

# **R.K. STEEL MANUFACTURING COMPANY LIMITED**

Regd. Office: No.5, Ground Floor, Branson Garden Street, Kilpauk, Chennai 600 010

email: [pramod@rksteel.co.in](mailto:pramod@rksteel.co.in); CIN: U27106TN2006PLC059519

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**EXTRACT OF THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF R.K.STEEL MANUFACTURING COMPANY LIMITED IN THE EXTRA ORDINARY GENERAL MEETING HELD ON WEDNESDAY, THE 20<sup>TH</sup> NOVEMBER, 2024 AT 11 AM AT THE REGISTERED OFFICE OF THE COMPANY NO.5, GROUND FLOOR, BRANSON GARDEN STREET, KILPAUK, CHENNAI -600010**

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**APPROVAL FOR THE INITIAL PUBLIC OFFER (IPO) OF THE COMPANY: SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of section 23 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules framed there under (“Act”), including any amendment thereto or re-enactment thereof, and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India (**“GoI”**), Securities Exchange Board of India (**“SEBI”**) or Reserve Bank of India (**“RBI”**), Department for Promotion of Industry and Internal Trade (**“DIPP”**) and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or reenactment thereof for the time being in force) (collectively, the **“Applicable Laws”**) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed (**“the Stock Exchanges”**), and subject to any approvals from the GoI, the Registrar of Companies (**“RoC”**), SEBI, RBI, the Department of Economic Affairs, Ministry of Finance, Government of India (**“DEA”**), Ministry of Commerce and Industry, Government of India, DIPP, the Insurance Regulatory and Development Authority of India and all other appropriate statutory authorities and departments (the **“Regulatory Authorities”**) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by such authorities while granting such approvals, consents, permissions and sanctions, the consent of the members of the Company, be and is hereby accorded to create, issue, offer and allot up to 2,00,00,000 (two crore) equity shares of the face value of Rs.10.00 (Rupees Ten each) (**“Equity Shares”**) for cash either at par or premium (with an option to retain an over-subscription to the extent of 10% of the net offer to the public for the purpose of rounding off to the nearest integer while finalizing the basis of allotment) in terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“ICDR Regulations”**) at a price to be determined in terms of the ICDR Regulations (**“Issue”**) or otherwise, out of the authorized capital of the Company through

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fresh issue of equity shares by way of Initial Public Offer to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors and qualified institutional buyers, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the “**Investors**”), and whether they are members or promoters of the Company, as may be decided by the Board of Directors either on its own or in consultation with its merchant bankers to the Issue and/or underwriters and/or other advisors or such persons appointed for the Issue and on such terms and conditions including the number of shares to be issued, on such terms and conditions as may be finalized by the Board and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit;

**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing Equity Shares of the Company;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions and any transfer of Equity Shares pursuant to the Offer, the Board and any other committee thereof, in consultation with the BRLM, be and is hereby authorized to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be transferred, the number of Equity Shares to be transferred in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws), listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the offer and to settle or give directions or instructions for settling any questions, difficulties or doubts that may arise, in regard to the

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offering, offer, transfer of equity shares and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf.

**RESOLVED FURTHER THAT** the Equity Shares issued or transferred pursuant to the Offer shall be listed at one or more recognized stock exchanges in India.

### **RESOLVED FURTHER THAT**

- a) all monies received by the Company out of the Offer and allotment of the Equity Shares to the public shall be transferred to a separate bank account in accordance with sub-section (3) of Section 40 of the Companies Act, 2013;
- b) the use of all monies referred to in clause a) above and as lying in a separate bank account shall be subject to monitoring by the monitoring agency as may be appointed by the Board or the IPO Committee in accordance with the SEBI ICDR Regulations and as disclosed in the Offer Documents;
- c) details of all monies utilized out of the Offer as referred to above shall be disclosed and continued to be disclosed until the time any part of the Offer proceeds remains unutilized under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized; and
- d) details of all unutilized monies out of the Offer, if any, as referred to above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested.”

