

21st AGM Notice

NOTICE is hereby given that the **21st Annual General Meeting (“AGM”)** of **P S Raj Steels Limited (Formerly known as P S Raj Steels Private Limited) (“the Company”)** will be held on **Tuesday, September 30, 2025 at 04:00 PM** through Video Conferencing / Other Audio-Visual Means (“VC/OAVM”) to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at **V & P.O Talwandi Rukka, Hisar, Haryana – 125001.**

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon:**

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

“RESOLVED THAT the Audited Standalone Financial Statements of the Company including the balance sheet as at March 31, 2025, the statement of profit & loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors, thereon be and are hereby received, considered and adopted.”

- 2. To appoint a Director in place of Mr. Deepak Kumar (DIN: 00677030), who retires by rotation and being eligible offers, himself for re-appointment:**

Explanation:

Based on the terms of appointment, Directors (other than Independent Directors) are subject to retire by rotation. **Mr. Deepak Kumar (DIN: 00677030)**, who has been a Managing Director (Category –Managing) and whose office is liable to retire by rotation at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation, the Board recommends his reappointment.

Therefore, the Members of the Company are requested to consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Deepak Kumar (DIN: 00677030)**, Managing Director who retires by rotation being eligible, be and is hereby re-appointed as a Director (Category –Managing) of the Company, liable to retire by rotation.”

SPECIAL BUSINESS (ES):

- 3. To consider and approve the Appointment of secretarial auditor of the company for the term of five years:**

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with rules made thereunder and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the Consent of the members of the Company be and is hereby accorded for appointment of **CS Anju Jain, Practicing Company Secretary (ACS : 11056 C.P. No: 2728)** as Secretarial Auditor of the Company for a term of five (5) consecutive years for the financial year 2025-26 to 2029-30 to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report at such

remuneration as may be mutually agreed between the Secretarial Auditor and the Board/management of the company plus applicable tax and reimbursement of traveling and out of pocket expenses incurred by Her for the purpose of audit.”

“**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/Board of Directors of the Company”.

“**RESOLVED FURTHER THAT** any one of the Executive Director or Company Secretary or CFO of the Company be and is hereby severally authorized to digitally sign and submit necessary e-Forms with the Registrar of Companies (ROC) and other concern authority and to do all such acts, deeds and things as may be necessary to give effect to this resolution including intimation of the Same with the Stock Exchange.”

4. To ratify the remuneration of the M/S A.G. Agarwal & Associates (FRN: 000531); Cost Auditor of the Company for the financial year ended, 31st March, 2026 (Financial Year 2025-2026):

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

“**Resolved that** in pursuance to Section 148 of the Companies Act, 2013 read with rule made there under as amended or modified thereof for the time being, the remuneration of **Rs. 40,000/-** as applicable and other reimbursement of expense , out of pocket expenses (at actuals), as agreed, payable to **M/S A.G. Agarwal & Associates (FRN:000531)**; for conducting cost audit of the cost records for the financial year ended, 31st March, 2026 (Financial Year 2025-2026) be and is hereby ratified.”

“**RESOLVED FURTHER THAT** any one of the Executive Director or Company Secretary or CFO of the Company be and is hereby severally authorized to digitally sign and submit necessary e-Forms with the Registrar of Companies (ROC) and other concern authority and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

5. To consider and approve the Remuneration to Mr. Gaurav Gupta (DIN: 00593822), the whole-time director of the Company:

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

“**RESOLVED THAT** in supersession of all the earlier resolutions passed for payment of remuneration to Mr. Gaurav Gupta (DIN: 00593822), the whole-time director if any and pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of 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 based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to pay remuneration of **Rs. 2,00,000/- Per Month** and (contribution to the Provident Fund, Contribution to Gratuity Fund as per the rules of the Company(not included in proposed remuneration of **Rs. 2,00,000 /- Per Month**) Plus out of pocket expense as incurred (at actual) to the **Mr. Gaurav Gupta (DIN: 00593822)**, the whole-time director Company for the current term of **Mr. Gaurav Gupta (DIN: 00593822)**, as whole-time director (of 5 Years **w.e.f. 19/04/2024**) and the said remuneration be paid in such amount, proportion and manner as may be mutually agreed.”

“**RESOLVED FURTHER THAT** the total overall managerial remuneration payable to all the directors of the Company in any financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act.”

“**RESOLVED FURTHER THAT** the terms and conditions of the said Remuneration herein may be altered and varied by the Board of Directors from time to time at its discretion as it may deem fit so as not to exceed the limits specified in the Schedule V to the Companies Act, 2013, or any other amendments made hereafter in that regard.”

