

# Rhetan TMT Limited

(Formerly known as Rhetan Rolling Mills Private Limited)

CIN: L27100GJ1984PLC007041

Regd. Office: 7<sup>th</sup> Floor, Ashoka Chambers, Rasala Marg, Mithakhali, Ahmedabad – 380 006, Gujarat, India

Tel. No.: 079 26463226-7, Email ID: rhetantmt@gmail.com, Website: www.rhetan.com

## Notice of Extra Ordinary General Meeting of the Equity Shareholders of Rhetan TMT Limited

**Day** : Friday

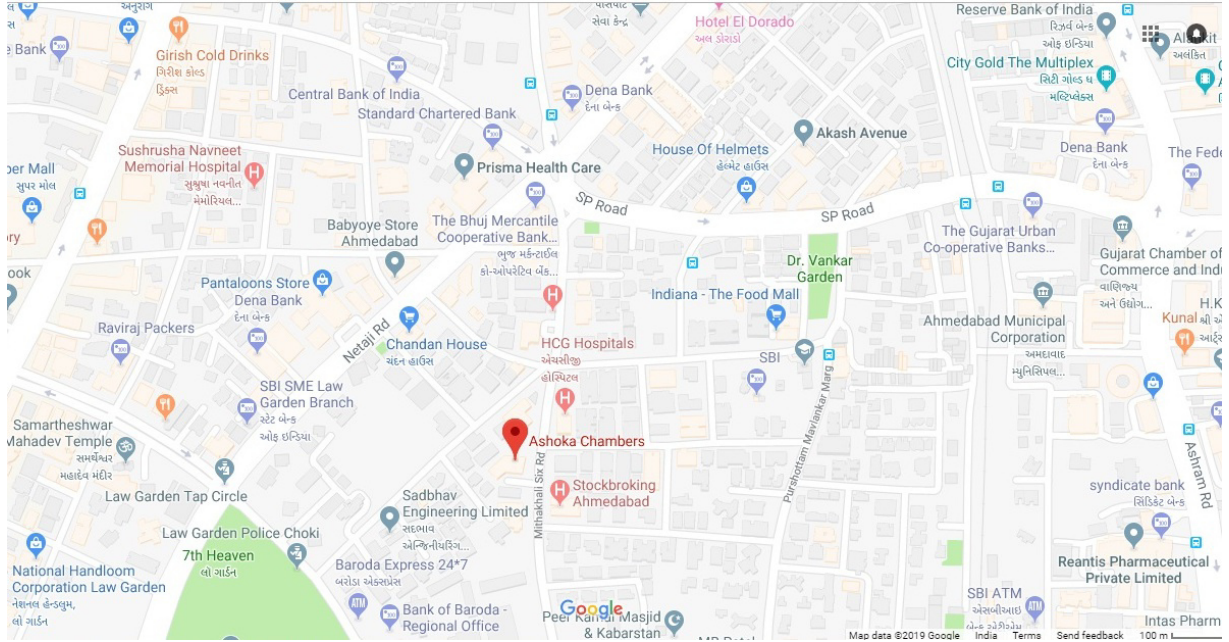
**Date** : 13<sup>th</sup> January, 2023

**Time** : 12:00 P.M. (IST)

**Venue** : 7<sup>th</sup> Floor, Ashoka Chambers, Rasala Marg, Mithakhali, Ahmedabad – 380 006, Gujarat, India

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### ROUTE MAP TO THE EGM VENUE



## **NOTICE**

**NOTICE** is hereby given that an Extra Ordinary General Meeting of the Members (EOGM/EGM) of **Rhetan TMT Limited** will be held on **Friday, 13<sup>th</sup> January, 2023** at **12:00 P.M.** at the Registered Office of the Company at 7<sup>th</sup> Floor, Ashoka Chambers, Rasala Marg, Mithakhali, Ahmedabad – 380 006, Gujarat, India to transact the following Business:

