



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: May 26, 2025

To

| | |
|---|---|
| The Manager – Listing National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Symbol: RAMASTEEL | The Secretary BSE Limited, Corporate Relationship Dept., P. J. Towers, Dalal Street, Mumbai - 400 001. Scrip Code: 539309 |
|---|---|

Dear Sir/Madam,

Sub.: Intimation Regarding Convening of EGM and Submission of Notice of EGM.

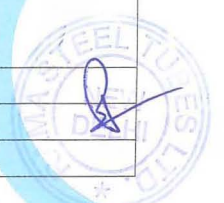
Ref.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that the Extraordinary General Meeting (“EGM”) of the members of the Company is scheduled to be held on Wednesday, June 18, 2025 at 12:30 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, from time to time, to seek approval of the members on the proposal as provided in the Notice of the EGM. Please find enclosed Notice convening the EGM of members, which will be sent to the members of the Company whose e-mail address is registered with the Company / Company's Registrar and Transfer Agent, Bigshare Services Private Limited ("Bigshare") / Depository Participant(s) / Depositories. The Notice of the EGM will also be available on the Company's website at: www.ramasteel.com.

M/s. Arun Kumar Gupta & Associates, Practicing Company Secretaries, Delhi, has been appointed as the Scrutinizer to scrutinize the e-Voting process of the EGM in a fair and transparent manner.

Information at glance:

| Particulars | Details |
|---|---|
| Time and date of EGM | 12:30 P.M. IST, Wednesday, June 18, 2025 |
| Mode | Video conference and other audio-visual means |
| Cut-off date for determining the eligibility of shareholders for remote e-voting or voting during the general meeting | Wednesday, June 11, 2025 |
| E-voting start time and date | 9:00 A.M. IST, Sunday, June 15, 2025 |
| E-voting end time and date | 5:00 P.M. IST, Tuesday, June 17, 2025 |
| E-voting website of NSDL | https://www.evoting.nsdl.com/ |



Request you to kindly take the aforesaid information on your record.

For Rama Steel Tubes Limited

The image shows a handwritten signature in blue ink that reads "Manish Kumar". This signature is written over a circular blue ink stamp. The stamp contains the text "RAMA STEEL TUBES LIMITED" around the top edge and "DELHI" at the bottom.

Manish Kumar

Company Secretary & Compliance Officer

Email: investors@ramasteel.com

Encl. As Above

CC:

- 1. National Securities Depository Limited**
- 2. Central Depository Services (India) Limited**
- 3. Bigshare Services Private Limited**



RAMA STEEL TUBES LIMITED

(CIN: L27201DL1974PLC007114)

Registered Office: B-5, 3rd Floor, Main Road, Ghazipur, New Delhi 110096.

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

Website: www.ramasteel.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that 1st Extra Ordinary General Meeting of the Members of Rama Steel Tubes Limited for the Financial Year 2025-2026 will be held on **Wednesday, 18th Day of June 2025** at 12:30 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS:

ITEM NUMBER 1: TO ISSUE OF EQUITY SHARES TO PERSON(S) BELONGING TO NON-PROMOTER CATEGORY ON A 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 and in terms of the provisions of Sections 23, 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 Companies (Share Capital and Debentures) Rules, 2014 (hereinafter referred to as "**the Act**"), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, from time to time, to the extent applicable ("**ICDR Regulations**" or "**SEBI ICDR Regulations**") (each including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) 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, BSE Limited ("**Stock Exchange**") where the equity shares of the Company are listed, 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 up to maximum of 15,76,00,000 (Fifteen Crore Seventy Six Lakhs Only) equity shares of the company of the face value of Rs. 1/- (Rupees One Only) each, ("**Equity Shares**") at an price of Rs. 11.25/- (Rupees Eleven and paise Twenty Five Only), which includes a premium of Rs. 10.25/- (Rupees Ten and paise twenty five Only) per equity share (hereinafter referred to as



