



RKB GLOBAL LTD.

GOVT. RECOGNISED EXPORT HOUSE

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VIRAT S. SHAH

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GST NO: 27AAGCR7416J1Z2 • CIN NO: U28100MH2013PLC251485

Regd. Office Plant : Plot No. 22, Village Zadkhair, Tal. Wada, Dist. Palghar.
Pin Code - 421 312. • GST NO: 27AAGCR7416J2Z1 • E-Mail: plant1@rkb.co.in

NOTICE OF 12TH ANNUAL GENERAL MEETING

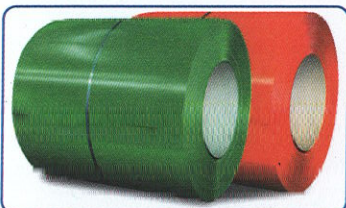
Notice is hereby given that the 12th Annual General Meeting of Members of RKB Global Limited ("Company") will be held at 01.00 P.M. on Wednesday, 17th September, 2025 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") which will be deemed to be held at the Registered Office of the Company situated at Plot No. 22, Village - Zadkhair, Vada, Palghar - 421312 to transact the following business:

ORDINARY BUSINESS:

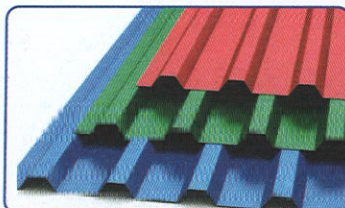
1. To receive, consider, approve and adopt Standalone Audited financial statement for the financial year ended on 31st March, 2025 containing Balance sheet as at that date along with the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the reports of the Board of Directors and Auditor's thereon.
2. To receive, consider, approve and adopt Consolidated Audited financial statement for the financial year ended on 31st March, 2025 containing Balance sheet as at that date along with the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the report of the Auditor's thereon.
3. To appoint Mr. Vishal Navin Mehta (DIN: 03310453), Director of the Company, who retires by rotation and being eligible, offer himself for re-appointment.



MANUFACTURING PRODUCTS



COLOUR COATED COILS



COLOUR COATED
ROOFING SHEETS



ERW MS PIPES AND
GP PIPES



SLITTING COILS

SPECIAL BUSINESS:

4. To approve payment of commission to Mr. Virat Seventilal Shah (DIN: 00764118) as Non-executive Director of the Company:

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Section 197, 198 Clause (A) of Section II of Part II of Schedule V and all the other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, subject to the approval of the Central Government or other Government authority/agency/board, if any and to the extent required, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, consent and approval of the Members be and is hereby accorded for payment of commission to Mr. Virat Seventilal Shah (DIN: 00764118), Non- Executive Director of the Company, 5% of the net profit of the Company calculated u/s 198 read with Section 197 of the Companies Act, 2013, reduced by the total remuneration, if any, paid to him during the financial year, as may be decided by the Board of Directors subject to the review of the Nomination and Remuneration Committee from time to time, which is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to “the Board or Committee constituted by the Board”) to alter and vary the remuneration and/or terms subject to the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, for a period of three financial years beginning with effect from the financial year 2025-26 and the said commission shall be in addition to fee payable to the Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Virat Seventilal Shah (DIN: 00764118), Non- Executive Director of the Company has no profits or its profits are inadequate, the Company will pay to Mr. Virat Seventilal Shah (DIN: 00764118), Commission by way of monthly payment, benefits, etc. as mentioned in the Appointment Letter subject to compliance with the applicable provisions of Sections 196, 197 and all other applicable provisions, if any, of the Act read with Schedule V of the Act, as amended from time to time, subject to the approval of the Central Government, if and to the extent necessary and applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any Director or officer or person to give effect to the aforesaid resolution.”