**ITEM NO. 1 - SUB-DIVISION/SPLIT OF EQUITY SHARES OF THE COMPANY FROM FACE VALUE OF RS. 10/- EACH TO FACE VALUE OF RE. 1/- EACH**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and Rules framed thereunder including the statutory modifications thereto and re-enactments thereof for the time being in force and the provisions of Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations, circulars, notifications etc. issued thereunder, subject to such approvals and consents from appropriate authorities, the consent of the Members of the Company be and is hereby accorded for sub-division of each equity share of face value of Rs. 10/- (Rupees Ten Only) into 10 (Ten) equity shares of face value of Re. 1/- (Rupee One Only) each fully paid up.

**“RESOLVED FURTHER THAT** pursuant to the split/sub-division of equity shares of the Company, all the issued, subscribed and paid up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company existing on the record date to be fixed by the Board of Directors shall stand sub-divided into equity shares of face value of Re. 1/- (Rupee One only) each fully paid up as given below, without altering the aggregate amount of such capital and shall rank pari passu in all respects with the existing fully paid equity share of 10/- each of the company:

| Particulars              | Pre Split/Sub-Division |                     |                              | Post Split/Sub-Division |                     |                              |
|--------------------------|------------------------|---------------------|------------------------------|-------------------------|---------------------|------------------------------|
|                          | No. of shares          | Face Value (in Rs.) | Total Share Capital (in Rs.) | No. of Shares           | Face Value (in Re.) | Total Share Capital (in Rs.) |
| Authorised Share Capital | 21500000               | 10                  | 21,50,00,000/-               | 800000000*              | 1                   | 80,00,00,000/-               |
| Paid Up Share Capital    | 21250000               | 10                  | 21,25,00,000/-               | 212500000               | 1                   | 21,25,00,000/-               |

**\* Authorised share Capital will be increased to Rs. 80,00,00,000/- from Rs. 21,50,00,000/- subject to shareholder’s approval and necessary filings with the Authorities and their approvals.**

**“RESOLVED FURTHER THAT** upon the split/sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the Face Value of Rs. 10/- each held in physical form, if any, shall be deemed to have been automatically cancelled with effect from the Record Date and the Board be and is hereby authorised to recall the same from the shareholders, if necessary, and to issue new shares certificates in lieu thereof, with regard to sub-divided Equity Shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules,

2014 (as amended), Articles of Association and other applicable regulations and in the case of the Equity Shares held in the dematerialized form, the sub-divided Equity Shares of the face value of Re. 1/- (Rupee One only) each, fully paid up, shall be credited to the respective beneficiary accounts of the members with their Depository Participants and the Company shall take such corporate actions as may be necessary in relation to the existing Equity Shares.

**“RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution including but not limited to fixing of the record date as per the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the split/sub-division of the Equity Shares as aforesaid or for any matters connected therewith or incidental thereto.”

## **ITEM NO. 2 - INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

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

**“RESOLVED THAT**, pursuant to Section 13, 61 and 64 and other applicable provisions, and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the consent and approval of Members of the Company be and is hereby accorded to alter the Authorised Share Capital of Company from Rs. 21,50,00,000/- (Rupees Twenty One Crore Fifty Lakh only), divided into 21500000 (Two Crore Fifteen Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 80,00,00,000/- (Rupees Eighty Crore only), divided into 80000000 (Eight Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.

**RESOLVED FURTHER THAT**, pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V:

**“V. The Authorised Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crore only), divided into 80000000 (Eight Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.”**

**“RESOLVED FURTHER THAT**, any of the Directors of the Company be and is hereby authorised to sign and execute all the necessary documents, as may be required and to do all such things and acts as may be necessary for giving effect to the said resolution and file this resolution with the concerned authorities on behalf of the Company.”