the “Issue Price””, calculated after taking in to consideration and in compliance with the applicable provisions of Chapter V of the SEBI ICDR Regulations, 2018 or such other higher prices if any, determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, 2018, in such manner and on such other terms and conditions, as may be approved or finalized by the Board, to the following “Proposed Allottees” on preferential basis as detailed herein below:

| Sr. No | Name of Proposed Allottee | Maximum Number of Equity Shares proposed to be allotted | Category |
|--------------------|---|---|--------------|
| 1 | NORTH STAR OPPORTUNITIES FUND VCC- BULL VALUE INCORPORATED VCC SUB-FUND | 3,73,33,334 | Non-Promoter |
| 2 | EBISU GLOBAL OPPORTUNITIES FUND LIMITED | 4,44,44,444 | Non-Promoter |
| 3 | NOVA GLOBAL OPPORTUNITIES FUND PCC - TOUCHSTONE | 3,80,44,444 | Non-Promoter |
| 4 | PINE OAK GLOBAL FUND | 3,77,77,778 | Non-Promoter |
| Grand Total | | 15,76,00,000 | |

RESOLVED FURTHER THAT in terms of the provisions of SEBI ICDR Regulations, the “**Relevant Date**” pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above-mentioned preferential issue of equity shares is **Monday, 19th May, 2025**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed, i.e., **Wednesday, 18th June, 2025**.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

- a) That the said equity shares shall be issued and allotted by the company to the proposed allottees within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said equity shares is pending on account of delay of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approval;
- b) The equity shares to be so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- c) The equity shares allotted shall be subject to a lock-in for such period as specified under relevant regulations of Chapter V of ICDR Regulations relating to Preferential Issues.
- d) Each Proposed Allottee shall be required to bring in 100% of the consideration for the proposed issuance of equity shares on or before the date of allotment thereof.



- e) The consideration for allotment of the relevant issuance of equity shares shall be paid to the Company from the bank account of each Proposed Allottee, respectively.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to make an offer to the proposed allottees whose names has been recorded in Form PAS-5 through Private Placement Offer Letter in Form No. PAS-4 or any other form/document as prescribed under the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of ICDR Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of equity shares, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT subject to applicable SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above- mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size/issue price of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents including approval of Form PAS-4 on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.

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. 2: ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with applicable Rules and Regulations made thereunder, including any statutory modification(s) or amendment(s) thereto or re-enactment(s)



thereof for the time being in force, and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded to append the following sub clause 3 after Sub clause 2 of the main Object Clause 3(A) of the Memorandum of Association of Company

“3. The Company is established with the objective of engaging in the business of renewable energy with a focus on Independent Power Production (IPP), Engineering, Procurement, and Construction (EPC) of solar power projects. As a consortium partner in IPP ventures, the Company aims to contribute to the development and operation of utility-scale solar power assets. Additionally, the Company is positioned to provide financial support and strategic investment in solar projects, thereby enhancing the bankability and execution capabilities of such initiatives. Through these activities, the Company seeks to promote sustainable energy solutions and drive growth in the clean energy sector”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubts that may arise in this regard and to sign and execute all necessary documents, applications, agreements, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Regulatory Authority in respect of any matter(s) arising from or incidental to the said amendment.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to delegate all or any of the powers conferred on it by or under these resolutions to any Committee of Directors or to the Managing Director or any other Officer(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

**By Order of the Board
For Rama Steel Tubes Limited
Sd/-
Manish Kumar
Company Secretary
Membership No.: A34415**

**Place: New Delhi
Date: May 26, 2025**

**Regd. Office: B-5, 3rd Floor, Main Road, Ghazipur,
New Delhi – 110 096, Delhi, India.
CIN: L2720IDL1974PLC007114
Email: investors@ramasteel.com
Website: www.ramasteel.com
Tel.: 011-43446600**



Notes:

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the Special Business to be transacted at the Extra Ordinary General Meeting (EGM) is annexed hereto.
2. General instructions for accessing and participating in the EGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:
 - a. Generally, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
 - b. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 3/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 (the "MCA Circulars") and SEBI Circular number SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "Circulars"), and all other relevant circulars issued from time to time, have permitted the holding of EGM by companies through VC / OAVM upto September 30, 2025, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the EGM of the Company is being conducted through VC/OAVM.
3. The Members can join the Extra Ordinary General Meeting in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Extra Ordinary General Meeting through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Extra Ordinary General Meeting without restriction on account of first come first served basis.
4. The attendance of the Members attending the Extra Ordinary General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.



