



## 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: July 8, 2022

To,

The Manager – Listing  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra- (East),  
Mumbai – 400 051.

**NSE Symbol: RAMASTEEL**

Department of Corporate Services  
BSE Limited,  
Corporate Relationship Dept.,  
P. J. Towers, Dalal Street,  
Mumbai - 400 001.

**BSE Scrip Code: 539309**

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, July 1, 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:

<b>E-VOTING STARTS ON</b>	<b>E-VOTING ENDS ON</b>
Saturday, July 9, 2022 at 9:00 a.m. (IST)	Monday, August 8, 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 Wednesday, August 10, 2022.

The Postal Ballot is also available on the website of the Company at [www.ramasteel.com](http://www.ramasteel.com)



Kindly took the same in your records.

Thanking you,

Yours faithfully,

For **Rama Steel Tubes Limited**

*K Datta*

Kapil Datta

Company Secretary & Compliance Officer

**Email Id: [investors@ramasteel.com](mailto:investors@ramasteel.com)**



Encl.: As above.



## RAMA STEEL TUBES LIMITED

(CIN: L27201DL1974PLC007114)

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

Tel. No.: +91-11-43446600; E-mail: [investors@ramasteel.com](mailto:investors@ramasteel.com)

Website: [www.ramasteel.com](http://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, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 02/2022 dated 5th May, 2022 (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, 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 5<sup>th</sup> July, 2022 have considered and approved certain matters subject to the Members' approvals through postal ballot.

The Company proposes to consider such 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 **Wednesday, 10<sup>th</sup> August, 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](http://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**

#### **Sub-Division of Equity Shares of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 61(1)(d), 64, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company read with the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactments thereof for the time being in force) and the provisions of Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities, consent of the members of the company be and is hereby accorded for the sub-division of each of the equity share of the Company having a face value of Rs. 5/- each into such number of equity shares of face value of Re.1/- each with effect from the record date to be determined by the Board of Directors of the Company for the said purpose and consequently Clause V of the Memorandum of Association of the Company be and is hereby altered and replaced with the following Clause:

“The Authorized Share Capital of the Company is Rupees. 11,50,00,000 (Rupees Eleven Crore Fifty Lakhs Only) divided into:

- (a) Equity Share Capital of Rupees. 11,50,00,000 (Rupees Eleven Crore Fifty Lakhs Only) consisting of 11,50,00,000 (Eleven Crore Fifty Lakhs Only) Equity Shares of Re.1/- each;

**RESOLVED FURTHER THAT** pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of the Company having nominal value Rs. 5/- each fully paid existing on the Record date to be fixed by the Company shall stand sub divided into equity shares of nominal value Re.1/- each fully paid up, without altering the aggregate amount of such capital and such shares shall rank pari-passu in all respects with the then existing equity shares with effect from the record date.

**RESOLVED FURTHER THAT** upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the nominal value of Rs. 5/- each held in physical form shall be deemed to have been automatically cancelled with effect on and from the Record Date to be fixed by the Company and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company with equity shares of nominal value of Re.1/- in lieu of such existing share certificates subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in case of Members who hold the equity shares in dematerialized form, the sub-divided equity shares of nominal value of Re.1/- each shall be credited proportionately to the respective

beneficiary account of the Members, with their respective depository participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares, whether in physical form or in dematerialized form.

**RESOLVED FURTHER THAT** fractional entitlements if any, arising out of upon the sub-division of nominal value of each share from Rs.5/- to Re.1/-, as resolved above, be vested in a special account held by Trustee as may be appointed by the Board of Directors of the Company, who be and is hereby authorized to act as “Trustee” for this purpose and these entitlements be dealt by the Trustee in the best interest of the Members and the Trustee shall have the authority to dispose of such whole shares by selling them at the market price and to distribute the net proceeds thereof (less expenses, if any) proportionately, as far as practicable, to the Members concerned.

**RESOLVED FURTHER THAT** Mr. Naresh Kumar Bansal, Director and Mr. Kapil Datta, Company Secretary of the Company be and are hereby severally authorized to fix the record date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and/ or incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things, from time to time, as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.”

