



RAMA STEEL TUBES LTD.

Manufacturers & Exporters : ERW Steel Tubes (Black & Galvanised)

CIN : L27201DL1974PLC007114 | AN ISO 9001 : 2015 CO.

Regd. Office : B-5, 3rd Floor, Main Road, Ghazipur, New Delhi (India) - 110096

+ (91)-(11)-43446600

info@ramasteel.com

www.ramasteel.com

Date: April 20, 2022

To,

The Manager – Listing National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra- (East), Mumbai – 400 051. <u>NSE Symbol: RAMASTEEL</u>	Department of Corporate Services BSE Limited, Corporate Relationship Dept., P. J. Towers, Dalal Street, Mumbai - 400 001. <u>BSE Scrip Code: 539309</u>
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Dear Sirs,

Sub: Postal Ballot Notice - Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice, seeking approval of the members of the Company, by the way of remote e-voting process for the businesses set out in the Postal Ballot Notice.

In Compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, April 15, 2022 (“Cut-off Date”)** received from the Depositories and whose email address is registered with the Company/RTA/Depositories.

The Company engaged the services of National Securities Depository Ltd (NSDL) for the purpose of providing remote e-voting facility to all its members.

The remote E-voting facility is available during the following period:

E-VOTING STARTS ON	E-VOTING ENDS ON
Thursday, April 21, 2022 at 9:00 a.m. (IST)	Friday, May 20, 2022 at 5:00 p.m. (IST)

The remote E-voting module shall be disabled by NSDL for voting thereafter.

The results of the Postal Ballot will be announced on or before Saturday, May 21, 2022.

The Postal Ballot is also available on the website of the Company at www.ramasteel.com



Kindly took the same in your records.

Thanking you,

Yours faithfully,

For **Rama Steel Tubes Limited**



Kapil Datta

Company Secretary & Compliance Officer

Email Id: investors@ramasteel.com



Encl.: As above.



RAMA STEEL TUBES LIMITED

(CIN: L27201DL1974PLC007114)

Registered Office: B-5, 3rd Floor, Main Road, Ghazipur, New Delhi 110 096.

Tel. No.: +91-11-43446600; E-mail: investors@ramasteel.com

Website: www.ramasteel.com

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Companies Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings ('SS-2'), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, that it is proposed to seek the consent of the shareholders ('Members') of Rama Steel Tubes Limited (the '**Company**'), for the resolutions appended herein below through postal ballot ('**Postal Ballot**') by way of remote electronic voting ('**E-voting**').

In view of the pandemic situation of COVID-19 and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') vide its General Circular No.14/2020 dated April 08, 2020 and General Circular No.17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated September 28, 2021, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021 (collectively referred to as "**MCA Circulars**") and pursuant to Section 110 of the Companies Act and the Rules made thereunder, the company proposes for passing of resolutions as per this Postal Ballot Notice.

In terms of said Section of the Companies Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by Postal Ballot, shall, get any resolution (other than Ordinary Business and any Business in respect of which Directors or Auditors have right to be heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in general meeting of the Company.

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/ E-voting in accordance with the



provisions of the Companies Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue.

The MCA has clarified that for Companies that are required to provide E-voting facility under the Companies Act, while they are transacting any business(es) only by Postal Ballot up to June 30, 2022, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis.

Further, the company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system.

This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

You are requested to peruse the following proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of E-Voting system only provided by the Company.

The Board of Directors of the Company ('the Board'), has at its meeting held on April 19, 2022 considered and approved the following resolutions, subject to the Members' approvals through postal ballot:

1. For reclassification of present Authorized Share Capital and consequently alteration of the Capital Clause in Memorandum of Association of the Company.
2. Issue of Warrants, Convertible into Equity Shares to Person(s) belonging to Promoter Category and to Person(s) belonging to Non-Promoter Category on Preferential Basis.
3. To approve the Re-appointment of Mrs. Anju Gupta (DIN: 06968607) as an Independent Director of the Company for a second term of 5 consecutive years.

The Company proposes to consider aforesaid special business and seek your consent for the said proposals as contained in the Resolutions appended below.

The Board has appointed Mr. Arun Kumar Gupta, Practicing Company Secretary (FCS 5551 | CP 5086), Proprietor of Arun Kumar Gupta & Associates, Company Secretaries, as the Scrutinizer ('Scrutinizer') for conducting and scrutinizing the postal ballot / e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the e-voting. The results of the postal ballot/e-voting shall be declared on or before **Saturday, 21st May, 2022** and shall be communicated to the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), Depository and shall also be displayed on the Company's website www.ramasteel.com



Members are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Resolutions along with the Explanatory Statements, pursuant to Section 102 of the Act, pertaining to the Resolutions, setting out the material facts are as follows:

SPECIAL BUSINESS:

Item No. 1

Reclassification of Authorized Share Capital and Consequently Alteration of Memorandum of Association.