5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at Extra Ordinary General Meeting and facility for those Members participating in Extra Ordinary General Meeting to cast vote through e-Voting system during Extra Ordinary General Meeting.
6. In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the EGM will be provided by NSDL
7. In line with the MCA and SEBI Circulars the Notice calling the Extra Ordinary General Meeting has been uploaded on the website of the Company at www.ramasteel.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the Extra Ordinary General Meeting Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

Since the Extra Ordinary General Meeting will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

8. Institutional/Corporate Shareholders intending to authorize their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email scanned certified copy of the Board/governing body resolution/authorization etc. authorizing their representatives to attend and vote on their behalf at email IDs: investors@ramasteel.com with a copy marked to evoting@nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THIS GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Sunday, June 15, 2025, at 9.00 A.M. and ends on Tuesday, June 17, 2025, at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, June 11, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, June 11, 2025.



How do I vote electronically using NSDL e-Voting system?

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 and joining virtual meeting 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 to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 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 or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp |

| | |
|---|---|
| | <p>4. 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 or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available |

| | |
|---|---|
| | <p>on 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 able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <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 or joining virtual meeting & voting during the meeting.</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 abovementioned 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.com or call at 022 - 4886 7000 |
| 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 toll free no. 1800-21-09911 |

B) Login Method for e-Voting and joining virtual meeting 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.

4. 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. | 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*** |

5. 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.**

6. 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.com 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.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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 “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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.com. 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.
2. 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.
3. In case of any 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 at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32,



G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@ramasteel.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@ramasteel.com. If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the



User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions during the EGM need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address investors@ramasteel.com **at least 3 (three) days prior to the meeting**. Only those Members who have registered themselves as a speaker shall be allowed to ask questions during the EGM, depending upon the availability of time.

Other Guidelines for Members

1. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the **cut- off date, Wednesday, June 11, 2025**.
2. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the EGM by email and holds shares as on the **cut-off date i.e. Wednesday, June 11, 2025**., may obtain the User ID and password by sending a request to the Company's email address investors@ramasteel.com. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
3. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
4. M/s. Arun Kumar Gupta & Associates, Company Secretaries, Delhi, has been appointed as the Scrutinizer to scrutinize remote e-Voting process and casting vote through e-Voting system during the Meeting in a fair and transparent manner.
5. The Results of voting will be declared within 2 trading day from the conclusion of the EGM and the Resolutions will be deemed to be passed on the date of the EGM, subject to receipt of requisite number of votes. The declared results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.ramasteel.com and on the website of National Securities Depository Limited; such results will also be forwarded to the



National Stock Exchange of India Limited, BSE Limited, where the Company's shares are listed.

6. Pursuant to the MCA and SEBI Circulars, the Notice of EGM, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered alongwith scanned self attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address investors@ramasteel.com.
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
7. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
8. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
9. During EGM, Members may access scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Login to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

**By order of the Board
For Rama Steel Tubes Limited
Sd/-
Manish Kumar
Company Secretary
M. No. A34415**

**Place: New Delhi
Date: May 26,2025**

**Regd. Office: B-5, 3rd Floor, Main Road, Ghazipur,
New Delhi - 110 096, Delhi, India.
CIN: L2720IDL1974PLC007114
Email: investors@ramasteel.com
Website: www.ramasteel.com
Tel.: 011-43446600**



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

Pursuant to Section 102 of the Companies Act, 2013 (“Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 and 2 of the accompanying Notice dated May 26, 2025.

ITEM NO. 1: TO ISSUE OF EQUITY SHARES TO PERSON(S) BELONGING TO NON-PROMOTER CATEGORY ON A PREFERENTIAL BASIS

In accordance with Sections 23, 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 equity shares to the proposed allottees, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations.