5. **To consider *denovo* appointment of Mr. Alok Virat Shah (DIN: 00764237) as Managing Director of the Company and approve Remuneration payable to him:**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, Schedule V and all the other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, subject to the approval of the Central Government or other Government authority/agency/board, if any and to the extent required, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, consent and approval of the Members be and is hereby accorded for *denovo* appointment of **Mr. Alok Virat Shah (DIN: 00764237)** as Managing Director of the Company for a period of five years, liable to retire by rotation with effect from September 17, 2025 till September 16, 2030, without break of service, on terms and conditions as stated in the Appointment letter and payment of remuneration of 5% of the net profit of the Company calculated u/s 198 read with Section 197 of the Companies Act, 2013, reduce by total remuneration paid during the year, as decided by the Board subject to review of the Nomination and Remuneration Committee from time to time, which is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to “the Board or Committee constituted by the Board”) to alter and vary the remuneration and/or terms subject to the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, as may be agreed to between the Board and Mr. Alok Virat Shah (DIN:00764237).

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of **Mr. Alok Virat Shah (DIN: 00764237)** as Managing Director of the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits, perquisites, allowances, etc. as mentioned in the Appointment Letter as the minimum remuneration subject to compliance with the applicable provisions of Sections 196, 197 and all other applicable provisions, if any, of the Act read with Schedule V of the Act, as amended from time to time, subject to the approval of the Central Government, if and to the extent necessary and applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution or to make modifications, as may be deemed to be in the interest of the Company, with liberty to the Board to alter and vary the terms and conditions of the aforesaid *denovo* appointment of **Mr. Alok Virat Shah (DIN: 00764237)**, from time to time, in accordance with and subject to the limits as stated in the appointment letter or as may be stipulated by the Central Government, if and to the extent necessary and applicable, and to do all such acts, deeds, matters and things as may be deemed necessary for giving effect to this resolution.



RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any Director or officer or person to give effect to the aforesaid resolution.”

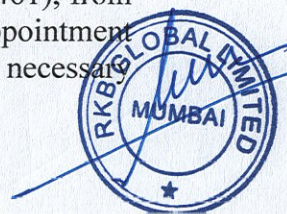
6. To consider *denovo* appointment of Mrs. Shruti Sudhakar Sawant (DIN: 06463461) as Whole-time Director of the Company and approve Remuneration payable to her:

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, Schedule V and all the other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, subject to the approval of the Central Government or other Government authority/agency/board, if any and to the extent required, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, consent and approval of the Members be and is hereby accorded for *denovo* appointment of **Mrs. Shruti Sudhakar Sawant (DIN: 06463461)** as Whole-time Director of the Company liable to retire by rotation, for a period of five years with effect from September 17, 2025 till September 16, 2030, without break of service, on the terms and conditions as stated in the Appointment letter including a monthly payment of Rs. 82,750/- (Rupees Eighty Two Thousand Seven Hundred Fifty Only) Subject to an annual increment of up to 25% p.a, which is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to “the Board or Committee constituted by the Board”) to alter and vary the remuneration and/or terms subject to the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, as may be agreed to between the Board and Mrs. Shruti Sudhakar Sawant (DIN: 06463461).

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mrs. Shruti Sudhakar Sawant (DIN: 06463461) as Whole-time Director of the Company has no profits or its profits are inadequate, the Company will pay her remuneration by way of salary, benefits, perquisites, allowances, etc. as mentioned in the Appointment Letter as the minimum remuneration subject to compliance with the applicable provisions of Sections 196, 197 and all other applicable provisions, if any, of the Act read with Schedule V of the Act, as amended from time to time, subject to the approval of the Central Government, if and to the extent necessary and applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution or to make modifications as may be deemed to be in the interest of the Company, with liberty to the Board to alter and vary the terms and conditions of the aforesaid *denovo* appointment of Mrs. Shruti Sudhakar Sawant (DIN: 06463461), from time to time, in accordance with and subject to the limits as stated in the appointment letter or as may be stipulated by the Central Government, if and to the extent necessary



and applicable, and to do all such acts, deeds, matters and things as may be deemed necessary for giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any of its Committee(s) or any Director or officer or person to give effect to the aforesaid resolution.”