## **Item No. 2**

### **Alteration of the Capital 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 Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification or re-enactments thereof for the time being in force) existing Clause V of the Memorandum of Association of the Company be substituted as follow:

“The Authorized Share Capital of the Company is Rupees 11,50,00,000 (Rupees Eleven Crore Fifty Lakhs Only) divided into:

- a. Equity Share Capital of Rupees 11,50,00,000 (Rupees Eleven Crore Fifty Lakhs Only) consisting of 11,50,00,000 (Eleven Crore Fifty Lakhs Only) Equity Shares of Re.1/- each;

**RESOLVED FURTHER THAT** Mr. Naresh Kumar Bansal, Managing Director and Mr. Kapil Datta, Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and/ or incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and

generally to do all such acts, deeds, matters and things, from time to time, as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.”

### **Item No. 3**

#### **To approve the Issuance of Equity Shares on Preferential Basis**

To approve the offer or invitation to subscribe to equity shares by way of preferential allotment on a private placement basis, and in this regard, to consider and if thought fit, to pass, with or without modification, 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 up to maximum of 8,19,233 (Eight Lakhs Nineteen Thousand Two Hundred Thirty Three Only) equity shares of the Company of the face value of Rs. 5/- (Rupees Five Only) each (“Equity Shares”) at a price of Rs. 390/- (Rupees Three Hundred and Ninety Only), which includes a premium of Rs. 385/- (Rupees Three Hundred Eighty Five Only) per equity share (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 for consideration other than cash, to the following “Proposed Allottee” as detailed herein below:

<b>Sr. No.</b>	<b>Name of Proposed Allottee</b>	<b>Category</b>	<b>Maximum Number of Equity shares proposed to be allotted</b>	<b>Consideration</b>
1	M/s Hagar Mega Mart (P) Limited	Non-Promoter	128206	Consideration other than Cash
2	Mr. Ashokkumar Ramlal Bansal	Non-Promoter	408975	Consideration other than Cash
3	Mrs. Shashi Bansal	Non-Promoter	282052	Consideration other than Cash
	<b>Total</b>		<b>819233</b>	

**RESOLVED FURTHER THAT** in terms of the provisions of 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 **Friday, 8<sup>th</sup> July, 2022**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed i.e. **Monday, 8<sup>th</sup> August, 2022**.

**RESOLVED FURTHER THAT** the Preferential Allotment shall be made on the following terms and conditions:

- (i) Allotment of Shares shall only be made in dematerialized form.
- (ii) The Shares allotted to the Allottee shall rank pari passu inter-se with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with Regulation 167 of the SEBI (ICDR) Regulations, 2018.
- (iii) The Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue/for such allotment by any regulatory/statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

**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 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 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** in case of any corporate action(s) such as rights issues, bonus issues, merger, sale of division, split of share or other reorganization of capital structure of the Company, as the case may be, the number of equity shares proposed to be allotted shall be reasonably adjusted and in case of sub-division or consolidation of shares, the number of shares and the issue price shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 5/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation.

**RESOLVED FURTHER THAT** subject to SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the equity Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of abovementioned equity shares and to vary, modify or alter any of the terms and conditions, including size 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 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 the 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. 4**

**To Consider and approve Re-classification of the various persons from their status as promoter/Promoter Group of the Company to Public Category.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (“Listing Regulations”), and subject to necessary approval from BSE Limited (“BSE”, National Stock Exchange of India Limited (“NSE”) , and such other approvals as may be necessary, requests received from the following persons for re-classification of their shareholding in the Company from ‘Promoter and Promoter Group’ category to ‘Public’ category and removal of their names from ‘Promoter and Promoter Group’ of the Company, be and are hereby approved by the members of the Company:

<b>Sr. No.</b>	<b>Name of Shareholders</b>	<b>Number of Shares held</b>
1	Mr. Arun Dhir	26551
2	Mr. Tarun Dhir	29505
3	Mr. Charanjit Lal Dhir	67360
4	Mr. Prem Dhir	NIL
5	Ms. Sangeeta Dhir	1500
6	M/s Dhir Exports (Tarun Dhir)	30000
7	M/s Arun Enterprises (Tarun Dhir)	1209821

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things including filing of required applications, forms, documents, as may be necessary or expedient to give effect to above resolution.”