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 equity shares 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 21st May, 2025, had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate up-to maximum of 15,76,00,000 (Fifteen Crore Seventy Six Lakhs Only) equity shares at a price of Rs. 11.25/- (Rupees Eleven and paise twenty five Only) each, to the entities belonging to the Non-Promoter, on a preferential basis in compliance with applicable provisions of the SEBI (ICDR) Regulations and other provisions of applicable laws.

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

The amount proposed to be raised by way of present preferential allotment shall be utilized as under:

| Sr. No. | Particulars | Tentative Amount (Rs. In Crores) | Tentative Time Period under which the amount shall be utilized. |
|---------|---|----------------------------------|---|
| 1 | Towards meeting capital expenses for expansion of business (For | 177.30 | Up to 1 Year |

| | | | |
|--|--|--|--|
| | acquisition of new business and to start of new venture and related expenses etc.) | | |
|--|--|--|--|

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

The resolutions set out in this notice authorize the Board to issue up to maximum of 15,76,00,000 (Fifteen Crore Seventy Six Lakhs Only) equity shares at a price of Rs. 11.25/- including premium of Rs. 10.25/- as per the table specified below:

| Sr. No | Name of Proposed Allottee | Maximum Number of Equity Shares proposed to be allotted | Category |
|--------------------|---|---|--------------|
| 1 | NORTH STAR OPPORTUNITIES FUND VCC- BULL VALUE INCORPORATED VCC SUB-FUND | 3,73,33,334 | Non-Promoter |
| 2 | EBISU GLOBAL OPPORTUNITIES FUND LIMITED | 4,44,44,444 | Non-Promoter |
| 3 | NOVA GLOBAL OPPORTUNITIES FUND PCC - TOUCHSTONE | 3,80,44,444 | Non-Promoter |
| 4 | PINE OAK GLOBAL FUND | 3,77,77,778 | Non-Promoter |
| Grand Total | | 15,76,00,000 | |

(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 Equity Shares is **Monday, 19th May, 2025**, 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"). Further 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.

The 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 in terms of Regulation 164(1) has been calculated as Rs 11.16 per share 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 and fair value of Rs. 9.62 per share recommended by the Independent Registered Valuer in terms of the provision of Articles of Association of the company, the Issue Price has been fixed as Rs. 11.25/- per equity shares.

A Certificate regarding arriving at minimum issue 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 a Certificate from Independent Registered Valuer Mr. Kapil Dev Dhir has been taken with respect to fair value of shares in terms of Articles of Association of the Company and the both reports shall be made available and published on the websites of the company i.e. www.ramasteel.com

- The allotment of equity shares 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 wilful 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 Preferential Issue.

Up to a maximum of Rs. 177,30,00,000/- (Rupees One Hundred Seventy Seven Crore Thirty Lakhs Only)

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

None of the Promoters, Directors and Key Managerial Personnel of the company intends to subscribe for equity shares of the company through present preferential issue.

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

Pursuant to the provisions of Regulation 170 of SEBI (ICDR) Regulations, the allotment of equity shares shall be made 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 equity shares 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.

(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 on fully diluted basis is given as under.