7. To give authority to make Investments, give Loans, Guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013:

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder the consent of the members be and is hereby accorded:

- (i) to give loan to any person or any other body corporate; or
- (ii) to give on behalf of the Company any guarantee(s); or
- (iii) to provide any security in connection with a loan to any other body corporate or person; or
- (iv) acquire by way of subscription, purchase or otherwise make investment in securities of any other body corporate

for such an amount that the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided to or in all other bodies corporate or person, along with the investment, loan, guarantee or security proposed to be made or given by the Board may exceed sixty percent of the Company’s paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium, whichever is more, as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided, as fall under Section 186 of the Act, shall not any time exceed Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of the Company be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments, loans or guarantees or securities and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate, and to delegate all or any of these powers to any Director or officer of the Company or any other person.”

8. To give authority to the Board to borrow money in excess of limit specified u/s 180 (1)(c) of the Companies Act, 2013:

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier resolution passed by the Members and pursuant to provisions of Section 180(1)(c) and any other applicable provisions



any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Rules made thereunder, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall include its Committee(s) constituted / to be constituted for the purpose) to borrow any sum, or sums of monies and / or to receive / avail of financial assistance or to undertake financial obligation in any form, from time to time, from any one or more of the Financial Institutions, Banks, Funds and / or from any one or more other persons, firms, bodies corporate, mutual funds or entities, whether by way of loans, advances, deposits or bills discounting, issue of debentures, bonds, financial arrangement or obligations or otherwise, in whatever name or manner, and whether unsecured or secured by mortgage, charge, hypothecation, lien or pledge of the Company's assets and properties whether immovable or movable or stock in-trade (including raw materials, stores, spare parts and components in stock or in transit) or work in progress and all or any of the undertakings of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company may, at any time, exceed the paid up share capital of the Company and its free reserves and Securities Premium, provided that the total amounts so borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any time shall not exceed Rs. 15,00,00,00,000/- (Rupees One Thousand Five Hundred Crores Only) at any time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and are hereby authorised to finalise, settle and execute such documents/deeds/writings/papers/ agreements and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to the aforesaid resolution and to settle any doubts, difficulties or questions as may arise in this regard, on behalf of the Company."

9. To give authority to the Directors u/s 180 (1)(a) of the Companies Act, 2013:

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the earlier resolution passed by the Members and pursuant to provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board' which term shall include a Committee of the Board of Directors constituted for the purpose) to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company or mortgage and/or create charge in addition to the mortgage(s)/charge(s) already created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, on all or any part of the movable and/or immovable properties of the Company wherever situated, both present and future, and/or create a floating charge on all or any part of the movable / immovable property or any other kind of assets of the Company and the whole or any part of the undertaking or undertakings of the Company in favour of the Company's Bankers and Development/ Investment Financial Institutions/Debenture Trustees or



other lenders to secure any Loans, Guarantee, financial assistance, working capital arrangement, etc. already availed/to be availed by the Company or for security provided for loan taken by third party together with interest thereon at the agreed rate, compound interest, additional interest, liquidated damages, premium on prepayment, costs, charges, expenses and other money(s) payable by the Company to the said Lenders and/or any issue of Non Convertible/ Compulsorily/Optionally/Fully/Partly Convertible Debentures or other securities, within the overall ceiling prescribed by the Members of the Company, from time to time, in terms of Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution any of the Directors of the Company be and are hereby severally authorised to finalise and execute all such deeds, documents and writings, as may be necessary for creating/modifying the aforesaid mortgages and/or charges and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the above resolution.”

10. To appoint Mr. Kashyap Krishnaprasad Vaidya (DIN: 01955605) as a Non-Executive, Independent Director:

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, 160 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) (hereinafter referred to as “the Act”), Mr. Kashyap Krishnaprasad Vaidya (DIN: 01955605), who was appointed by the Board of Directors, as an Additional Independent Director of the Company with effect from July 26th, 2025 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable Rules made under the Act read with Schedule IV to the Act (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Mr. Kashyap Krishnaprasad Vaidya (DIN: 01955605), who meets the criteria for independence as provided in Section 149(6) of the Act and who has submitted a declaration to that effect and he is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as the Independent Non-Executive Director not liable to retire by rotation for a term of 5 (five) consecutive years commencing from July 26th, 2025 to July 25th, 2030, on such terms and