**RESOLVED FURTHER THAT** upon receipt of the all requisite approvals, the Company shall give effect to such re-classification in the shareholding pattern from the immediate succeeding quarter under Regulation 31 of the Listing Regulations and in all other records of the Company and make such applications, intimations, disclosures and/or filings as may be relevant or necessary from such date, as may be appropriate.

**By order of the Board of Directors of  
Rama Steel Tubes Limited  
Sd/-  
Kapil Datta  
Company Secretary & Compliance Officer**

**Date: 8<sup>th</sup> July, 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](http://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](mailto: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 **Saturday, 9<sup>th</sup> July, 2022** at 09:00 AM India Standard Time ('IST') till **Monday, 8<sup>th</sup> August, 2022** at 05:00 PM (IST) both days inclusive. The E-voting needs to be exercised by 05:00 PM (IST) on **Monday, 8<sup>th</sup> August, 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, 1<sup>st</sup> July, 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. **Monday, 8<sup>th</sup> August, 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, 1<sup>st</sup> July, 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 **Wednesday, 10<sup>th</sup> August, 2022**.

9. The results of the Postal Ballot will be posted on the company's website [www.ramasteel.com](http://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](http://www.ramasteel.com) to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot, i.e., **Monday, 8<sup>th</sup> August, 2022**. Members desirous of inspecting these documents may mail to [investors@ramasteel.com](mailto: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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e- Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>       </div>
<p>Individual Shareholders</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to</li> </ol>

<p>holding securities in demat mode with CDSL</p>	<p>reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and Permanent Account Number from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</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.</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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43</p>

**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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 user 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](http://www.evoting.nsdl.com).

**b) Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:csarungupta@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto: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](mailto:evoting@nsdl.co.in) / [investors@ramasteel.com](mailto: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](http://www.ramasteel.com), and at websites



of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and also of NSDL at [www.evoting.nsdl.com](http://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](mailto: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](http://www.ramasteel.com) and on the website of NSDL [www.evoting.nsdl.com](http://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 Nos. 1 & 2**

The Members may take note that presently the paid-up share capital of the Company is Rs. 11,50,00,000/- (Rupees Eleven Crore Fifty Lakhs Only) consisting of 2,30,00,000 equity shares of Rs. 5/- (Rupees Five only) each and the equity shares of your Company are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). Owing to the Company's strong financial performance, the market price of the Company's Equity Shares has grown steadily over the past few months. In order to improve the liquidity of Company's shares in the stock market and to make it more affordable for small investors, it is proposed to sub-divide the each equity share having face value of Rs. 5/- each into equity shares having face value of Re. 1/- (Rupee One only) each. The record date for the aforesaid sub-division of equity shares shall be fixed after the approval of the members is obtained for the said sub-division.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its investors and therefore the Board at its meeting held on 5<sup>th</sup> July, 2022, approved the aforesaid sub-division subject to requisite approval of the members.

The proposed sub-division of equity shares will not result in any change in the amount of authorized and paid-up share capital of the Company and will help in increasing the liquidity. Further, the aforesaid sub-division of equity shares into shares of Rs. 5/- (Rupees Five Only) each would require amendment to existing Capital Clause V of the Memorandum of Association.

Pursuant to the provisions of Section 13 and 61 (1) (d) of the Companies Act, 2013, approval of the members is required for sub-division of shares and consequent amendment to the clause V of the Memorandum of Association.

In case of the fraction share, the Company shall not issue any certificate or coupon in respect thereof but all fractions resulting from the sub-division of shares in the aforesaid manner shall be consolidated into whole equity shares and the Board shall have the authority to dispose of such whole shares by selling them at the market price and to distribute the net proceeds thereof (less expenses, if any) proportionately, as far as practicable, to the members concerned.

Your Directors recommend the Resolution at item nos. 1 and 2 of this Notice, for your approval through postal ballot process.