To consider and, if thought fit, to pass with or without modification(s), the following resolution for reclassification of Authorized Capital of the Company as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and the Article of Association of the Company, consent of the members of the Company be and is hereby accorded for reclassification of the existing Authorized Share Capital of the Company of Rs. 11,50,00,000 (Rupees Eleven Crore Fifty Lakhs Only) comprising of 1,80,00,000 Equity Shares of Rs. 5/- (Rupee Five) each and 25,00,000 (Twenty Five Lakh) 5% Non-Cumulative Redeemable Preference Shares of Rs 10/- each (Rupees Ten) be and is hereby reclassified to Rs. 11,50,00,000 (Rupees Eleven Crore Fifty Lakhs Only) comprising of 2,30,00,000 Equity Shares of Rs. 5/- (Rupee Five) each and consequently the existing Clause 5 of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and instead, the following new Clause 5:

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 thereof by the following new Clause 5 as under:

The Authorized Share Capital of the Company is Rs. 11,50,00,000 (Rupees Eleven Crore Fifty Lakhs Only) comprising of 2,30,00,000 Equity Shares of Rs. 5/- (Rupee Five) each, with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company and the Companies Act, 2013.

Item No. 2

Issue of Warrants, Convertible into Equity Shares to Person(s) belonging to Promoter Category and to Person(s) belonging to Non-Promoter Category on Preferential Basis

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 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the “Act”); and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“ICDR Regulations” or “SEBI ICDR Regulations”); and any other rules/regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Stock Exchanges where the equity shares of the Company are listed (“Stock Exchanges”) and/ or any other statutory/ regulatory authority; and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”); and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/ or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot, on preferential basis, in one or more tranches, up to maximum of 34,35,000 (Thirty Four Lakhs and Thirty Five Thousand Only) Convertible Warrants (“Warrants”) entitling the warrant holder to exercise option to convert and get allotted one Equity Share of face value of Rs. 5/- (Rupees Five only) each fully paid-up against each warrant within 18 (Eighteen) months from the date of allotment of warrants, in such manner and on such terms and conditions as set out in the Explanatory Statement annexed to the notice and at a price of Rs. 382/- (Rupees Three Hundred Eighty Two Only) (including premium of Rs. 377/- each) (hereinafter referred to as the “Issue Price”), determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the person belonging to Promoter Group and Non-Promoters entities (hereinafter referred to as the “Proposed Allottees /Equity holder/Investor,”) as more particularly mentioned in the explanatory statement, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottee and the Equity Shares resulting from the exercise of the entitlement of the said warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) The “**Relevant Date**” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above mentioned Preferential Issue of Warrants is **Wednesday, 20th April, 2022**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed i.e. **Friday, 20th May, 2022**.
- b) Amount payable on Allotment of Warrants shall be 25% of the price per warrant and amount payable before the date of conversion of Warrants into Equity Shares would be 75% of the total consideration.
- c) The said Warrant(s) shall be issued and allotted to the Promoter and Non - Promoters within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- d) The Equity Shares allotted on conversion of the Warrants shall rank pari -passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company
- e) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.
- f) The proposed allottee(s) of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of Rs. 5/- (Rupees Five only) for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants.
- g) In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- h) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- i) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- j) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- k) Upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of



15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

k) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.

l) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such Equity Shares as may be required to be issued and allotted upon conversion of the said Warrants and that Equity Shares shall be subject to the provisions of the Articles of Association of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Warrants and/ or Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation issuing clarifications on the issue and allotment of Warrants/Equity Shares, resolving any difficulties, effecting any modifications to the foregoing (including any modifications to the terms of the issue) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, including making application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to appoint such consultants, legal advisors and all such agencies as may be required for issuance of the Warrants/Equity Shares, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties or doubts whatsoever that may arise and take all steps and decisions in this regard.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”



Item No. 3

To approve the Re-appointment of Mrs. Anju Gupta (DIN: 06968607) as an Independent Director of the Company for a second term of 5 consecutive years.

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 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Anju Gupta (DIN: 06968607), who holds office as an Independent Director upto January 24, 2022 and being eligible and meets the criteria for independence as provided in the Act and the Listing Regulations and who has submitted declaration to that effect, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of a Director, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from January 25, 2022 upto January 24, 2027.”

**By order of the Board of Directors of
Rama Steel Tubes Limited**

**Sd/-
Kapil Datta
Company Secretary & Compliance Officer**

**Date: April 20, 2022
Place: New Delhi**

NOTES:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto. A copy of the Postal Ballot Notice is also available on the company’s websites www.ramasteel.com, NSDL Website <https://www.evoting.nsdl.com> and at the relevant sections of the websites of the National Stock Exchange of India Limited and BSE Limited.

2. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be served to them may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited. Shareholders may write the request to register/update their E-mail address with RTA to the email: bssdelhi@bigshareonline.com. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for their Postal Ballot.

