



P S Raj Steels Limited

(Formerly known as P S Raj Steels Private Limited)

Reg. Add.: V&P.O.TALWANDIRUKKA,HISAR,HARYANA-125001

CORPORATE ADD.: PLOT NO 51, BLOCK A, IDC,HISAR,HARYANA-125001

CIN: U27109HR2004PLC035523

Phone No: 01662-223116 Email: Info@psrajsteels.com

Website: www.pssrgroup.com

NOTICE OF 5th EGM

NOTICE IS HEREBY GIVEN THAT 5th EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF P S RAJ STEELS LIMITED (FORMERLY KNOWN AS P S RAJ STEELS PRIVATE LIMITED) WILL BE HELD ON THURSDAY, 16th JANUARY, 2025 AT 4:00 P.M. AT ITS CORPORATE OFFICE SITUATED AT 51 BLOCK A IDC, HISAR, HARYANA, INDIA, 125001 TO TRANSACT THE FOLLOWING URGENT BUSINESS AT SHORTER NOTICE:

Special Business:

1. Alteration of Memorandum of Association of the Company as per Companies Act, 2013:

The Members after due discussion to pass the following resolution in this regards with or without modification as Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 4 and 13 of Companies Act, 2013 (the Act), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the shareholders of the Company be and is hereby accorded to alter the existing Memorandum of Association as per Companies Act, 2013 primarily based on the Form of Table A under Companies Act, 2013 as per the draft placed before the Meeting."

"RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT any of the Executive Director/ Company Secretary of the Company be and are hereby authorized severally to file necessary returns, if any with the Registrar of Companies (NCT of Delhi & Haryana) in compliance with provisions of the Companies Act, 2013 in this regard and to do all such acts, deeds and things as may be deemed necessary for the purpose of giving effect to the above resolution."

2. To Consider, Ratify, and Approve Related Party Transaction (RPT):

The Members after due discussion to pass the following resolution in this regards with or without modification as Special Resolution:

"Resolved that pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable Provisions if any of Companies Act, 2013 and SEBI (LODR) Regulation and other Laws/Regulation if any read with the Companies (Meetings of Board and its Powers) Rules, 2014 the consent of the Shareholder of Company be and is hereby accorded to consider, ratify and approve the Related Party Transactions (RPT) as Mentioned Below with the related Party as defined under the Act for the Period as specified here below:

P S Raj Steels Limited

Suman

Authorized Signatory



P S Raj Steels Limited

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Particulars	Nature of Relationship	Name of Related Party	Transaction from 01-04-2024 To 31-12-2024	Proposed Transaction From 01-01-2025 To 31-03-2025
Rent	Director's brother is a director	Sheela Stainless Private Limited	9,00,000	3,00,000
Rent	Director	Deepak Kumar	9,00,000	3,00,000
Sales	Director's brother is a director	Sheela Stainless Private Limited	20,10,56,203	10,00,00,000
Sales	Common Directors	Steelmint Industries Pvt. Ltd	16,87,07,639.5	5,00,00,000
Job Work Charges	Common Directors	Steelmint Industries Pvt. Ltd	2,06,05,175	1,00,00,000
Salary	Wife of Director	Jyoti Gupta	18,00,000	6,00,000
Salary	Wife of Director	Punita Gupta	18,00,000	6,00,000
Salary	Director of the company	Deepak Gupta	45,00,000	15,00,000
Rent	Director's wife is a Partner in the firm	RS Infra	19,00,000	*11,00,000
Bonus	Wife of Director	Punita Gupta	1,49,940	49,980
Bonus	Brother's wife	Jyoti Gupta	1,49,940	49,980
Remuneration	CFO(KMP)	Vinod Kumar	* 2,43,533.61	1,79,751
Remuneration	CS & Compliance Officer(KMP)	Suman	* 2,03,251	1,62,402
Purchase	Director's brother is a director	Sheela Stainless Private Limited	2,10,40,000	-----
Purchase	Common Directors	Steelmint Industries Pvt. Ltd	15,822	-----

Note:

- *Amount includes Rs. 3,50,000/- for outstanding Rent and 7,50,000/- for Succeeding Months.
- * Remuneration includes Remuneration for the month of August, 2024 (2 days) and September-December 2024.

“Resolved Further That the Board of Directors/Audit Committee of the Company be and is hereby authorized to determine the actual sums to be involved in the Proposed Transactions and the terms & Conditions related thereto and all other matters arising out of incidental to the proposed transactions and generally to do all such acts, deeds, things as may be required to give effect to this resolution.”

“RESOLVED FURTHER THAT any of the Executive Director/ Company Secretary of the Company be and are hereby authorized severally to file necessary returns, if any with the Registrar of Companies (NCT of Delhi & Haryana) in compliance with provisions of the Companies Act, 2013 in this regard and to do all such acts, deeds and things as may be deemed necessary for the purpose of giving effect to the above resolution.”