“**RESOLVED FURTHER THAT** any one of the Executive Director or Company Secretary or CFO of the Company be and is hereby severally authorized to digitally sign and submit necessary e-Forms with the Registrar of Companies (ROC) and other concern authority and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

6. To approve the related party transaction(s) proposed to be entered into by the Company during the financial year 2025-26.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**the Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and pursuant to the recommendation/approval of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include any Committee of the Board), to ratify/ approve all existing contracts/arrangements/agreements/ transactions and to enter into new/further contracts/arrangements/agreements/transactions (including any modifications, alterations, amendments or renewal thereto) with below mentioned related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for stated against respective nature of transactions, on such terms and conditions as the Board of Directors including committee/s may deem fit, up to a maximum aggregate value as specified below for the financial year 2025-26, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out on an arm’s length basis and in the ordinary course of business of the Company:

Particular	Sheela Stainless Pvt. Ltd.	Steelmint Industries Pvt. Ltd.	RS Infra	Deepak Kumar	Punita Gupta	Jyoti Gupta	Vinod Kumar	Suman	Khushank Gupta
Nature of Relationship	Director brother is a Director	Common Director	Director wife is partner in RS Infra	Managing Director & Promoter	Wife of Director & Promoter	Wife of Director & Promoter	CFO	CS & Compliance officer	Son of Managing Director & part of Promoter Group
Name of Director / KMP which is related if any	Common Promoters	Common Promoters	Some Promoters are partner in RS Infra	Promoter are Relatives	Promoter are Relatives	Promoter are Relatives	NA	NA	Promoter are Relatives
Freight to be Paid	25,00,000	5,00,000	-	-	-	-	-	-	-
Job Work Charges	-	4,00,00,000	-	-	-	-	-	-	-
Purchase	3,00,00,000	-	-	-	-	-	-	-	-
Remuneration	-	-	-	60,00,000	25,99,920	25,99,920	8,20,800	6,98,400	16,96,800
Rent to be	12,00,000	-	30,00,000	12,00,000	-	-	-	-	-

Paid									
Sales	22,00,00,000	16,00,00,000	-	-	-	-	-	-	-
Total	25,37,00,000	20,05,00,000	30,00,000	72,00,000	25,99,920	25,99,920	8,20,800	6,98,400	16,96,800

"RESOLVED FURTHER THAT any one of the Executive Director or Company Secretary or CFO of the Company be and is hereby severally authorized to digitally sign and submit necessary e-Forms with the Registrar of Companies (ROC) and other concern authority and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

7. Any other matter(s) with the approval of the Chairman & presented Members.

**By Order of the Board
For and on behalf of the P S Raj Steels Limited
(Formerly Known as P S Raj Steels Private Limited)**

**Place: Hisar
Date: 06/09/2025**

**Sd/-
Suman
(Company Secretary & Compliance Officer)
Membership No.: A62709**

**Reg.Office:
P S Raj Steels Limited
V & P.O Talwandi Rukka, Hisar,
Haryana – 125001
Email-cs@psrajsteels.com**

Notes

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 21/2021 dated 14th December, 2021, 02/2022 dated 5th May 2022, 10/2022 dated 28th December, 2022, General Circular No. 09/23 dated 25th September, 2023 and General Circular No. 09/2024 dated 19th September, 2024 (“**MCA Circulars**”) and latest being Circular No. 09/2023 dated 25th September 2023 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/ DDHS/P/CIR/2022/0063 dated 13th May, 2022 and SEBI/HO/CRD/PoD2/P/CIR/2023/4 dated 5th January, 2023 and Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/167 dated 7th October, 2023 issued by the Securities Exchange Board of India (“**SEBI Circular**”) prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the **21st Annual General Meeting (“AGM”)** of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the 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 AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. In case of joint holders attending the AGM, only such joint holders, who are higher in the order of names, will be entitled to vote.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Information of Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and (“**SEBI Listing Regulations**”) is annexed hereto and forms part of this Notice.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