None of Directors of the Company or Key Managerial Personnel is concerned or interested in the resolutions except to the extent of the equity shares held by them in the Company.

### Item No. 3

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 equity shares (“**Equity Shares**”) to the entities belonging to 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 equity shares 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 Equity Shares are:

- The “**Relevant Date**” as per the SEBI (ICDR) Regulations for determining the minimum price for the preferential issue of equity shares is **Friday, 8<sup>th</sup> July, 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 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 5<sup>th</sup> July, 2022 had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate up to maximum of 819233 (Eight Lakhs Nineteen Thousand Two Hundred Thirty Three Only) equity shares at a price of Rupees 390/- (Rupees Three Hundred and Ninety Only) by way of consideration other than cash, to the entities belonging to Non-Promoter subject to comply with applicable rules and regulations, 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**

This Object of the Issue is to Issuance of shares towards adjustment of purchase consideration with respect to acquisition of 51% stake in M/s Ashoka Infrasteel and 50% stake in M/s Hagar Mega Mart (P) Limited.

The Proposed Issue is for consideration other than cash.

**(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 819233 number of equity shares at a price of Rs. 390/- including premium of Rs. 385/- as per the table specified below:

S. No.	Name of Proposed Allottees	Category	Maximum Number of Equity Shares proposed to be allotted
1	M/s Hagar Mega Mart Private Limited	Non-Promoter	128206
4	Mr. Ashokkumar Ramlal Bansal	Non-Promoter	408975
5	Mrs. Shashi Bansal	Non-Promoter	282052
<b>Total</b>			<b>819233</b>

**(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 **Friday, 8<sup>th</sup> July, 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 minimum Issue Price has been computed as Rs. 389/- per equity shares and Fair Value of Equity Shares computed in terms of Articles of Association of the Company comes to Rs. 364.33 per equity shares.

Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations and after taking in to consideration minimum price as calculated and fair value of shares computed in terms of Articles of Association of the Company, the Issue Price has been fixed as Rs. 390/- per equity shares including premium of Rs. 385/- per equity shares.

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 a Certificate from Independent Registered Valuer Mr. Chandan Bhatia 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](http://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 willful defaulter by Reserve Bank of India or not declared as fraudulent borrower and also not declared as fugitive economic offender.

**(vi) 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 have shown their intention to subscribe to the present preferential allotment.

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

Pursuant to the SEBI (ICDR) Regulations, the equity shares shall 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 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.

**(viii) Principal terms of assets charged as securities**

Not applicable.

**(ix) Shareholding pattern of the Company before and after the Preferential Allotment of equity shares.**

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	6389873	38.05	6389873	36.28

	Kumud Bansal	692000	4.12	692000	3.93
	Richi Bansal	1469287	8.75	1469287	8.34
	Krati Bansal	450000	2.68	450000	2.55
	Nikhil Naresh Bansal	1355998	8.07	1355998	7.70
	Kanika Bansal	111000	0.66	111000	0.63
	<b>TOTAL</b>	<b>10468158</b>	<b>62.33</b>	<b>10468158</b>	<b>59.43</b>
	<b>Person Acting in Concert (s) #</b>				
	Tarun Dhir	30000	0.18	30000	0.17
	Tarun Dhir	1209821	7.20	1209821	6.87
	Tarun Dhir	29505	0.18	29505	0.17
	Arun Dhir	26551	0.16	26551	0.15
	Charanjit Lal Dhir	67360	0.40	67360	0.38
	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
	<b>Sub Total (A)</b>	<b>11832895</b>	<b>70.46</b>	<b>11832895</b>	<b>67.18</b>
B	Non-Promoters' holding:				
1.	Institutional Investors				
	Mutual Funds	120000	0.71	120000	0.68
	Venture Capital Funds	-	-	-	-
	Alternate Investment Funds	-	-	-	-
	Foreign Venture Capital Investors	-	-	-	-
	Foreign Portfolio Investors	467660	2.78	467660	2.66
	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	2372405	14.13	3063432	17.39
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	802508	4.78	802508	4.56