3. The Portal for E-voting will remain open for the Members for exercising their voting from **Thursday, 21st April, 2022** at 09:00 AM India Standard Time ('IST') till **Friday, 20th May, 2022** at 05:00 PM (IST) both days inclusive. The E-voting needs to be exercised by 05:00 PM (IST) on **Friday, 20th May, 2022**. Please note that E-voting module will be disabled for e-voting by NSDL, after the said date and time. During this period, the Members of the company holding shares either in physical form or dematerialized form, as on **Friday, 15th April, 2022** ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.

4. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the company for E-voting i.e. **Friday, 20th May, 2022**. Further, resolutions passed by the Members through E-voting are deemed to have been passed effectively at a general meeting.

5. The Postal Ballot Notice is being sent by e-mail to all the Members, whose name appears on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. **Friday, 15th April, 2022** and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the company's Registrar and Share Transfer Agent i.e. Bigshare Services (P) Limited. Each Member's voting rights shall be in proportion to his/ her share of the Paid-Up Equity Share Capital of the company as on cut-off date, which will only be considered for voting.

6. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

7. The Board of Directors has appointed Mr. Arun Kumar Gupta, Practicing Company Secretary (FCS 5551 | CP 5086), Proprietor of Arun Kumar Gupta & Associates, Company Secretaries, as Scrutinizer for scrutinizing the E-voting process and conducting Postal Ballot process in a fair and transparent manner.

8. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after completion of scrutiny of votes received through E-voting. The results of the Postal Ballot will be announced on or before **Saturday, 21st May, 2022**.

9. The results of the Postal Ballot will be posted on the company's website www.ramasteel.com, NSDL's Website <https://www.evoting.nsdl.com> and will also be communicated to the National Stock Exchange of India Limited and BSE Limited ("BSE").

10. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the company's website www.ramasteel.com to facilitate



online inspection of relevant documents until last date of E-voting of this Postal Ballot, i.e., **Friday, 20th May, 2022**. Members desirous of inspecting these documents may mail to investors@ramasteel.com.

11. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district (in Hindi language) in which registered office of the company is situated. **The Result of the Postal Ballot will be published in the Newspaper** one English national daily newspaper circulating throughout India (in English language) and in one Hindi national daily newspaper circulating throughout India (in Hindi language) and one in vernacular language in that district in which registered office of the Company is situated.

12. To support the “Green Initiative” Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company’s RTA or the Depository Participants, in respect of shares held in physical/ electronic mode respectively.

13. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the company is providing facility for voting by E-voting to all the Members of the company to enable them to cast their votes electronically on the items mentioned in the Notice.

PROCEDURE FOR E-VOTING :

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS





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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholder	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services

	<p>under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e- Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	<p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and Permanent Account Number from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility, upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

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

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

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

- (i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- (iii) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

(iv) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.demat mode with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

(v) Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

(vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.



b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e- Voting system of NSDL.

(vii) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

(viii) Now, you will have to click on “Login” button.

(ix) After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

(i) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.

(ii) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.

(iii) Now you are ready for e-Voting as the Voting page opens.

(iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

(v) Upon confirmation, the message “Vote cast successfully” will be displayed.

(vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

(vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

(i) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csarungupta@gmail.com with a copy marked to evoting@nsdl.co.in.

(ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be

disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

(iii) In case of queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: **1800 1020 990** and **1800 22 44 30** or send a request to **Ms. Pallavi Mhatre** at evoting@nsdl.co.in

(iv) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e- Voting" tab in their login.

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

Members may send a request to evoting@nsdl.co.in / investors@ramasteel.com for procuring user id and password for e-voting:

I. In case **shares are held in physical mode**, please provide:-

- o Name of Member and Folio No,
- o scanned copy of the share certificate (front and back),
- o PAN (self-attested scanned copy of PAN card), and;
- o AADHAR (self-attested scanned copy of Aadhar Card).

II. In case **shares are held in demat mode (other than Individual)**, please provide:-

- o DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID),
- o Name, client master or copy of Consolidated Account statement,
- o PAN (self- attested scanned copy of PAN card),
- o AADHAR (self-attested scanned copy of Aadhar Card)

III. If you are **an Individual** shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**

10. Notice will be available on the Company’s website at www.ramasteel.com, and at websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com and also of NSDL at www.evoting.nsdl.com. All documents referred to in this Notice will be available for inspection electronically until the last date of remote e-Voting. Shareholders seeking to inspect such documents can send an email to investors@ramasteel.com.