## **ITEM NO. 3 – ISSUE OF BONUS SHARES**

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

**“RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014,

relevant provisions of Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India ('SEBI') (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ('RBI') from time to time, and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities, approval of the Members be and is hereby accorded for capitalization of such sum standing to the credit of the securities premium and/or free reserves of the Company, as may be considered necessary by the Board of Directors (hereinafter referred to as 'the Board', which expression shall be deemed to include a Committee of Directors and senior management officers of the Company duly constituted by the Board), for the purpose of issuance of fully paid-up bonus equity shares) ('bonus shares') to the Members of the Company in the proportion of 11 (Eleven) Bonus Shares for every 4 (Four) Equity Shares (nominal value of equity share shall be adjusted post sub-division) held as on such date as may be fixed by the Board for this purpose ('record date') AND THAT the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

**RESOLVED FURTHER THAT** the bonus shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as on the record date and the same shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the new Equity Shares will be credited in electronic form to the Demat accounts of the shareholders who hold the existing equity shares in electronic form, and for others who do not have valid Demat account, the new Equity Shares or issue new Equity Share Certificates, as the case may be, in accordance with the applicable provisions of the SEBI Regulations within the period prescribed.

**RESOLVED FURTHER THAT** the issue and allotment of the Bonus Equity Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, if any, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or Reserve Bank of India or approval of any other appropriate regulatory/statutory authorities, as may be necessary.

**RESOLVED FURTHER THAT** in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to ignore such fractions and no allotment shall be made for such fractional Equity Share.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolutions, Board be and is hereby authorized to delegate such powers and/or authority to any one or more of the, Managing Director, Chief Financial Officer, Company Secretary or any other person / official to make listing and/or trading application to the Stock Exchanges and to deal with Depositories and any other authorities as may be required for the aforesaid shares and to sign and execute all necessary forms, paper, writings, agreements and documents as may be deemed necessary and expedient in the aforesaid matters and to do such other acts and deeds required to give effect to the aforesaid resolutions."

**ITEM NO. 4: ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including statutory modification (s) or enactment (s) thereof, for the time being in force), subject to such approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to alter and substitute the existing clause V of the Memorandum of Association of the Company with the following new Clause V:

**“V. The Authorised Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crore only), divided into 800000000 (Eighty Crore) Equity Shares of Re. 1/- (Rupee One) each.”**

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to give such directions, as may in their absolute direction deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and or matters connected therewith or incidental thereto expressly by the authority of this resolution.”

**Registered Office:**

7<sup>th</sup> Floor, Ashoka Chambers,  
Rasala Marg, Mithakhali,  
Ahmedabad – 380 006  
CIN: L27100GJ1984PLC007041  
Tel: 079 26463226-7,  
rhetantmt@gmail.com  
Website: www.rhetan.com

**By order of the Board of Directors**

**Sd/-**

**Shalin A. Shah**  
**Managing Director**  
**(DIN: 00297447)**

**Date: 21<sup>st</sup> December, 2022**

**Place: Ahmedabad**

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.**
2. The instrument of proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the EGM Notice is annexed.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the EGM.
5. Members/ Proxies/ Authorised Representatives are requested to bring their Attendance Slip; which is enclosed herewith. Members, who hold shares in electronic form, are requested to write their DP ID and Client ID number/s and those who hold shares in physical form, are requested to write their Folio Number/s in the Attendance Slip for attending the EGM to facilitate identification of Membership at the EGM.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
8. Members are requested to notify immediately any change in their addresses and/ or the Bank Mandate details to their respective Depository Participants (DP) for shares held in electronic form.
9. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through an electronic mode. Stock Exchanges permit companies to send soft copies of the EGM Notice to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication. The EGM Notice of the Company will also be available on the Company's website [www.rhetan.com](http://www.rhetan.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Central Depository Services (India) Limited (CDSL) i.e. [www.evotingindia.com](http://www.evotingindia.com) (the Authorised agency for providing remote e-voting facility)

