

# NARAYANI STEELS LIMITED

23A, N S ROAD, ROOM NO.31,7<sup>TH</sup> FLOOR, KOLKATA-700001, PH-033 4602 5371

[NARAYANISTEELSVIZAG@GMAIL.COM](mailto:NARAYANISTEELSVIZAG@GMAIL.COM)

[WWW.NARAYANISTEELS.CO.IN](http://WWW.NARAYANISTEELS.CO.IN)

GSTIN:37AAACN8563G1Z8

CIN: L27109WB1996PLC082021

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Date: 25.01.2023

To,  
Department of Corporate Services  
**Bombay Stock Exchange Limited**  
1st Floor, New Trading Wing,  
Rotunda Building, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400 001

Scrip Code: 540080  
Security Id- NARAYANI

Dear Sir/ Madam,


**Sub: Submission of the Notice of Extra-ordinary General Meeting to be held on 20th February, 2023**

This with reference to our letter dated 25.01.2023 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed herewith the soft copy of Notice of Extra-ordinary General Meeting (EGM) along with the explanatory statement of the Company scheduled to be held on Monday, 20th February, 2023 at 01:00 A.M., at through Video Conferencing (VC) or other Audio Visual Means (OAVM) in accordance with the relevant circulars issued by Ministry of Corporate Affairs and the Securities Exchange Board of India, to transact the business as set out in the Notice of the EGM.

The same is for your kind information and record.

Thanking you.

Yours faithfully  
For **Narayani Steels Limited**

ANKITA  
DUTTA Digital signed by ANKITA DUTTA  
DN: c=IN, o=Narayani Steels Limited, ou=Corporate Services, cn=ANKITA DUTTA, email=ANKITA.DUTTA@NARAYANISTEELS.CO.IN, postalCode=700001, serialNumber=1, reason=I am the signer of this document. DN: c=IN, o=Narayani Steels Limited, ou=Corporate Services, cn=ANKITA DUTTA, email=ANKITA.DUTTA@NARAYANISTEELS.CO.IN, postalCode=700001, serialNumber=1, reason=I am the signer of this document.

**Ankita Dutta**  
**Company Secretary & Compliance Officer**

Encl: as above

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Corp. Office: Sy No.202/30-34 and 38/Part, Modavalasa Village, Denkada Mandal, Vizianagaram-535004.AP

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## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

NOTICE is hereby given that the Extra-Ordinary General Meeting (“**Meeting**”) of the Members of M/s. Narayani Steels Limited (**the “Company”**) will be held on Monday, the 20<sup>th</sup> of February, 2023 at 01.00 P.M. IST through Video Conferencing (“**VC**”)/Other Audio Visual Means (“**OAVM**”), to transact the following business, with or without modifications:

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### **SPECIAL BUSINESS:**

#### **1. REGULARIZATION OF MRS. VARSHA KEDIA (DIN: 09774480) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Varsha Kedia (DIN: 09774480), who has submitted a Declaration that she meets the criteria for independence as provided in Section 149 (6) of the Companies Act, 2013 and in respect of whom a Notice in writing has been received, under Section 160 of the Companies Act, 2013, by the Company, proposing her candidature for the office of Independent Director, be and is hereby appointed as Independent Director of the Company for a term of 5 years with effect from 07.11.2022, without being liable to retire by rotation and sitting fees as determined between board of directors and Independent Director.

**RESOLVED FURTHER THAT** any Director of the Company and the Company Secretary be and are hereby jointly and severally authorised to file necessary forms, to comply with the necessary formalities in this regard and to do all such acts, deeds, matters and things as may be necessary for giving effect to the said resolution.”

#### **2. CHANGE IN THE NAME OF THE COMPANY AND CONSEQUENT AMENDMENT IN MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY.**

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

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**“RESOLVED THAT** pursuant to the provisions of Section 13(2), Section 14 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to approval of Central Government (Registrar of Companies), consent of the shareholders by way of special resolution be and is hereby accorded to change the name of the Company from ‘Narayani Steels Limited’ to ‘Dhatre Udyog Limited’ and consequently the Memorandum of Association of the Company be and is hereby altered by substituting the following Clause for existing Clause I thereof:

I. “The Name of the Company is Dhatre Udyog Limited”

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**RESOLVED FURTHER THAT** the name “Narayani Steels Limited” wherever appearing in Memorandum and Articles of Association and other documents and papers of the Company be substituted by the name “Dhatre Udyog Limited” upon approval of the same by the Central Government (Registrar of Companies).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution including but not limited to file necessary e-forms under his digital signature with Registrar of Companies or such other Regulatory Authorities.”

### 3. TO ALTER OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION:

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, the

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jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, consent of members be and is hereby recorded for addition in Object Clause of Memorandum of Association of the Company by adding the points 17 to 20 in existing Clause III(A):

17. To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(s) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self use or for earning rental income thereon by letting out individual units comprised in such building(s), civil engineers, construction of buildings and other infrastructure activities.

18. To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lump sum or easy installments or by hire purchase system and otherwise.