	NBFCs Registered with RBI	-	-	-	-
	Employee Trusts	-	-	-	-
	Any Other	-	-	-	-
	Non Resident Indians	55077	0.33	55077	0.31
	HUF	182916	1.09	182916	1.04
	Bodies Corporate	597788	3.56	725994	4.12
	Clearing Member	362251	2.16	362251	2.06
	Trust	500	0.00	500	0.00
	Sub Total (B)	<b>4961105</b>	<b>29.54</b>	<b>5780338</b>	<b>32.82</b>
	TOTAL (A+B)	<b>16794000</b>	<b>100.00</b>	<b>17613233</b>	<b>100.00</b>
C.	Employee Stock Grant Scheme (ESGS) Grant Outstanding	-	-	-	-
	Sub Total (C)	-	-	-	-
	GRAND TOTAL (A+B+C)	<b>16794000</b>	<b>100.00</b>	<b>17613233</b>	<b>100.00</b>

**Notes:**

1. The pre preferential shareholding pattern is prepared on the basis of 1<sup>st</sup> July, 2022.
2. # 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.

**(x) 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 <sup>1</sup>	Pre Issue Shareholding <sup>2</sup>		Maximum No of Equity Shares to be allotted	Post Preferential issue Shareholding <sup>3</sup>	
				No. of equity shares	% age		No. of equity shares	% age

1	M/s Hagar Mega Mart Private Limited	AAGCH0898C	Nancy Sharma and Mansi Sharma	0	0.00	128206	128206	0.73
2	Mr. Ashokkumar Ramlal Bansal	AEWPB7153H	Not Applicable	0	0.00	408975	408975	2.32
3	Mrs. Shashi Bansal	AANPB2441D	Not Applicable	0	0.00	282052	282052	1.60

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 1<sup>st</sup> July, 2022.
3. The post preferential percentage has been calculated on the basis of post preferential capital which includes 819233 number of shares to be allotted under the said preferential issue.
4. There shall not be change in control consequent to the present preferential issue of equity shares.

#### **(xi) Lock-in Period**

The equity shares to be issued and 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.

#### **(xii) 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 equity shares, 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 the proposed allottee(s) on the basis of fully diluted capital are as under:**

Sr. No.	Name of Proposed Allottee(s)	Percentage of shareholding on the basis of fully diluted basis
1	M/s Hagar Mega Mart Private Limited	0.62%
4	Mr. Ashokkumar Ramlal Bansal	1.97%
5	Mrs. Shashi Bansal	1.36%

Note: Fully diluted capital includes 31,16,000 number of convertible warrants pending for conversion including 8,19,233 equity shares proposed to be allotted under present preferential issue.

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

The shares proposed to be allotted by way of consideration other than cash. The issuer company in its meeting of the Board of Directors held on 5<sup>th</sup> July, 2022 have decided to acquire majority stake, which is equal to 51%, in M/s Ashoka Infrasteel and 50% in M/s Hagar Mega Mart (P) Limited. The Board has also decided to adjust purchase consideration with respect to acquisition of above said stakes by way of allotment of fresh shares of M/s Rama Steel Tubes Limited of the same value along with some cash consideration amounting to Rs 1.10 Crore payable to one of the partner of M/s Ashoka Infrasteel.

Brief Business Profile of these entities are as under:

**1. Ashoka Infrasteel**

Ashoka Infrasteel is a partnership firm having registered office at 401, Maganlal Chambers, Baburao Bobde Marg, Sant Tukaram Road, Masjid Bunder East, Mumbai – 400009.

M/s ASHOKA INFRASTEEL is an Ashoka Group company which has been dealing in steel tubes and pipes since more than three decades now. This Group is one of the premier dealers of ERW Steel Pipes and Tubes (Black and Galvanized) in India. They have their our warehouses in Mumbai at cotton green as well as Kalamboli. Currently, they are dealing in pipes mainly of Jindal Industries Ltd, Hisar, Maharashtra Seamless Limited, TATA Steel Limited, JCO Gas pipes Ltd, Jindal Saw Ltd and also various other local and reputed brands. They are also dealing in ERW pipes from 15 NB Dia to 1000 MM Dia in MS Black Steel Tubes, Galvanised Tubes and Seamless Carbon Steel Tubes. They are currently dealing with various OEMs, Infrastructure companies, HVAC - Fire Fighting and MEP contacting companies, Agriculture solution providers, Fabricators and many industries and Industrial contractors.