11. The Results of remote e-voting shall be declared within stipulated time and the said result along with the Scrutinizer’s Report thereon shall be placed on the Company’s website www.ramasteel.com and on the website of NSDL www.evoting.nsdl.com and also be communicated to the stock exchange(s)



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Item No. 1

The present authorized capital of the Company is Rs. 11,50,00,000 (Rupees Eleven Crore Fifty Lakhs Only) comprising of 1,80,00,000 Equity Shares of Rs. 5/- (Rupee Five) each and 25,00,000 (Twenty Five Lakh) 5% Non-Cumulative Redeemable Preference Shares of Rs 10/- each (Rupees Ten). A separate proposal for further issue of up to 34,35,000 number of convertible warrants convertible into equal number of equity shares of face value of Rs. 5/- each has been submitted for the approval of Shareholders under item no. 2 of this Notice. As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Shareholders. On reclassification of authorized capital, it would be necessary to amend Clause 5 of the Memorandum of Association. The Resolution seeks approval of Members to reclassify the Share Capital and to amend the said Clauses. The preference capital component of authorized capital is sought to be reclassified into equity shares and it is proposed that the existing Authorised Share Capital of the Company of Rs. 11,50,00,000 (Rupees Eleven Crore Fifty Lakhs Only) comprising of 1,80,00,000 Equity Shares of Rs. 5/- (Rupee Five) each and 25,00,000 (Twenty Five Lakh) 5% Non-Cumulative Redeemable Preference Shares of Rs 10/- each (Rupees Ten) is reclassified to Rs. 11,50,00,000 (Rupees Eleven Crore Fifty Lakhs Only) comprising of 2,30,00,000 Equity Shares of Rs. 5/- (Rupee Five) each.

The Resolution requires approval of Members to reclassify the Share Capital and to amend the respective Clauses in the Memorandum of Association of the Company. The Board of Directors recommends the passing of these Resolutions by special resolutions.

None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution.

Item No. 2

In accordance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of Members of the Company by way of Special Resolution is required to issue of warrants convertible in to equity shares ("**Warrants**") to the entities belonging to Promoter Group and Non-Promoter, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

The details of the issue and other particulars as required in terms of the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018 as amended in relation to the aforesaid Special Resolution are given as under:

Salient features of the preferential issue of Equity Shares are as under:

The proposed issue and allotment of Convertible Warrants, on a preferential basis, shall be governed by the applicable provisions of the SEBI (ICDR) Regulations and the Companies Act, 2013 read with the applicable provisions of the rules made there under.

Further, in terms of Regulation 163(1) of the SEBI (ICDR) Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice. Without generality to the above, the salient features of the preferential issue of Convertible warrants are:

- The “**Relevant Date**” as per the SEBI (ICDR) Regulations for determining the minimum price for the preferential issue of Convertible warrants is **Wednesday, 20th April, 2022**, which is a date 30 days prior to the date on which the resolution is deemed to be passed;

The details in relation to the preferential issue as required under the SEBI (ICDR) Regulations and the Act read with the rules issued thereunder, are set forth below:

1. The allotment of the convertible warrants is subject to the Proposed Allottee(s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.
2. The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:

(i) Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors in its meeting held on 19th April, 2022, had approved the issue of convertible warrants and accordingly proposes to issue and allot in aggregate up-to maximum of 34,35,000 (Thirty Four Lakhs and Thirty Five Thousand Only) convertible warrants at a price of Rs. 382/- (Rupees Three Hundred Eighty Two Only) each, to the entities belonging to Promoter Group and Non Promoter, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

(ii) Objects of the Preferential Issue and aggregate amount proposed to be raised

The funds so infused shall be utilized to support the expansion of business, general corporate purpose, working capital and such other purpose as the Board may decide.

(iii) Maximum number of specified securities to be issued:

The resolutions set out in this Notice authorize the Board to issue up to 34,35,000 number of convertible warrants at a price of Rs. 382/- per warrant convertible in to equivalent number of equity shares including premium of Rs. 377/- as per the table specified below:

S. No.	Name of Proposed Allottees	Category	Maximum Number of Convertible warrants proposed to be allotted
1	NARESH KUMAR BANSAL	Promoter	3,00,000
2	RICHI BANSAL	Promoter	1,00,000
3	RAJEEV KOHLI	Non-Promoter (KMP)	50,000
4	THE GREAT INTERNATIONAL TUSKER FUND	Non-Promoter	7,50,000
5	AVIATOR GLOBAL INVESTMENT FUND	Non-Promoter	7,50,000
6	ELARA INDIA OPPORTUNITIES FUND LIMITED	Non-Promoter	6,00,000
7	PRIYANKA JAIN	Non-Promoter	25,000
8	VIKAS GUPTA HUF	Non-Promoter	25,000
9	PARESH GHELANI	Non-Promoter	1,00,000
10	PINKAL VISHVESH	Non-Promoter	50,000
11	KANCHI CHAWLA	Non-Promoter	50,000
12	BHARATBHAI RAVATBHAI KHACHAR	Non-Promoter	1,00,000
13	AKARSHI JAISWAL	Non-Promoter	50,000
14	PUSHKAR RAMNIKLAL RAVAL	Non-Promoter	50,000
15	RAJINDER SINGH	Non-Promoter	25,000
16	AAKASH PRAKASH SHAH	Non-Promoter	50,000
17	RAVI SHANKAR GUPTA	Non-Promoter	50,000
18	PATHIK NATWARLAL THAKKAR	Non-Promoter	50,000
19	PALLAVI S JOSHI	Non-Promoter	50,000