10. All the Documents referred to in the notice are open for inspection at the registered office of the Company between 11:00 A.M. to 1:00 P.M on any working day prior to the day of meeting and will also be available at the meeting venue on the date of meeting.
11. Only registered members of the Company or any proxy appointed by such registered member may attend the EGM as provided under the provisions of the Companies Act, 2013.
12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means. The facility of casting votes using an electronic voting system from a place other than the EGM venue ('remote e-voting') will be provided to the members by Central Depository Services (India) Limited (CDSL). The Members shall refer to the detailed procedure on e-voting given in the Notice.
13. In addition to the remote e-voting facility as described above, the Company shall arrange voting facility at the venue of EGM through Ballot Paper and the members attending the meeting, who have not already cast their votes by remote e-voting, will be able to exercise their right at the meeting. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again. Members will need to write on the ballot paper, inter alia, relevant Folio no., DP ID & Client ID and number of shares held etc.
14. Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.
15. The Company has appointed Mr. Chintan K. Patel, Practicing Company Secretary, Ahmedabad (Membership No. A31987; COP No: 11959), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.
16. The Scrutinizer shall, immediately after the conclusion of voting at EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two working days from the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
17. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rhetan.com](http://www.rhetan.com) and on the website of CDSL immediately after the result is declared by the Chairman; and results shall immediately be disseminated to the Stock Exchange where the shares of the Company are listed.
18. Members are requested to take a note that the Board of Directors of the Company in their meeting held on Saturday, 12<sup>th</sup> November, 2022, had approved change in Registrar and Share Transfer Agent (RTA) from Bigshare Services Private Limited to Purva Sharegistry India Private Limited. The Company is in the process of taking necessary actions w.r.t. shifting of depository (ies) connectivity from the existing RTA to the new RTA. However, as on the date of this notice, the depository (ies) connectivity and records of the Company are still with the old RTA i.e. Bigshare Services Private Limited. The Company will execute Tripartite Agreement with the

Central Depository Services Limited as well as National Securities and Depository Limited & Purva Shareregistry (India) Pvt. Ltd. in due course. So, members are requested to send any sort of communication to the Company at their designated mail address i.e. rhetantmt@gmail.com or Bigshare Services Private Limited at bssahd@bigshareonline.com, till the time the connectivity shifts to the new RTA or to Purva Shareregistry India Private Limited at support@purvashare.com.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

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

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

- (i) The voting period begins on **Tuesday, 10<sup>th</sup> January, 2023 at 9:00 A.M.** and ends on **Thursday, 12<sup>th</sup> January, 2023 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 6<sup>th</sup> January, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

- (iv) 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 CDSL/ NSDL** is given below:

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b> | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. 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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; new system Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol> |
| Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b> | <ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</li> </ol>  |

|  |   |
|--|---|
|  | <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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> |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | 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 website for casting your vote during the remote e-voting period.   |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533 |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30      |

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

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 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](http://www.evotingindia.com) and voted on an earlier e-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:

|  | <b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>  |
|--|--|
| 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"><li>Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/ RTA.</li></ul> |
| Dividend Bank Details<br><b>OR</b> Date of Birth (DOB) | 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. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>                    |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Rhetan TMT Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory 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 at [cschintanpatel@gmail.com](mailto:cschintanpatel@gmail.com) and to the Company at the email address viz;

rhetantmt@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at rhetantmt@gmail.com
2. **For Demat shareholders-** please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders-** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the special business mentioned in the accompanying Notice.

### **ITEM NO. 1, 2 3 & 4 OF THE NOTICE:**

To enhance the liquidity of Equity Shares and widen the shareholders base and with the spirit of inclusion in order to reward the shareholders, the Board of Directors, at its meeting held on 21<sup>st</sup> December, 2022, approved and recommended for consideration of Members the following:

1. Sub-division of one Equity Share of Face Value of Rs. 10/- (Rupees Ten only) into 10 Equity Shares of the face value of Re. 1/- (Rupee One only) (item no. 1 of the Notice)

There will not be any change in the amount of authorized, subscribed, issued and paid-up share capital of the Company on account of sub-division of equity shares. Additionally, such sub-division shall not be construed as reduction in share capital of the Company.