The details of proposed acquisition of 51% stake by M/s Rama Steel Tubes Limited are as under:

<b>Name of the Sellers</b>	<b>Name of the Purchaser</b>	<b>% Share in Partnership Firm</b>	<b>Partner's Fixed Capital Account</b>	<b>Consideration (Rs.) for transfer of [A+B] payable by the Purchaser to the respective Sellers</b>	<b>Mode of Consideration</b>
		A	B	C=A+B	

Sh. Ashokkumar Ramlal Bansal	Rama Steel Tubes Ltd	29%	14,500.00	15,95,00,000.00 (Rs. Fifteen crores Ninty Five Lakhs only)	Consideration Other than Cash
Smt. Shashi Bansal	Rama Steel Tubes Ltd	20%	10,000.00	11,00,00,000.00 (Rs. Eleven crores only)	Consideration Other than Cash
Sh. Samarth Ashokkumar Bansal	Rama Steel Tubes Ltd	2%	1,000.00	1,10,00,000.00 (Rs. One crores Ten Lakhs only)	Cash
<b>Total</b>		<b>51.00</b>	<b>25,500.00</b>	<b>28,05,00,000.00</b> (Rs. Twenty-eight Crores Five Lakhs only)	

## 2. M/s Hagar Mega Mart (P) Limited (“HAGAR”)

Hagar is a manufacturer of CP bathroom fittings with over 110 dealers around the world. Designed with usability in mind, hagar includes advanced features that improve the functionality and quality of our products. Its registered office is situated at E-20, South Extension - 1 New Delhi - 1110049.

Hagar is defined by the uniqueness of its product designs, water saving technology and a price point which gives us a competitive advantage over its peers. With over 800+ SKUs, they are able to fulfill complete bathroom solution to their customers. Our water saving technology enables 90% reduction in water usage making our products one of the most eco-friendly in the industry. Similar quality, chrome finishes and designs that were previously available at higher prices are now being made more affordable and available to customers.

Hagar has strategically positioned itself to capitalize on India’s growing demands for housing and commercial spaces. They are now present in 16 states and 4 countries with 110+ dealers; our penetration has created an immense brand value and given the company a pan-India presence and also we are approved in government projects of NBCC, NTPC and CPWD. Hagar is also empanelled in 15 affordable housing government project creating business opportunities for its partners



Rama Steel Tubes Limited on 5<sup>th</sup> July, 2022 have entered in to Partnership Purchase Agreement with respect to acquisition of 51% stake and have also entered in to shares subscription agreement with M/s Hagar Mega Mart (P) Limited towards acquisition of 1250000 number of equity shares at a price of Rs. 40/- per share representing 50% shareholding of M/s Hagar Mega Mart (P) Limited on post preferential equity share capital and the purchase consideration shall be made by way of allotment of fresh shares of Rama Steel Tubes Limited as well as through payment of some cash consideration amounting to Rs. 1.10 Crore to one of the partner of M/s Ashoka Infrasteel.

The acquisition of Ashoka Infrasteel is expected to give Company an access to its vast distribution network spread across the nation and will provide market intelligence in a timely manner which will aid product innovation and development. The acquisition will help Company leverage the Distribution network enabling deeper market penetration in the existing markets while opening opportunities in the newer markets.

The acquisition of Hagar Mega Mart (P) Limited enables the company to enter into a new segment of Sanitary ware, bathroom accessories, faucets, vanities, sinks & drains in different finishes and varieties.

#### **1. Acquisitions are expected to lead to margin expansion on overall basis**

- The acquired entities have a combined a top line of over INR 1,294 MN in FY 22. It is representative of the immense opportunity in the respective segments. The company expects a healthy growth in the current fiscal year.
- Ashoka has shown an impressive growth of ~85% in revenues from ~ INR 668 MN in FY 21 to ~ INR 1,244 MN in FY 22 , while reporting a PAT margin in the range of 6%-7% in both the years. Accordingly, the company expects the blended margins to show an upward trend for the next fiscal year following the acquisition.
- The business segment of Sanitary ware & bathroom fittings under HMMPL shows great potential for growth in coming -years. The entity reported a turnover (combined with its predecessor partnership firm 'Hager INC') of ~ INR 51 MN in FY 22 an impressive ~ 40% growth from FY 21 revenues of INR 36.6 MN.