20	MANISHABEN JITENDRABHAI SAKHIYA	Non-Promoter	50,000
21	GAURAV GOYAL HUF	Non-Promoter	40,000
22	RAKESH GOYAL AND SONS HUF	Non-Promoter	40,000
23	PRABHA VATI	Non-Promoter	15,000
24	FATAMA KHATOON	Non-Promoter	20,000
25	ASHOKKUMAR RAMLAL BANSAL	Non-Promoter	25,000
26	MANISH SINGH HUF	Non-Promoter	20,000
Total			34,35,000

(iv) Relevant Date

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Warrants is **Wednesday, 20th April, 2022**, being the date 30 days prior to the date on which the resolution is deemed to be passed.

(v) Basis on which the price has been arrived

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”). In terms of Regulation 164(1) of the SEBI ICDR Regulations, 2018, the shares of the Company are listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited for a period of 90 Trading Days or more on Relevant Date; therefore, the aforesaid equity shares shall be allotted in accordance with the price determined in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are frequently traded, the price is needed to be determined by taking into account following parameters:

If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 Trading Days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- a. the 90 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the relevant date ; or
- b. the 10 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the relevant date.

“**Stock Exchange**” for this purpose shall mean any of the recognized stock exchanges in which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 90 Trading Days prior to the relevant date.

“**Frequently traded shares**” means the shares of the issuer, in which the traded turnover on any recognized stock exchange during the 240 trading days preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer.

Provided that where the share capital of a particular class of the issuer company is not identical throughout such period, the weighted average number of total shares of such class of the issuer company shall represent the total number of shares.

Equity Shares of the Company are listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) and are most frequently traded at NSE in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at NSE at which highest trading volume in respect of equity shares of the company has been recorded during the 240 Trading Days preceding the relevant date. Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the Issue Price has been computed as Rs. 382/- per Warrant including premium of Rs 377/- per warrant.

Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations and after taking in to consideration minimum price as calculated , the Issue Price has been fixed as Rs. 382/- per warrants convertible in to equivalent number of equity shares including premium of Rs. 377/- per warrant.

A Certificate regarding arriving at Minimum Price in terms of Regulation 164(1) of SEBI (ICDR) Regulations, 2018 as amended has been taken from Mr. Arun Kumar Gupta, Practicing Company Secretary (FCS 5551 | CP 5086), Proprietor of Arun Kumar Gupta & Associates, Company Secretaries, confirming the minimum price for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018 and the same shall be made available and published on the websites of the company i.e. www.ramasteel.com

- The allotment of warrants are subject to the Investor(s) not having sold any Equity Shares during the 90 trading days preceding the Relevant Date.
- The Company, its Promoters and Directors are not declared as willful defaulter by Reserve Bank of India or not declared as fraudulent borrower and also not declared as fugitive economic offender.

(vi) Amount which the Company intends to raise by way of such convertible warrants

Up to a maximum of Rs. 132 Crore (Rupees One Hundred Thirty Two Crore Only).

(vii) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment

The Promoters and person(s) belonging to Promoter and Promoter Group including directors namely Mr. Naresh Kumar Bansal and Mr. Richi Bansal and one of the Key Managerial Person Mr. Rajeev Kohli have shown their intention to subscribe to the proposed issue.

(viii) Time frame within which the Preferential Allotment shall be completed

Pursuant to the SEBI (ICDR) Regulations, in case of Warrants, it will be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

Further Upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of ICDR Regulations.

(ix) Principal terms of assets charged as securities

Not applicable.

(x) Shareholding pattern of the Company before and after the Preferential Allotment of equity shares and warrants.

S. No.	Category	Pre Issue		Post Issue	
		No. of Shares Held	% of share Holding	No. of Shares held	% of share Holding post Preferential/Fully Diluted Capital
A	Promoters' holding :				
1.	Indian				
	Individuals/ HUF				
	Naresh Kumar Bansal	6389873	38.05	6689873	33.07
	Kumud Bansal	692000	4.12	692000	3.42
	Richi Bansal	1469287	8.75	1569287	7.76
	Krati Bansal	450000	2.68	450000	2.22
	Nikhil Naresh Bansal	1355998	8.07	1355998	6.70
	Kanika Bansal	111000	0.66	111000	0.55
	TOTAL	10468158	62.33	10868158	53.72
	Person Acting in Concert (s) #				
	Tarun Dhir	30000	0.18	30000	0.15
	Tarun Dhir	1209821	7.20	1209821	5.98
	Tarun Dhir	29505	0.18	29505	0.15
	Arun Dhir	26551	0.16	26551	0.13
	Charanjit Lal Dhir	67360	0.40	67360	0.33
	Sangeeta Dhir	1500	0.01	1500	0.01
	Bodies Corporate	0	0	0	0
	Trust	0	0	0	0
2.	Foreign Promoters	0	0	0	0
	Sub Total (A)	11832895	70.46	12232895	60.47
B	Non-Promoters' holding:				
1.	Institutional Investors				