19. To acquire by purchase, lease, exchange, hire or otherwise hold, manage, work, develop the resources of land and turn to account any estates, land buildings, tenements and other property of every description, whether freehold or leasehold or other tenure and where so ever situate and any interests therein and rights 2 connected therewith and in particular to acquire or take over certain estates situate in India or outside and all or any parts thereon and other assets used in therewith.

20. To purchase, sell and otherwise to carry on the business such as builders, contractors, engineers, Estate agents, and surveyors.

#### 4. SHIFTING OF REGISTERED OFFICE OUTSIDE THE LOCAL LIMITS

**“RESOLVED THAT** pursuant to the provisions of Section 12 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and any other applicable provisions, including amendments thereto for the time being in force, the consent of the

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members be and is hereby accorded for shifting of Registered Office of the Company from its present office at 23A, N.S. Road,7th Floor, Room No-31, Kolkata-700001, West Bengal, India to ERGO Tower, Plot No. A1-4, Block-EP & GP,Unit No. 1406, 14<sup>th</sup> Floor, Sector-V, Salt Lake City, Kolkata-700091 which is under the jurisdiction of Electronics Complex Police Station.

**“FURTHER RESOLVED THAT** any of the Directors be and is hereby authorized to sign, execute any deeds, documents and file with the Registrar of Companies, Kolkata, the required e-forms and any other statutory body, if require, the verification of the situation of the Registered Office of the Company and any other necessary documents.”

By order of the Board  
For Narayani Steels Limited

Sd/-  
Ankita Dutta  
Company Secretary

Date: 25.01.2023

Place: Kolkata

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## NOTES:

1. In view of the ongoing COVID-19 pandemic and pursuant to General Circulars No. 14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021 and No. 2/2022 dated May 05, 2022, No 10/2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars' in relation to "Clarification on holding of AGM & EGM through video conferencing (VC) or other audio visual means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM & EGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM & EGM of the Company is being held through VC/OAVM. Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, issued by SEBI ("SEBI Circular") and pursuant to applicable provisions of the Companies Act and Rules made thereunder.
2. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 setting out the material facts of the proposed special resolutions are annexed hereto. It also contains all the disclosures as specified in tire SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable regulations and guidelines framed by SEBI.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held through VC / OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars and the SEBI Circulars. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) ("Body Corporates") are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-Voting. The said Resolution/Authorisation shall be sent to the Scrutiniser by e-mail through its registered e-mail address at [cs.bharat.das@gmail.com](mailto:cs.bharat.das@gmail.com)
5. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Monday, 13th February, 2023.
6. Since the EGM will be held through VC / OAVM, the Route Map of the AGM venue is not annexed to this Notice.

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7. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling EGM along with the explanatory statement are available on the website of the Company at [www.narayanisteels.co.in](http://www.narayanisteels.co.in) , on the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), respectively, and on the website of Central Depository Services (India) Limited (CDSL) (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM). For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL. Company's web-link on the above will also be provided in advertisement being published in Business Standard (English Language - All India edition) and Aaj Kal (Bengali Language).
  8. The Members can join the EGM through VC / OAVM 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 EGM through electronic mode will be made available for 1000 members on first come first served basis. It may be noted that the large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors are allowed to attend the EGM without restriction on account of first come first served basis.
  9. Members attending the EGM through VC/OVAM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  10. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [narayanisteelsvizag@gmail.com](mailto:narayanisteelsvizag@gmail.com) from Tuesday, 14<sup>th</sup> February, 2023 (10:00 a.m. IST) to Saturday 18<sup>th</sup> February, 2023 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
  11. Member may also send their query in writing through [narayanisteelsvizag@gmail.com](mailto:narayanisteelsvizag@gmail.com) on or before Saturday 18<sup>th</sup> February, 2023, which would be replied by the Chairman at the time of the meeting. For this purpose, it would not be necessary to register as speaker.
  12. Members seeking any information with regard to the accounts or any matter to be placed at the EGM, are requested to write to the Company on or before Monday, 13<sup>th</sup> February, 2023 through email on [narayanisteelsvizag@gmail.com](mailto:narayanisteelsvizag@gmail.com) The same will be replied by the Company suitably.
  13. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 14<sup>th</sup> February, 2023 to Monday, 20<sup>th</sup> February, 2023 (both days inclusive).

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14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Bigshare Services Private Limited Company's Registrar and Share Transfer Agents ("RTA") for assistance in this regard.
  15. 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 to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
  16. As per the provision of Section 72 of the Act, facility for making nomination(s) is available to Individuals holding shares in the Company. Members holding shares in single name are advised to make a nomination in respect of their shareholding in the Company. Members holding shares in physical form should file their nomination with the Company or RTA, whilst those Members holding shares in demat mode should file their nomination with their Depository Participant. The nomination form can be downloaded from the Company's website [www.narayanisteels.co.in](http://www.narayanisteels.co.in) or can be obtained by writing mail to the [narayanisteelsvizag@gmail.com](mailto:narayanisteelsvizag@gmail.com).
  17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Company's RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
  18. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
  19. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
  20. Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases: a. Deletion of name of the deceased shareholder(s); b. Transmission of shares to the legal heir(s); and c. Transposition of shares.
  21. Members seeking any information with regard to the Accounts or any matter to be placed at the EGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and relevant documents referred to in



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the accompanying Notice and in the Explanatory Statement are requested to write to the Company on or before Monday, 13<sup>th</sup> February, 2023 through e-mail on [narayanisteelsvizag@gmail.com](mailto:narayanisteelsvizag@gmail.com). The same will be replied by the Company suitably. During EGM, Members may also access the scanned copy of above Registers, upon Log-in to CDSL e-Voting system at [www.evotingindia.com](http://www.evotingindia.com).