| S. No. | Category | Pre Issue | | Post Issue | |
|----------|---------------------------------------|--------------------|--------------------|--------------------|--|
| | | No. of Shares Held | % of share Holding | No. of Shares held | % of share Holding post Preferential Capital |
| A | Promoters' holding : | | | | |
| 1. | Indian | | | | |
| | Individuals/ HUF | | | | |
| | Naresh Kumar Bansal | 399740475 | 25.6529 | 399740475 | 23.2968 |
| | Kumud Bansal | 51900000 | 3.3306 | 51900000 | 3.0247 |
| | Richi Bansal | 47696525 | 3.0609 | 47696525 | 2.7797 |
| | Krati Bansal | 33750000 | 2.1659 | 33750000 | 1.9669 |
| | Nikhil Naresh Bansal | 101699850 | 6.5265 | 101699850 | 5.9270 |
| | Kanika Bansal | 8325000 | 0.5342 | 8325000 | 0.4852 |
| | TOTAL | 643111850 | 41.2711 | 643111850 | 37.4804 |
| | Person Acting in Concert (s) # | | | | |
| | Tarun Dhir | 2249891 | 0.1444 | 2249891 | 0.1311 |
| | Tarun Dhir | 90736575 | 5.8229 | 90736575 | 5.2881 |
| | Arun Dhir | 1991325 | 0.1278 | 1991325 | 0.1161 |
| | Tarun Dhir | 2212875 | 0.1420 | 2212875 | 0.1290 |
| | Charanjit Lal Dhir | 5052000 | 0.3242 | 5052000 | 0.2944 |
| | Sangeeta Dhir | 112500 | 0.0072 | 112500 | 0.0066 |
| | Total | 102355166 | 6.5685 | 102355166 | 5.9652 |
| | Bodies Corporate | 0 | 0 | 0 | 0 |
| | Trust | 0 | - | 0 | - |
| 2. | Foreign Promoters | 0 | 0 | 0 | 0 |
| | Sub Total (A) | 745467016 | 47.8396 | 745467016 | 43.4456 |
| B | Non-Promoters' holding: | | | | |
| 1. | Institutional Investors | - | - | - | - |
| | Mutual Funds | - | - | - | - |
| | Venture Capital Funds | - | - | - | - |
| | Alternate Investment Funds | - | - | - | - |
| | Foreign Venture Capital Investors | - | - | - | - |

| | | | | | |
|----|--|-------------------|----------------|-------------------|----------------|
| | Foreign Portfolio Investors Category I | 6322047 | 0.4057 | 163922047 | 9.5533 |
| | Foreign Portfolio Investors Category II | 108723 | 0.0070 | 108723 | 0.0063 |
| | 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 | 607491882 | 38.9852 | 607491882 | 35.4044 |
| | Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs | 81381428 | 5.2226 | 81381428 | 4.7429 |
| | NBFCs Registered with RBI | - | - | - | - |
| | Employee Trusts | - | - | - | - |
| | Any Other | 1356832 | 0.0871 | 1356832 | 0.0791 |
| | Non- Resident Indians | 35269915 | 2.2634 | 35269915 | 2.0555 |
| | HUF | 15197979 | 0.9753 | 15197979 | 0.8857 |
| | Bodies Corporate | 30301114 | 1.9445 | 30301114 | 1.7659 |
| | Foreign Companies | 31403600 | 2.0153 | 31403600 | 1.8302 |
| | Clearing Member | 3960865 | 0.2542 | 3960865 | 0.2308 |
| | Trust | - | - | - | - |
| | Sub Total (B) | 812794385 | 52.1603 | 970394385 | 56.5543 |
| | TOTAL (A+B) | 1558261401 | 99.9999 | 1715861401 | 99.9999 |
| C. | Employee Stock Grant Scheme (ESGS) Grant Outstanding | - | - | - | - |
| | Custodian/ DR Holder | 1800 | 0.0001 | 1800 | 0.0001 |
| | Sub Total (C) | 1800 | 0.0001 | 1800 | 0.0001 |
| | GRAND TOTAL (A+B+C) | 1558263201 | 100.00 | 1715863201 | 100.00 |

Notes:

1. The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full subscription of equity shares to be allotted under the present issue.
2. The pre-preferential shareholding pattern is prepared on the basis of 16th May, 2025.

(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 | Natural persons who are the ultimate beneficial owners | Pre-Issue Shareholding ² | | No of Equity Shares to be allotted | Post Preferential issue Capital Shareholding ³ | |
|--------|---|--|-------------------------------------|-------|------------------------------------|---|--------------------|
| | | | No. of equity shares | % age | | No. of equity shares | % age ⁴ |
| 1 | NORTH STAR OPPORTUNITIES FUND VCC- BULL VALUE INCORPORATED VCC SUB-FUND | ALI BAQER ISSAM | Nil | NA | 3,73,33,334 | 3,73,33,334 | 2.18 |
| 2 | EBISU GLOBAL OPPORTUNITIES FUND LIMITED | NITIN SINGHAL | Nil | NA | 4,44,44,444 | 4,44,44,444 | 2.59 |
| 3 | NOVA GLOBAL OPPORTUNITIES FUND PCC - TOUCHSTONE | Mr. Nityesh P Peetumber | Nil | NA | 3,80,44,444 | 3,80,44,444 | 2.22 |
| 4 | PINE OAK GLOBAL FUND | Ms. Ok Rye You | Nil | NA | 3,77,77,778 | 3,77,77,778 | 2.20 |