	Mutual Funds	120000	0.71	120000	0.59
	Venture Capital Funds	-	-	-	-
	Alternate Investment Funds	-	-	-	-
	Foreign Venture Capital Investors	-	-	-	-
	Foreign Portfolio Investors	303880	1.81	2403880	11.88
	Financial Institutions/Banks	-	-	-	-
	Insurance Companies	-	-	-	-
	Provident Funds/Pension Funds	-	-	-	-
	Any Other (Specify)	-	-	-	-
	Trust	-	-	-	-
2.	Central Government/State Government(s)/ President of India	-	-	-	-
3.	Non-Institution Investors				
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	2828337	16.84	2938337	14.53
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	847818	5.05	1547818	7.65
	NBFCs Registered with RBI	-	-	-	-
	Employee Trusts	-	-	-	-
	Any Other	-	-	-	-
	Non Resident Indians	34521	0.21	34521	0.18
	HUF	165112	0.98	290112	1.43
	Bodies Corporate	387362	2.31	387362	1.92
	Clearing Member	273575	1.63	273575	1.35
	Trust	500	0.00	500	0.00
	Sub Total (B)	4961105	29.54	7996105	39.53
	TOTAL (A+B)	16794000	100.00	20229000	100.00
C.	Employee Stock Grant Scheme (ESGS) Grant Outstanding	-	-	-	-
	Sub Total (C)				
	GRAND TOTAL (A+B+C)	16794000	100.00	20229000	100.00

Notes:

1. The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full conversion of warrants to be allotted under the present issue.
2. The pre preferential shareholding pattern is prepared on the basis of 15th April, 2022.
3. # The Person(s) shown under Person Acting In Concert (Dhir Group) has been included as Person Acting in Concert with the existing promoters of the company in compliance with SEBI Order WTM/MB/CFD/DCR-2/13426/2021-22 dated 17th September, 2021.

(xi) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any

The details of natural persons is given only for the purpose to know natural persons. However, the aforesaid Proposed Allottee will be beneficially shareholder of the equity shares that may be allotted.

S. No.	Name of the Proposed Allottee	PAN Number	Natural persons who are the ultimate beneficial owners ¹	Pre Issue Shareholding ²		No of Equity Shares allotted post exercise of Warrants	Post Preferential issue Shareholding ³	
				No. of equity shares	% age		No. of equity shares	% age ⁴
1	THE GREAT INTERNATIONAL TUSKER FUND	AAECT0749A	Mr. Murali Mohan Voety	0	0.00	7,50,000	7,50,000	3.71
2	AVIATOR GLOBAL INVESTMENT FUND	AAOCA8357P	Mr. Antonino Sardegno	0	0.00	7,50,000	7,50,000	3.71
3	ELARA INDIA OPPORTUNITIES FUND LIMITED	AABCE6307N	Mr. Rajendra Bhatt	0	0.00	6,00,000	6,00,000	2.97
4	VIKAS GUPTA HUF	AAHHV2857D	Mr. Vikas Gupta	0	0.00	25,000	25,000	0.12

5	GAURAV GOYAL HUF	AAEHG8525N	Mr. Gaurav Goyal	0	0.00	40,000	40,000	0.20
6	RAKESH GOYAL AND SONS HUF	AAAHR9176G	Mr. Gaurav Goyal	0	0.00	40,000	40,000	0.20
7	MANISH SINGH HUF	AARHM5086K	Mr. Manish Singh	0	0.00	20,000	20,000	0.10

1. The details of natural persons is given only for the purpose to know natural persons. However, the aforesaid Proposed Allottee will be beneficially shareholder of the equity shares that may be allotted.
2. Pre issue shareholding is as on 15th April, 2022.
3. Post Preferential Shareholding calculated assuming full conversion of warrants to be issued under the said issue.
4. There shall not be change in control consequent to the present preferential issue of convertible warrants.

(xii) Lock-in Period

The equity shares to be issued and allotted pursuant to conversion of warrants to be allotted on preferential basis will be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

(xiii) The Percentage of post preferential issue capital that may be held by the allottee (s) and Change in control if any, in the issuer consequent to the preferential issue.