8. In terms of the MCA Circulars and the relevant SEBI Circulars, the Company is sending this AGM Notice along with the Integrated Annual Report for FY25 in electronic form only to those Members whose email IDs are registered with the Company/Depositories. The Company shall send the physical copy of the Integrated Annual Report for FY25 only to those Members who specifically request for the same at cs@psrajsteels.com mentioning their Folio No/DP ID and Client ID. The Notice convening the AGM and the Annual Report for FY25 have been uploaded on the website of the Company at www.pssrgroup.com and may also be accessed from the relevant Section on the websites of the Stock Exchanges i.e. NSE at www.nseindia.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
9. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with the Rules framed there under and pursuant to the circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, Electronic copy of the Annual Report for 2024-25 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. Members are requested to support the Green Initiative by registering/updating their email addresses, with their Depository Participant (in case of Shares held in dematerialized form) or with **Bigshare Services Private Limited** (in case of Shares held in physical form). For members who have not registered their email address are requested to please update your E-Mail Id and Mobile No. with your respective Depository Participant (DP).
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.pssrgroup.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. NSE Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
11. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday 24th September, 2025 to Tuesday, 30th September, 2025 (both days inclusive)** for the purpose of AGM.
12. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. **Tuesday, 23rd September, 2025**, shall be entitled to avail the facility of remote e-voting. Any recipient of the Notice, who has no voting rights as on the Cutoff date, shall treat this Notice as intimation only.
13. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. **Tuesday, 23rd September, 2025** shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of AGM by following the procedure mentioned in this part.
14. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
15. The Company has appointed **CA Akanksha Chug & Associates (Membership No.:078373) Practicing Chartered Accountant** to act as the Scrutinizer to scrutinize the voting at the AGM and remote e-Voting process, in a fair and transparent manner.
16. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
17. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode/at the registered office of

the Company during normal business hours, i.e. 10.00 A.M. to 6.00 P.M. on all working days except Sundays, up to and including the date of the AGM.

18. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, **Bigshare Services Private Limited** to provide efficient and better services.
19. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
20. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Saturday, September 27, 2025 at 09:00 A.M. and ends on Monday, September 29, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL 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. 23rd September, 2025 may 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 23rd September, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. 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. 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. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting

option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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.com 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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on the NSDL e-Voting system:

How to cast your vote electronically and join the General Meeting on the 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 and General Meeting is in active status.
2. Select “EVEN” of the company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. For joining a virtual meeting, you need to click on the “VC/OAVM” link placed under “Join Meeting”.
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 akanksha_chugh@rediffmail.com with a copy marked to evoting@nsdl.com. 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 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs@psrajsteels.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@psrajsteels.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@psrajsteels.com. The same will be replied by the company suitably.

Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

Selection criteria for choosing a Speaker:

- i. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.
- ii. Selection of Speakers would be made considering representation from different geographies, diverse categories / professions / age profiles/ gender and using random selection method.
- iii. Infrastructure, connectivity and speed available at the Speaker’s location are essential to ensure smooth interaction.

**By Order of the Board
For and on behalf of the P S Raj Steels Limited
(Formerly Known as P S Raj Steels Private Limited)**

**Place: Hisar
Date: 06/09/2025**

**Sd/-
Suman
(Company Secretary & Compliance Officer)
Membership No.: A62709**

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. :03

To consider and approve the Appointment of secretarial auditor of the company for the term of five years:

The Members are informed that as per Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, every listed company shall annex to its Annual Report a "Secretarial Audit Report" obtained from a Peer Reviewed Practicing Company Secretary. Accordingly, the Company is required to appoint Secretarial Auditor.

The Members are further informed that in terms of the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, on the basis of recommendation of Board of Directors, a listed entity shall appoint or re-appoint:

- (i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years,

with the approval of its shareholders in its Annual General Meeting. The appointment, re- appointment or continuation of the Secretarial Auditor of the listed entity w.e.f. April 1, 2025 shall be in compliance with the amended Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Since the Company had previously appointed of **CS Anju Jain, Practicing Company Secretary (ACS : 11056 C.P. No: 2728)** as Secretarial Auditor for FY 2024-2025. The Board of Directors has recommended the appointment of **CS Anju Jain, Practicing Company Secretary (ACS : 11056 C.P. No: 2728)** as the Secretarial Auditor of the Company on the basis of recommendation of Audit Committee, pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Section 204 of the Companies Act, 2013 and rules made thereunder to carry out Secretarial Audit for five consecutive financial years, i.e. from the FY. 2025-26 to FY. 2029-30 at such remuneration as may be mutually agreed between the Secretarial Auditor and the Board/management of the company plus applicable tax and reimbursement of traveling and out of pocket expenses incurred by Her for the purpose of audit.

CS Anju Jain (ACS : 11056 C.P. No: 2728), Practicing Company Secretary, is an experienced professional having experience and providing services to provide a wide range secretarial and corporate advisory services relating to Companies Act, SEBI Rules and other law related matters.

Written consent of **CS Anju Jain (ACS : 11056 C.P. No: 2728)**, Practicing Company Secretary and confirmation to the effect that she is eligible and not disqualified to be appointed as the Secretarial Auditor of the Company in the terms of the provisions of the Listing Regulations, the Companies Act, 2013 and the rules made thereunder is obtained.