1. The details of natural persons are 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 16th May, 2025.
3. Post Preferential Shareholding and percentage has been calculated assuming full subscription of equity shares to be issued under the said issue.
4. There shall not be any change in control consequent to the present preferential issue of equity shares.

(xii) Lock-in Period

The equity shares to be issued and allotted on preferential basis shall 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.



(xiii) 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.

(xiv) 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 | NORTH STAR OPPORTUNITIES FUND VCC- BULL VALUE INCORPORATED VCC SUB-FUND | Non-Promoter | Non-Promoter |
| 2 | EBISU GLOBAL OPPORTUNITIES FUND LIMITED | Non-Promoter | Non-Promoter |
| 3 | NOVA GLOBAL OPPORTUNITIES FUND PCC - TOUCHSTONE | Non-Promoter | Non-Promoter |
| 4 | PINE OAK GLOBAL FUND | Non-Promoter | Non-Promoter |

(xv) 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 as defined under the SEBI (ICDR) Regulations.
- b) The Company is eligible to make the Preferential Allotment 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 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 equity shares 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 equity shares, 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.
- i) **Report of Independent Registered Valuer:** As the said Preferential Issue is not being made for consideration other than cash, valuation report from Independent Valuer is not required for the said Preferential Issue. However, valuation report from Independent Registered Valuer has been taken in terms of provisions of Articles of Association of the company.

(xvi) Practicing Company Secretary's Certificate

The Certificate from Mr. Arun Kumar Gupta, Practicing 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 provisions of Chapter V and other applicable provisions of the SEBI (ICDR) Regulations, has been obtained and the same shall be available for inspection at our website at www.ramasteel.com

(xvii) 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)(c) 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 and non-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 equity shares to entities belonging to the Non-Promoter Group, is being sought by way of a "Special Resolution" as set out in the said Item No. 1 of the Notice. Provided that the aforesaid preferential issues would be within the Authorized Share Capital of the Company.

None of the Directors and KMPs are concerned or interested financially or otherwise in this resolution.

The Board recommends the resolution in Item No. 1 of the Notice for your approval as a special resolution.

ITEM NO. 2: ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Company intends to expand its present scope of business and is proposing to enter into renewable energy sector which may be beneficial for the furtherance of the operations of the company. Since the activity of renewable energy business to be included in the Main Objects Clause of the Memorandum of Association ("MOA"), Memorandum of Association of the Company is required to be altered. The Board of Directors of the Company in their meeting



held on May 21, 2025, has approved the alteration of Objects Clause of MOA, subject to approval of the members of the Company by way of Special Resolution.

By insertion of new object clause in the MOA, the company will be in position to diversify its business in the renewable energy sector. The board is of the view that it would be beneficial and in the interest of the company and its stakeholders to carry on this business activity. This will also result in an increase in revenue and profit of the Company.

According to Section 13 of the Companies Act, 2013, any alteration of Object Clause of Memorandum of Association of the Company requires approval of the shareholders by passing a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives, are concerned or interested in the Resolutions mentioned in Item No. 2.

The Board recommends the resolution in Item No. 2 of the Notice for your approval as a special resolution.

**By order of the Board
For Rama Steel Tubes Limited
Sd/-
Manish Kumar
Company Secretary
M. No. A34415**

**Place: New Delhi
Date: May 26,2025**

**Regd. Office: B-5, 3rd Floor, Main Road, Ghazipur,
New Delhi – 110 096, Delhi, India.
CIN: L2720IDL1974PLC007114
Email: investors@ramasteel.com
Website: www.ramasteel.com
Tel.: 011-43446600**