As a result of the proposed preferential issue of warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

The details of percentage of post preferential issue capital of the proposed allottee(s) are as under:

Sr. No.	Name of Proposed Allottee(s)	Percentage of shareholding on the basis of post preferential capital
1	NARESH KUMAR BANSAL	33.07%
2	RICHI BANSAL	7.76%

3	RAJEEV KOHLI	0.25%
4	THE GREAT INTERNATIONAL TUSKER FUND	3.71%
5	AVIATOR GLOBAL INVESTMENT FUND	3.71%
6	ELARA INDIA OPPORTUNITIES FUND LIMITED	2.97%
7	PRIYANKA JAIN	0.12%
8	VIKAS GUPTA HUF	0.12%
9	PARESH GHELANI	0.49%
10	PINKAL VISHVESH	0.25%
11	KANCHI CHAWLA	0.25%
12	BHARATBHAI RAVATBHAI KHACHAR	0.49%
13	AKARSHI JAISWAL	0.25%
14	PUSHKAR RAMNIKLAL RAVAL	0.25%
15	RAJINDER SINGH	0.12%
16	AAKASH PRAKASH SHAH	0.25%
17	RAVI SHANKAR GUPTA	0.25%
18	PATHIK NATWARLAL THAKKAR	0.25%
19	PALLAVI S JOSHI	0.25%
20	MANISHABEN JITENDRABHAI SAKHIYA	0.25%
21	GAURAV GOYAL HUF	0.20%
22	RAKESH GOYAL AND SONS HUF	0.20%
23	PRABHA VATI	0.11%
24	FATAMA KHATOON	0.10%
25	ASHOKKUMAR RAMLAL BANSAL	0.12%
26	MANISH SINGH HUF	0.10%

(xiv) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

This is not applicable in the present case since the Company, being a listed Company, the pricing is in terms of the SEBI (ICDR) Regulations. Further, the proposed allotment is for cash consideration.

(xv) The Current and proposed Status of the allottee (s) post the preferential issues are as under:

Sr. No.	Name of Proposed Allottee(s)	Current Status of proposed allottee	Proposed Status of allottees
1	NARESH KUMAR BANSAL	Promoter	Promoter
2	RICHI BANSAL	Promoter	Promoter
3	RAJEEV KOHLI	Non-Promoter	Non-Promoter
4	THE GREAT INTERNATIONAL TUSKER FUND	Non-Promoter	Non-Promoter
5	AVIATOR GLOBAL INVESTMENT FUND	Non-Promoter	Non-Promoter

6	ELARA INDIA OPPORTUNITIES FUND LIMITED	Non-Promoter	Non-Promoter
7	PRIYANKA JAIN	Non-Promoter	Non-Promoter
8	VIKAS GUPTA HUF	Non-Promoter	Non-Promoter
9	PARESH GHELANI	Non-Promoter	Non-Promoter
10	PINKAL VISHVESH	Non-Promoter	Non-Promoter
11	KANCHI CHAWLA	Non-Promoter	Non-Promoter
12	BHARATBHAI RAVATBHAI KHACHAR	Non-Promoter	Non-Promoter
13	AKARSHI JAISWAL	Non-Promoter	Non-Promoter
14	PUSHKAR RAMNIKLAL RAVAL	Non-Promoter	Non-Promoter
15	RAJINDER SINGH	Non-Promoter	Non-Promoter
16	AAKASH PRAKASH SHAH	Non-Promoter	Non-Promoter
17	RAVI SHANKAR GUPTA	Non-Promoter	Non-Promoter
18	PATHIK NATWARLAL THAKKAR	Non-Promoter	Non-Promoter
19	PALLAVI S JOSHI	Non-Promoter	Non-Promoter
20	MANISHABEN JITENDRABHAI SAKHIYA	Non-Promoter	Non-Promoter
21	GAURAV GOYAL HUF	Non-Promoter	Non-Promoter
22	RAKESH GOYAL AND SONS HUF	Non-Promoter	Non-Promoter
23	PRABHA VATI	Non-Promoter	Non-Promoter
24	FATAMA KHATOON	Non-Promoter	Non-Promoter
25	ASHOKKUMAR RAMLAL BANSAL	Non-Promoter	Non-Promoter
26	MANISH SINGH HUF	Non-Promoter	Non-Promoter

(xvi) Undertakings

- a) None of the Company, its Promoters and Directors is declared as wilful defaulter and fraudulent borrowers by Reserve Bank of India and also not declared as fugitive economic offender.
- b) The Company is eligible to make the Preferential Allotment to its Promoter and Non-Promoter under Chapter V of the SEBI (ICDR) Regulations.
- c) As the equity shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(2) of the SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.
- d) The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so, until the amount so payable is not paid within the time stipulated under SEBI (ICDR) Regulations, the Equity Shares and Warrants shall continue to be locked -in till the time such amount is paid by the proposed allottees.
- e) The Equity Shares held by the proposed allottees if any in the Company are in dematerialized form only.
- f) The allotment of warrants does not require making of a public offer as it is below the prescribed threshold limit for making of a public offer in terms of the SEBI (ICDR) Regulations.
- g) Due to above preferential allotment of the warrants, no change in management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant provisions of the SEBI (ICDR) Regulations.
- h) The company has complied with the requirement of listing obligation i.e., maintaining a minimum of 25% of the paid-up capital in the hands of the public.

