bank account / generate ‘OTP’
- e) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-e).

Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or evoting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote evoting period or joining virtual meeting & voting during the meeting.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) 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.

B. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., Mas Services, for voting during the remote e-voting period
- e) 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.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) 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.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, 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.

C. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORY PARTICIPANT

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility:

- a) Login to DP website.
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL/ CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, 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.

IN CASE OF MEMBERS RECEIVING PHYSICAL COPY OF NOTICE OF ANNUAL GENERAL MEETING (FOR MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORY PARTICIPANT(S) OR REQUESTING PHYSICAL COPY)

- a. Initial password is provided in the box overleaf.
- b. Please follow all steps given above

Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a

Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 123456 then user 5. ID is 123456001***

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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: 022 - 4886 7000
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

Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pwrasso@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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.