*\*Please Note that M/s Hager Mega Mart Pvt. Ltd. was preceded by a partnership firm by the name of "Hager Inc." which was converted to a Pvt. Ltd. company w.e.f 16/12/2021. Turnover and profit figures of FY 22 are derived from provisional financial statements.*

The Fair Value of M/s Ashoka Infrasteel Comes to Rupees 55 Crore and Fair Value per shares of M/s Hagar Mega Mart (P) Limited Comes to Rs. 40/- per share. A valuation report from Independent Registered Valuer namely Mr. Vardhman Doogar, Registration No. IBBI/RV/06/2019/10802 dated 5<sup>th</sup> July, 2022 has been taken.

**The report of registered valuer is available at websites of the company at [www.ramasteel.com](http://www.ramasteel.com).**

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

<b>Sr. No.</b>	<b>Name of Proposed Allottee(s)</b>	<b>Current Status of proposed allottee</b>	<b>Proposed Status of allottees</b>
1	M/s Hagar Mega Mart Private Limited	Non-Promoter	Non-Promoter
2	Mr. Ashokkumar Ramlal Bansal	Non-Promoter	Non-Promoter
3	Mrs. Shashi Bansal	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.
- 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 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.

**(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 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](http://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) 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 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 the equity shares is being sought by way of a “Special Resolution” as set out in the said Item No. 3 of the Notice. Provided that the aforesaid preferential issues would be within the Authorized Share Capital of the Company.

None of the Promoters, Directors of the Company and a Key Managerial Personnel (KMPs), are concerned or interested to the extent of their shareholding and/ or directorships in the Company.

**Note: In case of sub-division of shares number of shares proposed to be allotted shall be adjusted accordingly with respect to number of shares and price accordingly.**

**Item No. 4**

The following persons have been identified as ‘Promoter/Promoter Group’ of the Company in its Shareholding Patterns filed with the Stock Exchanges. The Board of Directors of the Company (“Board”) has received letters from these persons requesting for reclassification of their status as promoter/Promoter Group of the Company.

<b>Sr. No.</b>	<b>Name of Shareholders</b>	<b>Number of Shares held</b>
1	Mr. Arun Dhir	26551
2	Mr. Tarun Dhir	29505
3	Mr. Charanjit Lal Dhir	67360
4	Mr. Prem Dhir	NIL
5	Ms. Sangeeta Dhir	1500
6	M/s Dhir Exports (Tarun Dhir)	30000
7	M/s Arun Enterprises (Tarun Dhir)	1209821



The outgoing promoters have confirmed that they are not related to existing promoters of the company neither they are in management control or part of management of the company in any manner. Their names were included under “Person Acting in Concert” for specific purpose for making an open offer in view of SEBI’s order No. WTM/MB/CFD/DCR-2/13426/2021-22 dated 17<sup>th</sup> September, 2021.

The outgoing Promoters/Promoter Group Persons satisfy all conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) Further as required under Regulation 31A (3)(c) of the Listing Regulations:

- a. The Company is complied with the minimum public shareholding requirements as required under Regulation 38 of the Listing Regulations;
- b. Trading in the equity shares of the Company have not been suspended by the Stock Exchanges where the equity shares of the Company are listed (“Stock Exchange”); and
- c. The Company does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges or the depositories.

In view of the above and the request received from the above stated persons, the Board approved the request of the above stated persons subject to approval of the members of the Company and BSE Limited and the National Stock Exchange of India Limited and any other consents and approvals as may be required in this regard.

The Board recommends the resolution at Item No. 4 for approval of Members as an Ordinary Resolution.

No Director / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

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

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

**Date: 8<sup>th</sup> July, 2022**

**Place: New Delhi**