On the basis of the recommendation of the Audit Committee and the Board of directors at its meeting held on 6th September, 2025 duly considered and recommended the appointment of **CS Anju Jain (ACS : 11056 C.P. No: 2728)** as Secretarial Auditor for a term of for five consecutive financial years, i.e. from the FY. 2025-26 to FY. 2029-30 to the Members of the Company at the ensuing AGM.

CS Anju Jain (ACS : 11056 C.P. No: 2728), Practicing Company Secretary as Secretarial Audit for five consecutive financial years, i.e. from the FY 2025-26 to FY 2029-30 subject to the approval of the shareholders of the company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Resolution No. 3 of the Notice.

Furthermore, in terms of the amended regulations, **CS Anju Jain (ACS : 11056 C.P. No: 2728)**, Practicing Company Secretary has provided a confirmation that she has subjected herself to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Resolution No. 03 of the Notice for approval by the Shareholders.

Item No.: 04.

To ratify the remuneration of the M/S A.G. Agarwal & Associates (FRN: 000531); Cost Auditor of the Company for the financial year ended, 31st March, 2026 (Financial Year 2025-2026):

The Board of Directors of the Company ("the Board") at the meeting held on 06th September, 2025 approved the appointment and remuneration of **M/S A.G. Agarwal & Associates (FRN:000531); Cost Auditor of the Company**, to conduct audit of Cost Records maintained by the Company for the financial year 2025-2026 on the recommendation of the Audit Committee.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditor) Rules, 2014, the Company is required to appoint cost auditor to conduct audit of the cost records of the Company. Accordingly in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditor needs ratification by the Members.

Hence consent of the Members is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2025-26. The Board recommends the Resolutions for your consideration and approval.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions.

sThe Board of Directors recommends the Ordinary Resolution set out at Resolution No. 04 of the Notice for approval by the Shareholders.

Item No.:05

To consider and approve the Remuneration to Mr. Gaurav Gupta (DIN: 00593822), the whole-time director of the Company:

Based on the recommendation of Nomination and Remuneration Committee duly approved by the resolution passed at its meeting, the Board of Directors has considered and approved the remuneration of **Rs. 2,00,000 /- Per Month** and (contribution to the Provident Fund, Contribution to Gratuity Fund as per the rules of the Company(not included in proposed remuneration of **Rs. 2,00,000 /- Per Month**) Plus out of pocket expense as incurred (at actual) to Mr. Gaurav Gupta (DIN: 00593822), the whole-time director of the Company w.e.f. September, 2025 for the current term of **Mr. Gaurav Gupta (DIN: 00593822) (which is of 5 year w.e.f. 19th April, 2024)** subject to approval of the members in General Meeting upon terms and conditions as agreed.

Through **Mr. Gaurav Gupta (DIN: 00593822)** deep industry expertise and strategic insights, the Company has successfully navigated the dynamic landscape. He has demonstrated exceptional leadership skills, providing guidance and direction that have propelled Company to its new heights. It would be therefore in the interest of the Company to pay remuneration as above mentioned.

Whole time Director shall also be entitled to the contribution to the Provident Fund, Contribution to Gratuity Fund as per the rules of the Company(not included in proposed remuneration of **Rs. 2,00,000 /- Per Month**).

Perquisites and allowances together with the salary payable as aforesaid shall be restricted to and subject to the applicable overall maximum ceiling set out in Section 197 read with Schedule V of the Companies Act, 2013 or any amendments or modifications that may be made thereto by the Central Government in that behalf from time to time.

The terms and conditions of the said Remuneration herein may be altered and varied by the Board of Directors from time to time at its discretion as it may deem fit so as not to exceed the limits specified in the Schedule V to the Companies Act, 2013, or any other amendments made hereafter in that regard.

Mr. Gaurav Gupta (DIN: 00593822) is interested in the said resolution as it pertains to his own Remuneration. He is deemed to be interested in the said resolution.

The other relatives of **Mr. Gaurav Gupta (DIN: 00593822)** may be deemed to be interested in the said resolution at Item No.05 of the Notice as relative.

Directors (Mr. Deepak Gupta, Ms. Nikita Gupta & their Relative) are interested in the proposed Resolution as they are relative of Mr. Gaurav Gupta. Further No other Key Managerial Personnels (CS & CFO) of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

The Board of Directors recommends the Special Resolution set out at Resolution No. 05 of the Notice for approval by the Shareholders.

