



RISHABH DIGHA STEEL AND ALLIED PRODUCTS LTD.

Head Office :

Giriraj, Ground Floor, Sant Tukaram Road, Iron Market, Masjid Bunder (E), Mumbai 400 009.
Tel.: 2348 1267, 2348 1268 • Telefax : 2348 1267
Email : info@rishabhdighasteel.com • Website : www.rishabhdighasteel.com
CIN No.: L15310MH1991PLC064563

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of **M/s. Rishabh Digha Steel and Allied Products Limited** will be held on Tuesday, 10th April, 2018 at 10.30 a.m. at the Registered office of the Company at Plot No. C-17/2, MIDC Industrial Area, Taloja, Dist. Raigad (Maharashtra) to transact the following Special business:

SPECIAL BUSINESS:

Appointment of Statutory Auditors to fill the Casual Vacancy:

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under as amended from time to time or any other Law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s Gada Chheda and Co. LLP (FRN) W100059, be and are hereby appointed as the Statutory Auditors of the Company to fill the vacancy caused by the resignation of M/s Ronak Gada & Associates, Chartered Accountants.”

“**RESOLVED FURTHER THAT** M/s Gada Chheda and Co. LLP (FRN) W100059, be and are hereby appointed as the Statutory Auditors of the Company from this Extra-Ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this Extra-Ordinary General Meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March 2018 on such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Auditors.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for such purpose”.

Place: Mumbai
Date :17/03/2018



For and on behalf of the Board


ASHOK M. MEHTA
Din : 00163206
Chairman & Managing Director



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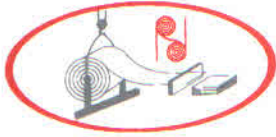
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NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote on a poll instead of himself and such proxy need not be a member of the Company. Proxies in order to be effective must be received by the company not later 48 hours before the meeting.
2. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.
3. Members are requested to notify immediately any change in their address.
4. Members desiring to submit mandates, to lodge transfer deed for shares are requested to forward the same so as to reach the Company's Registrars, M/s Universal Capital Securities Pvt. Ltd., 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai-400093.
5. Members are requested to send their queries to the Company, if any, on Accounts at least 10 days before the Meeting.
6. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company or at the office of R & T Agent prior to closure of the Register of Members as stated above.
7. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
8. Members/Proxies should bring the attendance slip duly filled in, for attending the Meeting..
9. In term of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to exercise their right to vote by electronic means shortly.
10. The e-voting period commences on 07/04/2018 and ends on 09/04/2018. 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 04/04/2018, may cast their vote electronically. The e-voting module shall also be disabled by CSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.





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11. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 04/04/2018 and not casting their vote electronically, may only cast their vote at the Extraordinary General Meeting.
12. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
13. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, (Corresponding to Section 173(2) of the Companies Act, 1956) in respect of Special Business set out in the Notice is annexed hereto.
14. Recently, the Ministry of Corporate Affairs (MCA) , Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents to their shareholders electronically as part of its green initiatives in corporate Governance.

Recognizing the spirit of the circular issued by the MCA, we henceforth propose to send Documents like the Notice convening the general meetings, Financial Statements, Directors', Auditors' Report, etc to the email address provided by you with your depositories.

We request you to update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email.

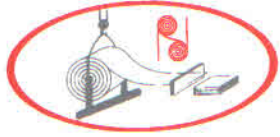
Place: Mumbai
Date :17/03/2018



For and on behalf of the Board

ASHOK M. MEHTA
Din : 00163206

Chairman & Managing Director



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ANNEXURE TO THE NOTICE

Explanatory Statement under Section 102(1) of the Companies Act, 2013

M/s Ronak Gada & Associates, Chartered Accountants, have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditor can be filled by the shareholders in general meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended that M/s Gada Chheda and Co. LLP (FRN) W100059, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. M/s Ronak Gada & Associates, Chartered Accountants.

M/s Gada Chheda and Co. LLP (FRN) W100059, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Place: Mumbai
Date :17/03/2018



For and on behalf of the Board

Ashok M. Mehta
ASHOK M. MEHTA
Din : 00163206

Chairman & Managing Director