conditions as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

11. To Re-classify Authorised Share Capital of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 the Companies (Incorporation) Rules, 2014, the any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to change the Capital Clause of Memorandum of Association of the Company by reclassifying 25,50,000 (Twenty Five Lakh Fifty Thousand) Unissued Preference Shares of the face value of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 2,55,00,000 (Rupees Two Crore Fifty Five Lakh Only) into 25,50,000 (Twenty Five Lakh Fifty Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 2,55,00,000 (Rupees Two Crore Fifty Five Lakh Only).

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company, be and is hereby substituted by the following new Clause –

- V. The Authorised Share Capital of the Company is Rs. 59,21,11,000/- (Rupees Fifty Nine Crore Twenty One Lakh Eleven Thousand Only) divided into 5,92,11,100 (Five Crore Ninety Two Lakh Eleven Thousand One Hundred) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT any of the Director and/or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as they may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc., as required with the regulatory/statutory authorities as may be deemed fit to give effect to this resolution.”

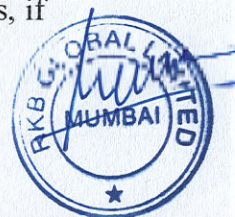
12. To approve Issue of Shares Through Public Offer

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession with earlier resolutions in accordance with the applicable laws, regulations, policies, rules, guidelines, notifications, circulars, directions, clarifications and orders, as may be applicable including, without limitation,



pursuant to the provisions of sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations notified thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the “**Companies Act**”), the Securities Contracts (Regulation) Act, 1956, as amended, in each instance, including the rules, regulations, circulars, guidelines issued thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (“**GoI**”), including the Department for Promotion of Industry and Internal Trade (“**DPIIT**”), Securities and Exchange Board of India (“**SEBI**”) or Reserve Bank of India (“**RBI**”), and any other applicable laws, rules and regulations, in India or outside India (collectively, the “**Applicable Laws**”), and in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company and the uniform listing agreements to be entered into between the Company and the respective recognised stock exchanges of India where the Equity Shares are proposed to be listed (“**Stock Exchanges**”), and subject to any approvals from the GoI, the Registrar of Companies, Maharashtra at Mumbai (“**RoC**”), SEBI, RBI, the Stock Exchanges, the DPIIT and any other appropriate governmental, statutory and regulatory authorities of India (“**Regulatory Authorities**”) and any third parties, and such other approvals, consents, permissions and sanctions as may be required from the Regulatory Authorities and such third parties (if any) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board (which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent of the shareholders of RKB Global Limited (the “**Company**”) be and is hereby accorded to create, issue, offer, allot and transfer Equity Shares, for cash either at par or premium such that the amount being raised pursuant to the fresh issue of upto 1,40,00,000 Equity Shares (“**Fresh Issue**”) (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer (defined below) size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalizing the basis of allotment in consultation with the designated stock exchange) and an offer for sale of upto 70,00,000 Equity Shares by existing and eligible shareholders of the Company (the “**Selling Shareholders**”) who intimate their intention to the Board (the “**Offer for Sale**” and together with the Fresh Issue, the “**Offer**”) including the issue and allotment/ transfer of Equity Shares to the stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations at a price to be determined by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, for cash at such premium or discount per Equity Share as allowed under Applicable Laws and as may be fixed and determined in accordance with the SEBI ICDR Regulations, out of the authorised capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors and qualified institutional buyers, if