2. Issue of 11 (Eleven) Bonus Equity Shares for every 4 (Four) fully paid-up equity shares by capitalizing such sums out of capital redemption reserve/ securities premium account and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate. (Item no. 3 of the Notice).

The Issued, Subscribed and Paid-up share capital of the Company shall be increased to a sum not exceeding Rs. 79,68,75,000/- (Rupees Seventy Nine Crore Sixty Eight Lakh Seventy Five Thousand only) after capitalizing a sum not exceeding Rs. 58,43,75,000/- (Rupees Fifty Eight Crore Forty Three Lakh Seventy Five Thousand only) from Securities Premium Account or any other permitted reserves/ surplus as per the Unaudited Financial Results as on 30<sup>th</sup> September, 2022 and the same is proposed to be applied in paying up in full not exceeding 584375000 Equity Shares of Rs.1/- each.

The bonus shares so allotted shall rank pari passu in all respect with the fully paid-up equity shares of the Company as existing on the record date.

3. To accommodate the Sub-division and further issue of shares on account of Bonus, it is necessary to alter the capital clause of the Memorandum of Association of the Company, as mentioned in the item No. 2 of the Notice. Pursuant to provisions of Sections 13, 61 and 63 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements, the Members may by way of an ordinary resolution approve sub-division of equity shares, alteration of capital clause of Memorandum of Association, and capitalization of free reserves for the purpose of issue of bonus shares. (item no. 4 of the Notice)

A copy of the amended Memorandum of Association of the Company (MOA) would be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EOGM. Members seeking to inspect the MOA can send an email to [rhetantmt@gmail.com](mailto:rhetantmt@gmail.com)

The Record Date for the aforesaid sub-division of equity shares and issue of bonus shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained.

Pursuant to proviso to Regulation 295 of SEBI ICDR (Issue of Capital and Disclosure Requirements) Regulations, 2018 the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein the decision to announce the bonus issue was taken subject to shareholders' approval.

Accordingly, the Company will take the requisite steps for implementing the aforesaid corporate actions on or before 18<sup>th</sup> February, 2023.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

The Board of Directors recommends passing of all the Ordinary Resolutions set out in the Notice.

**Registered Office:**

7<sup>th</sup> Floor, Ashoka Chambers,  
Rasala Marg, Mithakhali,  
Ahmedabad – 380 006  
CIN: L27100GJ1984PLC007041  
Tel: 079 26463226-7,  
rhetantmt@gmail.com  
Website: www.rhetan.com

**By order of the Board of Directors**

**Sd/-**  
**Shalin A. Shah**  
**Managing Director**  
**(DIN: 00297447)**

**Date: 21<sup>st</sup> December, 2022**

**Place: Ahmedabad**

**Rhetan TMT Limited**  
**(Formerly known as Rhetan Rolling Mills Private Limited)**  
**CIN: L27100GJ1984PLC007041**  
**Regd. Office: 7<sup>th</sup> Floor, Ashoka Chambers, Rasala Marg, Mithakhali, Ahmedabad – 380 006,**  
**Gujarat, India**  
**Tel. No.: 079 26463226-7, Email ID: rhetantmt@gmail.com, Website: www.rhetan.com**

**ATTENDANCE SLIP**

Shareholder's Folio No. / DP ID-Client ID : \_\_\_\_\_

Name of the attending Shareholder/Proxy : \_\_\_\_\_

Address of the Shareholder(s) : \_\_\_\_\_  
: \_\_\_\_\_  
: \_\_\_\_\_

No. of Shares held : \_\_\_\_\_

I/we hereby record my/our presence at the Extra Ordinary General Meeting of the Company to be held on **Friday, 13<sup>th</sup> January, 2023 at 12:00 P.M.** at 7<sup>th</sup> Floor, Ashoka Chambers, Rasala Marg, Mithakhali, Ahmedabad – 380 006, Gujarat, India