For and on Behalf of P S Raj Steels Limited

Suman

Authorized Signatory

Suman

(CS & Compliance Officer)

(Membership No.: A62709)

Date:- 13/01/2025



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Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING. PROXY FORM IS ATTACHED HEREWITH.
2. The Members are requested to intimate to the company about the changes in their address immediately.
3. Attendance Slip will be tabled in the meeting hall with the name mentioned of the members. All present members and proxies are required to sign the same
4. Explanatory Statement and reasons for the proposed special businesses pursuant to Section 102 (1) of the Companies Act, 2013 is annexed hereto with the Notice.
5. Members seeking any information with regard to special business as stated above are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the EGM.

For and on Behalf of P S Raj Steels Limited

P S Raj Steels Limited

Suman

Authorized Signatory

Suman

(CS & Compliance Officer)

(Membership No.: A62709)

Date: 13/01/2025





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Explanatory Statement

1.Alteration of Memorandum of Association of the Company as per Companies Act, 2013:

The Board of Directors approved the matters of Alteration of Existing MOA of the Company as per Companies Act, 2013 referencing Section(s) as per Companies Act, 2013 in replacement of the existing referencing as per Companies Act, 1956 as per the draft placed before the Meeting". Considering this, Your Director(s) purpose to alter the Existing MOA of the Company as per Companies Act, 2013.

None of the Directors or KMP of the Company and their relative are in any way concerned or interested (Financially or otherwise), in the Proposed Resolution. Therefore your Directors recommend the resolution for approval as Special Resolution as set out under item No. 1 of the notice of the Meeting.

2.To Consider, Ratify, and Approve Related Party Transaction (RPT):

In light of the provisions of Section 188(1) of the Companies Act, 2013 and rules made there under the Audit Committee and Board of Directors of the Company have considered, ratified and approved the RPT as per as tabled below:

Particulars	Nature of Relationship	Name of Related Party	Transaction from 01-04-2024 To 31-12-2024	Proposed Transaction From 01-01-2025 To 31-03-2025
Rent	Director's brother is a director	Sheela Stainless Private Limited	9,00,000	3,00,000
Rent	Director	Deepak Kumar	9,00,000	3,00,000
Sales	Director's brother is a director	Sheela Stainless Private Limited	20,10,56,203	10,00,00,000
Sales	Common Directors	Steelmint Industries Pvt. Ltd	16,87,07,639.5	5,00,00,000
Job Work Charges	Common Directors	Steelmint Industries Pvt. Ltd	2,06,05,175	1,00,00,000
Salary	Wife of Director	Jyoti Gupta	18,00,000	6,00,000
Salary	Wife of Director	Punita Gupta	18,00,000	6,00,000
Salary	Director of the company	Deepak Gupta	45,00,000	15,00,000
Rent	Director's wife is a Partner in the firm	RS Infra	19,00,000	*11,00,000
Bonus	Wife of Director	Punita Gupta	1,49,940	49,980
Bonus	Brother's wife	Jyoti Gupta	1,49,940	49,980
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Note:

*Amount includes Rs. 3,50,000/- for outstanding Rent and 7,50,000/- for Succeeding Months.

* Remuneration includes Remuneration for the month of August, 2024 (2 days) and September-December

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Suman

Manner of Determining the pricing and other commercial terms: All RPT carried/would be carried on as part of the normal course of business requirement of the Company and are ensured held/to be held at Arm Length Basis.

Authorized Signatory



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Directors, KMP and Relative of the Directors are interested in the manners as specified above; related party Transaction as entered/ to be entered and Nature of Relationship and Transaction as Mentioned above. Therefore your directors recommend the resolution for approval as a Special Resolution as set out under item no. 2 of the Notice of the Meeting.

For and on Behalf of P S Raj Steels Limited

P S Raj Steels Limited

Suman

Authorized Signatory

Suman

(CS & Compliance Officer)

(Membership No.: A62709)

Date: 13/01/2025



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 Company: **P S RAJ STEELS LIMITED**
CIN: **U27109HR2004PLC035523**

Regd. office: **V & P.O. TALWANDI RUKKA, HISAR, HARYANA, 125001.**

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extraordinary General Meeting of the Company, to be held on **THURSDAY , 16th JANUARY, 2025 AT 4:00 P.M.** at the corporate office of the company situated at **51 BLOCK A IDC, HISAR, HARYANA, INDIA, 125001** and at any adjournment thereof if any in respect of such resolutions as are indicated below:

Resolution No.

- 1.....
- 2.....
- 3.....

Signed this..... day of..... 20....

Affix
Revenue

Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.