any, as defined under Regulations 2(1)(c) and 2(1)(ss), respectively of the SEBI ICDR Regulations, as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not, one or more of the members, employees (through a reservation or otherwise), Hindu undivided families, foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non-resident Indians, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, Indian mutual funds, systemically important non-banking finance companies, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons in one or more combinations thereof, whether through the Offer or otherwise in one or more modes or combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws and in one or more tranches in consultation with the BRLM /or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLM and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Equity Shares allotted/ transferred pursuant to the Offer shall be listed on one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act and other Applicable Laws, and in accordance with the enabling provisions of the memorandum of association and articles of association of the Company, the consent and approval of the shareholders of RKB Global Limited (the "**Company**") be and is hereby accorded to complete a private placement of such number of Equity Shares as may be decided by the Board, to certain investors as permitted under Applicable Laws on or prior to the date of the red herring prospectus ("**Pre-IPO Placement**"), at such other price as decided by the Company, in consultation with the BRLM and/or other advisors, determine in light of the then prevailing market conditions in accordance with Applicable Laws and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalize and execute any document or agreement, including without limitation any private placement offer letters, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of a Pre-IPO Placement, the size of the Offer would be reduced to the extent of Equity Shares issued under the Pre-IPO Placement, subject to compliance with the minimum net offer size requirements prescribed under Regulation 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957.



RESOLVED FURTHER THAT the Equity Shares so allotted under the Offer (including any reservation or green shoe option) shall be subject to the memorandum of association and the articles of association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any transfer and allotment of Equity Shares pursuant to the Offer, the Board, or any committee thereof, in consultation with the BRLM, be and is hereby authorised to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred in each tranche, offer price, premium amount, discount (as allowed under Applicable Laws), Reservations, listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things in relation to the Offer including appointment of the intermediaries, opening escrow account, finalising the basis of allotment of the Equity Shares, and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLM, underwriters, escrow agents, legal counsel, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Offer, transfer and allotment of the Equity Shares and utilization of the Fresh Issue proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the shareholders, except as required under law and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.

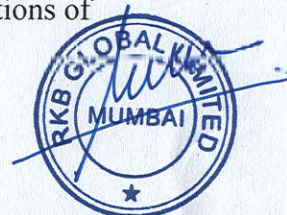
RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, any of the Directors of the Company and/or Mrs. Snehal Satish Bhamare, Company Secretary of the Company and/or Mr. Girish Shrimanaarayan Mishra, Chief Financial Officer of the Company be and are hereby severally authorised to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT any of the Director and/or Company Secretary is authorised severally to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.



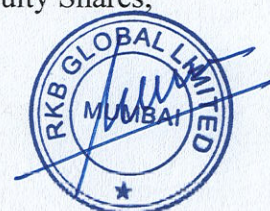
RESOLVED FURTHER THAT, the Board or any Committee constituted for the purpose of the IPO be and is hereby authorised to delegate all or any of the powers to any of the directors/ employees of the Company herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any offer, allotment or transfer of Equity Shares pursuant to the Offer, including, without limitation, to the following:

- (i) constituting a committee for the purposes of issue, offer, allotment and transfer of Equity Shares, credit of Equity Shares to the demat accounts of the successful allottees and other matters in connection with or incidental to the Offer, including, without limitation for, determining the anchor investor portion and allocate such number of Equity Shares to anchor investors, the terms and conditions of the Offer relating to timing (including opening and closing dates of the Offer, etc.) and pricing (price band, offer price, including to anchor investors, etc.), and to accept any amendments, modifications, variations or alterations thereto;
- (ii) to constitute such other committees of the Board, as may be required under the Applicable Laws, including as provided in the SEBI Listing Regulations;
- (iii) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with any issue, offer, allotment or transfer of Equity Shares;
- (iv) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (v) appointing the BRLM in accordance with the provisions of the Applicable Laws;
- (vi) to decide, negotiate and finalise the pricing, the terms of the issue of the Equity Shares and all other related matters regarding the Pre-IPO Placement, if any, including the execution of the relevant documents with investors, in consultation with the BRLM;
- (vii) seeking, if required, any approval, consent or waiver from the Company's lenders, and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with any offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Offer;
- (viii) deciding in consultation with the BRLM, the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Offer, the Offer Price, the price band (including offer price for anchor investors), the size and all other terms and conditions of



the Offer including the number of Equity Shares to be offered and transferred in the Offer, the Bid / Offer Opening and Bid/Offer Closing Date (including bid opening and bid closing dates for anchor investors), Discount (if any), Reservation, in accordance with the Applicable Laws;