(xvii) Practising Company Secretary's Certificate

The Certificate from Mr. Arun Kumar Gupta, Practising Company Secretary (FCS 5551 | CP 5086), Proprietor of Arun Kumar Gupta & Associates, Company Secretaries, certifying that the Preferential Allotment is being made in accordance with the requirements of Regulation 163 (2) of Chapter V of the SEBI (ICDR) Regulations, has been obtained and the same shall be available for inspection at our website at www.ramasteel.com

(xviii) Approval under the Companies Act:

Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a company by allotment of further shares or specified securities etc., such further shares/specified securities shall be offered to the existing member(s) of the company in the manner laid down in the section unless the Members in general meeting decide otherwise by passing a Special Resolution. Therefore, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the Listing Agreement with the Stock Exchange(s) for authorizing the Board to offer, issue and allot equity shares/specified securities as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the Warrants to entities belonging to the Promoter Group and Non-Promoter Group, is being sought by way of a "Special Resolution" as set out in the said Item No. 2 of the Notice. Provided that the aforesaid preferential issues would be within the Authorized Share Capital of the Company.

Mr. Naresh Kumar Bansal and Mr. Richi Bansal, Directors of the Company and Mr. Rajeev Kohli, a Key Managerial Personnel (KMPs), are concerned or interested to the extent of their shareholding and/ or directorships in the Company.

None of the Directors and KMPs except those mentioned above are concerned or interested in this resolution.

Item No. 3

Mrs. Anju Gupta was appointed as an Independent Director of the Company with effect from January 25, 2017 upto January 24, 2022. Pursuant to the provisions of Section 149(10) of the Companies Act, 2013 ("the Act"), read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") an Independent Director shall hold office for a term of upto five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a Special resolution by the Company and disclosure of such appointment in the Board Report. Also, Section 149(11) of the Act provides that an Independent Director may hold office for up to 2 (two) consecutive terms.

The Board of Directors vide its resolution dated January 21, 2022 on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mrs. Anju Gupta as



an Independent Director of the Company for a second term of 5 (five) years with effect from January 25, 2022 upto January 24, 2027 based on her skills, experience, knowledge and report of her performance evaluation. Her appointment is subject to the approval of the shareholders by way of a Special Resolution.

The Company has received a notice in writing from a shareholder under Section 160 of the Act, proposing her candidature for the office of Independent Director of the Company.

In the opinion of the Board, Mrs. Anju Gupta fulfills the conditions specified in the Act and rules made thereunder and Listing Regulations for her re-appointment as an Independent Director of the Company and is independent of the management.

Given her professional background, experience and contributions made by her during her tenure and above all being in good health and of sound and alert mind, the Board considers that her association would be of immense benefit to the Company as it has been beneficial in the past. Accordingly, the Board recommends the resolution in relation to the re-appointment of Mrs. Anju Gupta as an Independent Director, for the approval by the Shareholders of the Company.

A brief profile of Mrs. Anju Gupta, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, has been provided as an Annexure to this Notice.

Except Mrs. Anju Gupta, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out at Item No.3.

The Board accordingly recommends the Special Resolution as set out in Item No. 3 of this Notice for your approval.

**By order of the Board of Directors of
Rama Steel Tubes Limited**

**Sd/-
Kapil Datta
Company Secretary & Compliance Officer**

**Date: April 20, 2022
Place: New Delhi**

DETAILS PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION 2015 AND SECRETARIAL STANDARD (SS-2) ON GENERAL MEETING AS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

Name of Director	Mrs. Anju Gupta
Age	50 years (13-03-1972)
DIN	06958607
Date of first appointment on the Board	25.01.2017
Qualification	Intermediate
Experience in Specific Functional Area	Mrs. Anju Gupta is a first generation entrepreneur. Her dynamic approach in business gives guidance in achieving targets in a dynamic and complex business environment. She joined M/s Rama Steel Tubes Ltd on 25/01/2017 as Independent Director in the Board of Directors of the Company. She has over 25 years of experience in Steel Sector.
Directorship held in other Companies	NIL
Chairman/Member of Committees of Board of other Companies of which he is a Director	NIL
No. of Shares held	NIL
Terms and conditions of re-appointment	Re-appointment as an Independent Director for second term. She shall hold office for a term of 5 (five) consecutive years, that is from January 25, 2022 to January 24, 2027 and her office shall not be liable to retire by rotation.
Remuneration sought to be paid and last drawn	NIL
Relationship with other directors and Key Managerial Personnel	None
Number of Board Meetings attended during the year (2021-22)	6/6