Signature of the Attending Shareholder/Proxy: \_\_\_\_\_

**Notes:**

1. You are requested to sign and hand over this at the entrance. If you intend to appoint a proxy to attend the meeting instead of yourself, the proxy must be deposited at Regd. Office at 7<sup>th</sup> Floor, Ashoka Chambers, Mithakali Six Roads, Ahmedabad, Gujarat – 380 006, India not less than 48 hours before the time for holding the meeting.
2. If you are attending the meeting in person or by proxy, you/your proxy for reference at the meeting may please bring your copy of the notice.



**Rhetan TMT Limited**  
**(Formerly known as Rhetan Rolling Mills Private Limited)**

**CIN: L27100GJ1984PLC007041**

**Regd. Office: 7<sup>th</sup> Floor, Ashoka Chambers, Rasala Marg, Mithakhali, Ahmedabad – 380 006, Gujarat, India**  
**Tel. No.: 079 26463226-7, Email ID: rhetantmt@gmail.com, Website: www.rhetan.com**

**FORM NO. MGT-11**  
**PROXY FORM**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the member (s): \_\_\_\_\_ Folio No/ Client Id: \_\_\_\_\_  
Registered address: \_\_\_\_\_ DP ID: \_\_\_\_\_  
\_\_\_\_\_ E-mail Id: \_\_\_\_\_

I/We, \_\_\_\_\_ being the member(s) of ..... shares of the above named Company, hereby appoint

|                                 |                                 |                  |
|---------------------------------|---------------------------------|------------------|
| 1. Name: _____                  | 2. Name: _____                  | 3. Name: _____   |
| Address: _____                  | Address: _____                  | Address: _____   |
| E-mail Id: _____                | E-mail Id: _____                | E-mail Id: _____ |
| Signature:....., or failing him | Signature:....., or failing him | Signature: ..... |

As my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the Extra Ordinary General Meeting to be held on **Friday, 13<sup>th</sup> January, 2023 at 12:00 P.M.** at the Registered Office of the Company at 7<sup>th</sup> Floor, Ashoka Chambers, Rasala Marg, Mithakhali, Ahmedabad – 380 006, Gujarat, India and at any adjournment thereof in respect of such resolutions as indicated below:

| Sr. No. | Resolutions   | Optional* |         |
|---------|---|-----------|---------|
|         |   | For       | Against |
|         | <b>Special Business</b>   |           |         |
| 1.      | Sub-Division/Split Of Equity Shares Of The Company From Face Value Of Rs 10/- Each To Face Value Of Re. 1/- Each. |           |         |
| 2.      | Increase In Authorised Share Capital Of The Company.  |           |         |
| 3.      | Issue of Bonus Shares.  |           |         |
| 4.      | Alteration of Capital Clause of Memorandum of Association of the Company.   |           |         |

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 20\_\_\_\_  
Signature \_\_\_\_\_  
Signature of Proxy Holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

**Notes:**

- Proxy need not be a member.
- Alterations, if any made in the form of proxy should be initialled;
- Proxy must be deposited at the Registered Office of the Company not later than 48 hours before the time for holding the meeting.
- In case of multiple proxies, proxy later in time shall be accepted.
- A form of appointment naming a proxy and a list of individuals who would be willing to act as Proxies will be made available on receipt of request in writing to the Company.
- \* It is optional to put a '✓' in the appropriate column in front of the resolutions indicated in the table above. If you leave the 'For' or 'Against' column blank against any or all resolution(s), your proxy will be entitled to vote in the manner he / she thinks appropriate.