

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF RAJPUTANA STAINLESS LIMITED HELD AT 11.00 A.M., WEDNESDAY, 14TH MAY, 2025 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 213, MADHWAS, HALOL KALOL ROAD, KALOL, PANCHAMAHAL, GUJARAT, INDIA-389330

OFFER AND LISTING OF EQUITY SHARES OF THE COMPANY THROUGH INITIAL PUBLIC OFFERING

“RESOLVED THAT in super session of earlier resolution passed in respect of Initial Public Offering (IPO) of the Company passed and filed with Registrar Of Companies and pursuant to the provisions of Sections 23, 28, 29, 40, 62 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) (“Companies Act”), 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 (“SEB 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 of Association and the 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, Gujarat, Dadra & Nagar Haveli (“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 such other approvals, consents, waivers, permissions and sanctions, the consent, approval, authority and sanction of the members be and is hereby granted to create, offer, issue and allot equity shares up to **1,46,50,000 (One Crore Forty Six lakh Fifty Thousand) Equity shares of face value of ₹ 10/- each of the Company (the “Equity Shares”) each by way of a fresh issuance pursuant to a fresh issues (the “Fresh Issue”) together with an offer for sale up to **62,50,000 (Sixty Two Lakh Fifty Thousand) Equity Shares** pursuant to an offer for sale by Promoter of our Company (collectively, the “Selling Shareholder / Promoter Selling Shareholder” and such offer for sale, the “Offer for Sale” the Offer for Sale together with the Fresh Issue, the “Offer or the Issue or the IPO”), at a price to be determined in consultation with the book running lead manager appointed in respect of the Offer (“BRLM”), by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Law, at par or such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations (and such price, the “Offer Price”), out of the authorized share capital of the Company (“Issue”) ranking pari passu with the existing equity shares of the Company 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") by way of the Offer in consultation with the BRLM and/or underwriters and/or the stabilizing agent pursuant to a green shoe option and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLM through an offer document, prospectus and/or an offering memorandum, as required ("Initial Public Offer"), and the decision to determine the category or categories of investors to whom the Issue / transfer / Allotment shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM, underwriters and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board, and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion thinks fit including but not limited to, an oversubscription in consultation with the stock exchanges an oversubscription, to the extent of 1% of the Offer may be made for the purpose of making allotment in minimum lots, while finalizing the basis of allotment."

"RESOLVED FURTHER THAT in addition to the Fresh Issue, consent of the Member of Company be and is hereby granted, to the inclusion of an offer for sale component as part of the Initial Public Offering, which will entail an offer for sale, by our Promoter, Shankarlal Deepchand Mehta up to **62,50,000 (Sixty Two Lakh Fifty Thousand)** Equity shares which are eligible for offer for sale (the "Offer for Sale" and such shareholders, the "Selling Shareholder/Promoter Selling Shareholder", the offer for sale together with the Fresh Issue, the "Offer" or the "IPO") as the Board may accept and which are eligible in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLM, subject to the consent of SEBI, Gol, RBI, RoC, the Stock Exchanges, and/or such other approvals, permissions and sanctions of all other concerned Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI Regulations, for cash at such premium per equity share as may be fixed and determined by the Company and the Promoter Selling Shareholder in consultation with the BRLM and Promoter Selling Shareholder (to the extent applicable), to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other applicable law, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLM and/or underwriters and/or other advisors or such persons appointed for the Offer."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue / allotment / 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 Issued / allotted / transferred, the number of Equity Shares to be Issued / allotted / transferred in one / more tranche, offer 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 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 Board be and is hereby authorized to finalize and execute the Offer Document (including Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus), Bid Cum Application Form, appointment of BRLM, registrar to the offer, banker(s) to the offer, refund banker(s), depository participants, monitoring agency, custodians, legal advisors to the offer, peer review auditor, underwriters, as may be applicable, and such other intermediaries as specified in the applicable laws, rules, regulations and guidelines, for the time being in force, and as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed offer, enter into stand-by-arrangement with Brokers / Bankers for the whole or the part of the offer and on such terms and conditions within the broad framework of parameters as prescribed by the concerned Authorities, and do all such acts, deeds and things as it may, in its sole discretion, deem necessary and settle any or all matters arising with respect to the offer, allotment, transfer and utilization of the proceeds of the issue of Equity Shares and further do all such acts, deeds and things and finalize and execute all such deeds, documents, agreements and writings, and such other activities as may be necessary for the purpose of giving effect to all the resolutions pertaining to the proposed initial public offering, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this regard.

"RESOLVED FURTHER THAT the Equity Shares issued or transferred pursuant to the Offer along with the existing shares held by the existing members 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 in accordance with the SEBI ICDR Regulations and as disclosed in the Offer Documents;

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 the Board be and is hereby authorized to do all such acts, deeds, matters and things necessary under applicable provisions of laws, rules and regulations and subject to approvals, consents, permissions and sanctions from any authority/ies for the listing of Equity Shares on the Stock Exchanges in India, and to enter into agreements, deeds, documents and/or incur costs in connection with the said listing, and to enter into depository arrangements to enable members of the Company to trade in Equity Shares in a dematerialized form with regard to any such offer or allotment as it may in its absolute discretion deem fit and all such other acts necessary for the listing without being required to seek any further consent or approval of the members."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and sign and execute such documents and writs and give such directions, as may be necessary or desirable to give effect to this resolution."

"RESOLVED FURTHER THAT the Board may authorize 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 the Board be and is hereby further authorized to delegate all or any of the powers herein conferred to its Committee of the Company or any other officer or officers of the Company to give effect to the aforesaid resolutions."

"RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all other documents, papers or instruments as it may consider expedient, issue and provide certificates, consent, power of attorney etc as may be required in connection above, to appoint Book Running Lead Manager, Registrar to the Issue and all other necessary intermediaries registered with the SEBI or agency as may be required in consultation with BRLM and to carry out all other necessary activities / formalities including but not limited to decide object(s) of the Issue or opening of separate bank account as may be required under the provision of the Companies Act, 2013 or SEBI Regulations or other Applicable Statutory Laws and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."



EXPLANATORY STATEMENT

(PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRATERIAL STANDARD 2, ON GENERAL MEETING).

Item No. 1

The Company proposes to undertake initial public offering of equity shares of face value of ₹ 10/- each of the Company (the "Equity Shares") which shall consist of fresh issue of equity shares up to 1,46,50,000 (One Crore Forty Six Lakh Fifty Thousand) equity shares of the face value of ₹ 10 each ("Fresh Issue") together with an offer for sale up to 62,50,000 (Sixty Two Lakh Fifty Thousand) Equity Shares pursuant to an offer for sale by our Promoter Shankarlal Deepchand Mehta (the "Selling Shareholder / Promoter Selling Shareholder" and such offer for sale, together with the Fresh Issue, the "Offer or the Issue or the IPO") on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with Applicable Laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted shall rank in all respects pari-passu with the existing Equity Shares. The Company intends to at the discretion of Board of Directors of the Company ("Board") undertake the offer and list its equity shares at opportune time in consultation with Book Running Lead Manager and other advisors and subject to applicable regulatory approval and other required approvals to extent necessary. The Equity shares are proposed to be listed at the recognized stock exchanges as may be determined by the Board at its absolute discretion and the Company will be required to enter into listing agreement with each of such stock exchange(s).

Material information pertaining to the Offer is as follows:

(i) Offer Price:

The price at which the Equity Shares will be allotted / transferred through the Offer, as well as the price band within which bidders in the Offer will be able to put in bids for Equity Shares offered in the Offer shall be determined and finalized by the Company in consultation with selling shareholder and the BRLM in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

(ii) Objects of the Issue:

The objects of the Issue shall be disclosed in the Draft Red Herring Prospectus to be filed with the SEBI in connection with the Issue.

(iii) Intention of Directors/Key managerial personnel to subscribe to the Issue:

The Company has not made and will not make an Offer of Equity Shares to any Promoters, directors or key managerial personnel. However, the directors or the key managerial personnel or the senior managerial personnel may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.

(iv) Whether a change in control is intended or expected:

No change in control is intended or expected as a result of the Offer.



(v) Allotment / Transfer:

The allotment / transfer of Equity Shares pursuant to the Offer shall be completed within such time period as may be prescribed under applicable laws.

(vi) Pre-Offer and post-Offer shareholding pattern:

The pre-offer and post-offer shareholding pattern (to the extent applicable) shall be as disclosed in the offer documents filed in connection with the Offer.

The Board recommends the resolution for approval of the members of the Company through a Special Resolution. Accordingly approval of the shareholders of the company is sought to offer equity shares under section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and rules and regulations made thereunder as amended. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act, 2013"), the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Offer, the Board will make necessary amendments. All the directors, key managerial personnel, senior managerial personnel and their relatives of directors may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and, to the extent shares may be subscribed for and allotted in their names. Further, the entire pre-offer share capital of the members shall be required to be locked-in for prescribed period as per applicable regulation of the SEBI ICDR Regulations, 2018.

//CERTIFIED TRUE COPY//

**FOR AND ON BEHALF OF
RAJPUTANA STAINLESS LIMITED**

Rajputana Stainless Limited

Jayesh Natvarlal Pithva

Authorised Signator
JAYESH NATVARLAL PITHVA

DIRECTOR

DIN: 01531196

DATE: 14/05/2025

PLACE: KALOL



RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, any of the Director of the Company or Company Secretary of the Company be and are hereby severally authorised on behalf of the Company to decide and approve terms and conditions of the offer including but not limited to reservation for employees or other permitted categories and shall be entitled to vary, modify or alter any of the terms of the offer including size of the offer as it may consider expedient and to settle any question, difficulty or doubt that may arise in regard to above offer, issue and allotment and utilisation of issue proceeds, to laize with regulatory authorities and

further do all such act(s), deed(s), matters and things and to negotiate and finalise all deeds, documents and writing as may be necessary, desirable and expedient to give effect to above resolution including all forms, documents filing with Registrar of Companies, Gujarat at Ahmedabad and to negotiate terms, appoint or enter into agreement with Book Running Lead Manager, Advisor, Registrar, Syndicate Member, Underwriter or other intermediaries registered with SEBI, Legal Counsel / Expert, Advertisement Agency, any other consultant and to pay fee, commission, remuneration or other expenses and take such further steps as may be required, necessary, incidental and necessary for the purpose of offer, allotment and listing of equity shares as may be decided by Board and to make such modification as may be necessary without being required to seek further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by authority to this resolution.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, certified to be true by any Directors of the Company or Company Secretary of the Company be and are hereby jointly and severally authorised to do all such acts, deeds, matters and things, be forwarded to concerned authorities for necessary actions.”

**FOR AND ON BEHALF OF
RAJPUTANA STAINLESS LIMITED**

Rajputana Stainless Limited

Jayesh w Pithva

JAYESH NATVARLAL PITHVA
DIRECTOR
DIN: 01531196
DATE: 14/05/2025
PLACE: KALOL