Item No.:06**To approve the related party transaction(s) proposed to be entered into by the Company during the financial year 2025-26:**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of shareholders of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary (ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Provided further that with effect from April 01, 2025, in case of a listed entity which has listed its specified securities on the SME Exchange, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees fifty crore or ten per cent. of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 28th May, 2025 Except of Remuneration of Khushank Gupta whose Appointment is confirmed on 06th September, 2025 reviewed and approved the said transaction(s), while noting that such transaction shall be at arms' length basis and in the ordinary course of business of the Company.

It is to be noted that the proposed RPT(s) do not exceed the limits as mentioned in Regulation 23 of SEBI (LODR), Regulations, 2015 and Limits as mentioned in Section 188 of the Companies Act, 2013 read with rules made thereunder. Accordingly Consent of the Members is sought and proposed RPT(s) as below mentioned is not considered Material as per Regulation 23 of SEBI (LODR), Regulations, 2015 and Section 188 of the Companies Act, 2013.

Details of the proposed RPT(s) for the FY 2024-2025 are as follows:

Particular	Sheela Stainless Pvt. Ltd.	Steelmint Industries Pvt. Ltd.	RS Infra	Deepak Kumar	Punita Gupta	Jyoti Gupta	Vinod Kumar	Suman	Khushank Gupta
Nature of Relationship	Director brother is a Director	Common Director	Director wife is partner in RS Infra	Managing Director & Promoter	Wife of Director & Promoter	Wife of Director & Promoter	CFO	CS & Compliance officer	Son of Managing Director & part of Promoter Group
Name of Director / KMP which is related if any	Common Promoters	Common Promoters	Some Promoters are partner in RS Infra	Promoter are Relatives	Promoter are Relatives	Promoter are Relatives	NA	NA	Promoter are Relatives
Freight to be Paid	25,00,000	5,00,000	-	-	-	-	-	-	-
Job Work Charges	-	4,00,00,000	-	-	-	-	-	-	-
Purchase	3,00,00,000	-	-	-	-	-	-	-	-
Remuneration	-	-	-	60,00,000	25,99,920	25,99,920	8,20,800	6,98,400	16,96,800
Rent to be Paid	12,00,000	-	30,00,000	12,00,000	-	-	-	-	-
Sales	22,00,00,000	16,00,00,000	-	-	-	-	-	-	-
Total	25,37,00,000	20,05,00,000	30,00,000	72,00,000	25,99,920	25,99,920	8,20,800	6,98,400	16,96,800
Turnover (Standalone)	2,66,27,15,291								
% of T/O	9.53%	7.53%	0.11%	0.27%	0.10%	0.10%	0.031%	0.026%	0.063%
Details of Basis of Pricing / Valuation	<p>The Proposed RPT will be in line with the Company Related Party Policy. These transaction will be on arm length basis and will be in the ordinary course of Business. These transaction will be carried out in accordance to the terms as mutually agreed.</p> <p>All transactions with related parties defined as per Section 2(76) of the Companies Act, 2013 are being reviewed for arm's length testing internally. Company's Related Party Transaction Policy and governance policies with respect to negotiation with third parties are being followed for all related party transactions as defined under SEBI Listing Regulations. These related party transactions are also being approved by the Audit Committee and being reviewed by it on a quarterly basis.</p>								
Rational / Benefit of the Transaction and why it is in interest of com.	<p>Considering the Expertise, Experience and on the basis of Remuneration paid in the Industry, the remuneration proposed to be paid to the KMP, Punita Gupta & Jyoti Gupta, Khushank Gupta. Further the Remuneration as proposed are in accordance to the agreed terms and to respective Employment Agreement as entered into.</p> <p>Further the proposed Rent as to be paid will be in accordance to the Agreed Terms and to the respective Agreement as entered into.</p> <p>Further the Sales /Purchase/Freight transaction will be carried for purely operational purpose of the Company and will be carried out at arm Length Price and in the ordinary course of Business.</p>								
Tenure of the proposed Transaction	1 Financial Year : 2025-2026								
Transaction related to Providing Loans / advances / Guarantee or Security	NA	NA	NA	NA	NA	NA	NA	NA	NA

The Directors (Mr. Deepak Kumar & Nikita Gupta & their Relative) and Key Managerial Personnel of the Company as mentioned above are Related Party along with Relative of Deepak Kumar who are Shareholders of the Company, or their relatives, is interested in these Resolutions.

The Board of Directors recommends the Ordinary Resolution set out at Resolution No. 06 of the Notice for approval by the Shareholders.

By Order of the Board
For and on behalf of the P S Raj Steels Limited
(Formerly Known as P S Raj Steels Private Limited)

Place: Hisar
Date: 06/09/2025

Sd/-
Suman
(Company Secretary & Compliance Officer)
Membership No.: A62709