- (ix) taking on record the approval of the Selling Shareholders for offering their Equity Shares in the Offer for Sale;
- (x) approval of the draft red herring prospectus (the “**DRHP**”), the red herring prospectus (the “**RHP**”) and the prospectus (the “**Prospectus**”), the abridged prospectus (“**Abridged Prospectus**”), Confirmation of Allocation Note, applications and the preliminary and final international wrap (including amending, varying or modifying the same or providing any notices, addenda, or corrigenda thereto, together with any summaries thereto, as may be considered desirable or expedient) in relation to the Offer as finalized in consultation with the BRLM, in accordance with the Applicable Laws;
- (xi) withdrawing the DRHP or the RHP or not proceeding with the Offer at any stage, after consultation with the BRLM in accordance with the Applicable Laws;
- (xii) seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;
- (xiii) appointing, instructing and entering into arrangements with the BRLM, co-managers, underwriters, syndicate members, brokers, escrow collection banks, refund banks, sponsor bank, registrar, legal counsel, printers, advertising agency(ies), experts, auditors and any other agencies, intermediaries or persons (including any successors or replacements thereof) whose appointment is required in relation to the Offer and to negotiate and finalize the terms of their appointment, including but not limited to execution of the mandate letters with the BRLM;
- (xiv) finalization of, approving, adopting and arrangement for the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient), the preliminary and final international wrap and any amendments, supplements, notices or corrigenda thereto for the offer of Equity Shares including incorporating such alterations/ corrections/ modifications as may be required by SEBI, Registrar of Companies, Maharashtra at Mumbai, or any other relevant governmental and statutory authorities or in accordance with all applicable laws, rules, regulations, notifications, circulars, orders and guidelines;
- (xv) authorization of the maintenance of a register of holders of the Equity Shares;
- (xvi) finalization of the basis of allotment of the Equity Shares;



- (xvii) to decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, in accordance with Applicable Laws and on permitting existing shareholders to sell any Equity Shares of the Company held by them;
- (xviii) to issue advertisements in such newspapers as it may deem fit and proper in accordance with Regulation 60 of the SEBI ICDR Regulations and the other Applicable Laws;
- (xix) to open and operate separate escrow accounts and or any other account, with scheduled banks to receive applications along with application monies in relation to the Offer in terms of Section 40(3) of the Companies Act and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (xx) to determine the price at which the Equity Shares are offered, allocated, transferred and/or allotted to investors in the Offer in accordance with applicable regulations in consultation with the BRLM and/or any other advisors, if any;
- (xxi) to negotiate, finalise, sign, execute and deliver or arrange the delivery of the offer agreement, syndicate agreement, cash escrow agreement, share escrow agreement, underwriting agreement, agreements with the registrar to the Offer and the advertising agency and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever, any amendment(s) or addenda thereto, including, with respect to the payment of commissions, brokerages and fees with the registrar to the Offer, legal counsel, auditors, stock exchanges, BRLM and other agencies/intermediaries in connection with the Offer with the power to authorize one or more officers of the Company to negotiate, execute and deliver all or any of the aforesaid documents;
- (xxii) to open, maintain, operate and close a bank account of the Company in terms of the share escrow agreement and cash escrow agreement for the handling of refunds for the Offer and to authorize one or more officers/ employees of the Company to execute all documents/deeds as may be necessary in this regard;
- (xxiii) to make any applications to, seek clarifications/exemptions and obtain approvals from, if necessary, Foreign Investment Facilitation Portal, RBI, SEBI, Corporate Debt Restructuring Cell or to any other statutory and governmental authorities in connection with the Offer, as may be required, (including for the purpose of offer of shares by the Company to non-resident investors, including NRIs and FIIs) and wherever necessary, incorporate such modifications, amendments, alterations, corrections as may be required in the DRHP, the RHP and the Prospectus;
- (xxiv) to seek, if required, the consent of the lenders to the Company and/or the lenders to the subsidiaries (if any) of the Company, industry data providers, joint venture partners, parties with whom the Company has entered into



various commercial and other agreements including, without limitation customers, suppliers, strategic partners of the Company, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Offer in accordance with the Applicable Laws;