**RESOLVED FURTHER THAT** for the purposes of giving effect to these resolutions, all the Director be and are hereby severally authorized to sign all papers, letters, agreements, documents to appoint Lead Managers/Managers to the Issue, Registrars to the Issue, Bankers to the Issue, Depository Participant, custodians, Legal Advisors and such other intermediaries as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed issue, stand-by-arrangement with Brokers/ Bankers/ Merchant Bankers/ Underwriters/ Market Makers for the whole or the part of the issue and on such terms and conditions within the broad framework of parameters as prescribed by the concerned Authorities and also to do

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all acts, deeds, matters and things of whatever nature and to give such directions as may be considered necessary or desirable, including filing of forms with the Registrar of Companies, and to make such modification(s) in the aforesaid resolution as it may in its discretion consider necessary, expedient or desirable in the interest of the Company including change in the price/amount/size of the issue etc., as may be considered necessary and/or expedient to settle any question or difficulty that may arise in connection therewith in the manner it may consider fit and appropriate.

**RESOLVED FURTHER THAT** the Board may authorize the IPO Committee to take decisions with regard to the IPO as it may, in its absolute discretion deem fit and proper in the interest of the Company, without requiring any further approval of the shareholders of the Company.

**RESOLVED FURTHER THAT** subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/such other persons or otherwise.

**RESOLVED FURTHER THAT** any of the Directors, the Chief Financial Officer, and the Company Secretary be and are hereby severally authorized to issue certified true copies of these resolutions to various authorities.”

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

#### **TO APPROVE INITIAL PUBLIC OFFER OF EQUITY SHARES OF THE COMPANY:**

It is to be noted by the members of the Company that the Board of Directors had passed the approval of the Initial Public offer and the issuance of new Equity shares in their meeting held on 8<sup>th</sup> November,2024. In this regard, the same was put forth for the approval of the shareholders by the Board.

Your Board has accorded to issue equity shares of the company by way of an Initial Public Offer (IPO), in accordance with the provisions of section 23 and 62(1)(c) of the Companies Act, 2013 and the same requires the approval of members in the General Meeting to be held on the aforesaid date. Since the business of the company is expanding at very high pace, more funds are required. The company, in order to go public, need the approvals of various institutions and regulatory authorities such as SEBI, Stock Exchange etc. before raising capital by Initial Public Offer (IPO).

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The Company intends to at the discretion of the board of directors of the Company ("Board"), list its Equity Shares at an appropriate time in consultation with the book running lead managers ("BRLMs") and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary.

The detailed terms and conditions will be determined in consultation with the Book Running Lead Manager(s), Consultants, Advisors, Underwriters and/or such other intermediary agencies as may be appointed for the issue. Wherever necessary and applicable, the pricing of the issue will be finalized in accordance with the applicable guidelines, in force, of GOI, RBI, SEBI and other relevant authorities.

Material information pertaining to the Offer is as follows: (i) Offer Price: The price at which the Equity Shares will be allotted through the Offer shall be determined and finalized by the Board of Directors of the Company in consultation with the book running lead managers, in accordance with the SEBI ICDR Regulations. (ii) The object(s) of the Offer: The proceeds of the Offer are to be utilized for the purposes that shall be disclosed in the Offer Documents. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws. (iii) Intention of Directors/Key management personnel to subscribe to the Offer: The Company has not made and will not make an offer of Equity Shares to any of the directors or key management personnel. (iv) Whether a change in control is intended or expected: No change in control of the Company or its management is intended or expected pursuant to the Offer. The Equity Shares are proposed to be listed on nationwide recognized stock exchanges, and the Company will be required to enter into listing agreements with the Stock Exchanges.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the said Special Resolution.

The Board of Directors accordingly commends the resolution set out at Item No.10 of the Notice for your approval by way of Special Resolution.

**//Certified true copy //**

**For R.K.STEEL MANUFACTURING COMPANY LIMITED,**

**PRAMOD KUMAR BHALOTIA  
MANAGING DIRECTOR (DIN 01115735)**