22. The Board of Directors has appointed Gopinath Nayak and Associates, Practicing Company Secretary, as scrutinizer to scrutinize the voting at the meeting and remoter e-voting process in a fair and transparent manner.

## **CDSL e-Voting System – For Remote e-voting and e-voting during AGM/EGM**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, No 10/2022 and 11/2022 dated December 28, 2022 The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, December 28, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

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5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.narayanisteels.co.in](http://www.narayanisteels.co.in) The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com). The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, No 10/2022 and 11/2022 dated December 28, 2022.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGM/EGM were due to be held in the year 2020, or become due in the year 2021, to conduct their AGM/EGM on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021 and No 10/2022 and 11/2022 dated December 28, 2022.

## THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Friday 9.00 am 17th day of February, 2023 and ends on 05 pm Sunday the 19th day of February, 2023. 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 Monday the 13th February, 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.

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- (iv) 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.
- (v) 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi /Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link</p>

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	<p>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.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>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 or joining virtual meeting &amp; voting during the meeting.</p> <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 or joining virtual meeting &amp; voting during the meeting.</p>

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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. 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 or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <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

(vi) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](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,

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- 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 Shareholders holding shares in Demat Form other than individual and Physical Form</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 OR 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 as mentioned in instruction (v).</li></ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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- (xi) 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.
- (xii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.

## **(xvii) Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [narayanisteelsvizag@gmail.com](mailto:narayanisteelsvizag@gmail.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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 available during the EGM/AGM.



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10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## **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/RTA email id.
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 attending EGM & 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 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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

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### ITEM NO 1.

#### APPOINTMENT OF MRS. VARSHA KEDIA (DIN: 09774480) AS INDEPENDENT DIRECTOR OF THE COMPANY.

Company appointed Mrs. Varsha Kedia (DIN: 09774480), as an Additional Independent Non- Executive Director. Your directors have proposed the appointment of Mrs. Varsha Kedia, as a Non-Executive Independent Director of the Company for a period of 5 years, w.e.f. 07.11.2022. Mrs. Varsha Kedia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. She has also submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, she fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI LODR for appointment as Independent Director and is independent of the Management.

### ITEM NO 2.

#### CHANGE IN THE NAME OF THE COMPANY

The Board of Directors of the Company at its meeting held on December 23, 2022, decided to change the name of the Company from “Narayani Steels Limited” to “Dhatre Udyog Limited”. The Board of Directors believe that the change in the name of the Company is being undertaken as a part of corporate rebranding and would make the name of the Company simple, sharp and focused and also give better representation in the Market.

By virtue of the above change in the Name clause of the company, it is required to alter its Memorandum of Association and Articles of Association accordingly.

As per the provision of the Companies Act, 2013, approval of the members is required to be accorded for changing the name of the Company by way of passing a Special Resolution, hence resolution is put up for members approval.

None of the Directors, Key Managerial Persons (KMPs) of the Company or their respective relatives is any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of this Notice.

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## ITEM NO 3.

The Company is presently engaged in the business of manufacturing of steel and allied products. In view of the prevailing market condition, the Company intends to expand its business in the real estate sector. In order to enable the Company to undertake businesses as above, it is proposed to add new points in the Main Objects Clause of the Memorandum of Association. By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; approval of members by way of Special Resolution is a prerequisite to amend the objects clause of the Company and thus approval is sought for the same.

None of the directors of the Company and their relatives are deemed to be concerned or interested in the resolution at Item No.3.

## ITEM NO 4.

The registered office of the Company is presently situated at 3A, N.S. Road, 7th Floor, Room No-31, Kolkata-700001, West Bengal, India. However as per the Resolution Plan submitted by Rishikunj Vincom Private Limited which was approved by the NCLT, Kolkata order dated 11<sup>th</sup> January, 2022 the Company has to change the registered office. Hence, the registered office is to be shifted to ERGO Tower, Plot No. A1-4, Block-EP & GP, Unit No. 1406, 14<sup>th</sup> Floor, Sector-V, Salt Lake City, Kolkata-700091.

In accordance with the provisions of Section 12(5) of the Companies Act, 2013 except on the authority of a special resolution passed by a company, the registered office of the company shall not be changed outside the local limits of any city, town or village where such office is situated.

Accordingly, consent of the members of the Company is sought for passing a Special Resolution as set out at Item No. 4 of the Notice.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution of item no. 4.

The Board commends the Special Resolution set out in Item No.4 for the approval of the members of the Company.

By order of the Board  
For Narayani Steels Limited

Date: 25.01.2023

Place: Kolkata

Sd/-  
Ankita Dutta  
Company Secretary