- (xxv) to settle all questions, difficulties or doubts that may arise from time to time in relation to such issues or allotment, as it may in its absolute discretion deem fit;
- (xxvi) to do all acts and deeds, and negotiate, finalise, settle, execute and deliver or arrange the delivery of all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing for the purpose of or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by committee shall be conclusive evidence of the authority of the committee in so doing;
- (xxvii) to authorize and approve the incurring of expenditure, including the payment of fees, commissions and remuneration and expenses in connection with the Offer;
- (xxviii) to submit undertaking/certificates or provide clarifications to SEBI and the Stock Exchanges where the Equity Shares of the Company are proposed to be listed;
- (xxix) to make applications to the Stock Exchanges for in-principle approval for listing of its equity shares and to execute and to deliver or arrange the delivery and file such papers and documents with the Stock Exchanges, including a copy of the DRHP filed with SEBI, as may be required for the purpose;
- (xxx) to issue receipts, allotment letters, confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more Stock Exchanges, with power to authorise one or more officers of the Company to sign all or any of the afore stated documents;
- (xxxi) to authorize and empower officers of the Company (each, an “**Authorized Officer**”), for and on behalf of the Company, to execute and deliver, on a several basis, any declarations, affidavits, certificates, consents, agreements and arrangements as well as amendments or supplements thereto as may be required from time to time or that the Authorized Officers consider necessary, appropriate or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreements, the registrar’s agreement, the depositories agreements, the offer agreement with the BRLM (and other entities as appropriate), the



underwriting agreement, the syndicate agreement, the escrow agreement and confirmation of allocation notes, with the BRLM, lead manager, syndicate members, bankers to the Offer, registrar to the Offer, bankers to the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, advertising agencies, and all such persons or agencies as may be involved in or concerned with the Offer, if any and to do or cause to be done any and all such acts or things that the Authorized Officer may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Offer and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;

(xxxii) acceptance and appropriation of the proceeds of the Fresh Issue in accordance with the Applicable Laws; and

(xxxiii) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Offer.

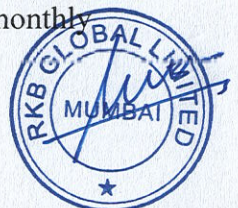
RESOLVED FURTHER THAT, any of the Directors and/or Company Secretary of the Company be and are hereby severally authorized to take all steps for giving effect to the aforesaid Resolution including filing of the necessary forms with the ROC.

RESOLVED FURTHER THAT, a copy of the above resolution, certified to be true by any of the Directors and/or Company Secretary of the Company, be forwarded to the concerned authorities for necessary action.”

13. To consider *denovo* appointment of Mr. Vishal Navin Mehta (DIN: 03310453) as Whole-time Director of the Company and approve Remuneration payable to him:

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, Schedule V and all the other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, subject to the approval of the Central Government or other Government authority/agency/board, if any and to the extent required, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, consent and approval of the Members be and is hereby accorded for *denovo* appointment of **Mr. Vishal Navin Mehta (DIN: 03310453)** as Whole-time Director of the Company liable to retire by rotation, for a period of five years with effect from September 17, 2025 till September 16, 2030, without break of service, on the terms and conditions as stated in the Appointment letter including a monthly



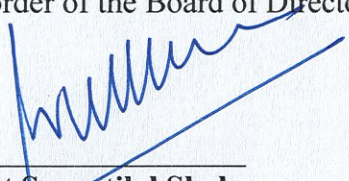
payment of Rs. 1,22,168/- (Rupees One Lakh Twenty Two Thousand One Hundred Sixty Eight Only) Subject to an annual increment of up to 25% p.a, which is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to "the Board or Committee constituted by the Board") to alter and vary the remuneration and/or terms subject to the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, as may be agreed to between the Board and Mr. Vishal Navin Mehta (DIN: 03310453).

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of Mr. Vishal Navin Mehta (DIN: 03310453) as Whole-time Director of the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits, perquisites, allowances, etc. as mentioned in the Appointment Letter as the minimum remuneration subject to compliance with the applicable provisions of Sections 196, 197 and all other applicable provisions, if any, of the Act read with Schedule V of the Act, as amended from time to time, subject to the approval of the Central Government, if and to the extent necessary and applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution or to make modifications as may be deemed to be in the interest of the Company, with liberty to the Board to alter and vary the terms and conditions of the aforesaid *denovo* appointment of Mr. Vishal Navin Mehta (DIN: 03310453), from time to time, in accordance with and subject to the limits as stated in the appointment letter or as may be stipulated by the Central Government, if and to the extent necessary and applicable, and to do all such acts, deeds, matters and things as may be deemed necessary for giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any of its Committee(s) or any Director or officer or person to give effect to the aforesaid resolution."

By order of the Board of Directors of **RKB Global Ltd**


Virat Sevantilal Shah
DIN: 00764118
Director



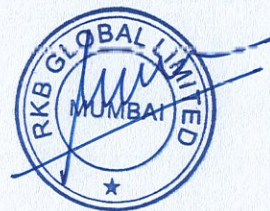
Date: 25.08.2025

Place: Mumbai

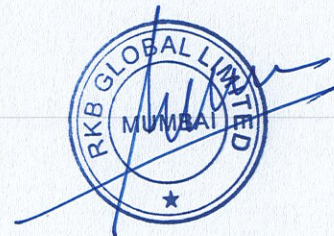
Registered Office: Plot No. 22, Village, Zadkhire, Vada, Palghar – 421312
CIN: U28100MH2013PLC251485

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 09/2023 dated September 25, 2023 read with General Circular No.10/2022 dated December 28, 2022, General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') without the physical presence of the Members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. In compliance with the provisions of the Companies Act, 2013 (the 'Act') and MCA Circulars, the 12th AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM will be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4 to 9 of the Notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 4 to 8 pursuant to Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM are also annexed. Directors proposed to be appointed/re-appointed at this AGM have furnished the relevant consent for their appointment/re-appointment.
3. A Member entitled to attend and vote at the general meeting is entitled to appoint a proxy, who need not be a Member, to attend and vote on poll on behalf of himself/herself. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting.
4. The Company's Registrar & Share Transfer Agents is M/s. MUFG Intime India Private Limited ('R & TA') located at C 101, 247 Park, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083 Tel. No.: 022-49186000.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 10, 2025 to Wednesday, September 17, 2025 (both days inclusive) for taking record of the Members of the Company for the purpose of AGM.
6. The Members can join the AGM through VC/OAVM mode 15 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 AGM through VC/OAVM will be made available for Members, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Board Committees, Auditors etc., as per the MCA Circulars.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
8. Members are informed that in case joint holders attend the Meeting, only such joint holder who is higher in the order of names in the Register of Members/Beneficial Holders will be entitled to vote.



9. Non-Resident Indian (NRI) Members are requested to inform the Company / RTA the following immediately:
- (i) Change in the residential status on return to India for settling permanently, if any, applicable.
 - (ii) Particulars of NRE Bank Account maintained in India with complete name and address of the Bank, if not furnished earlier.
10. Members desiring any information pertaining to the Financial Statement or any matter to be placed at the AGM, are requested to write to the Investor Relation Officer at cs@rkb.co.in on or before Wednesday, September 10, 2025 through your registered email address so as to enable the Management to reply at the AGM.
11. Electronic copies of all the documents referred to in the accompanying Notice of the AGM shall be made available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. till September 17, 2025. Members seeking to inspect such documents can send an email to cs@rkb.co.in during the 12th AGM also and Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under section 189 of the Act.
12. **Voting through Electronic Means:**
- a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 12th AGM by electronic means (by using the electronic voting system provided by CDSL) either by (a) remote e-voting prior to the AGM or (b) remote e-voting during the AGM. For this purpose, the Company has entered into an agreement with RTA for facilitating voting through electronic means, as the authorized agency. Instructions for Members for attending the AGM through VC/OAVM are explained below.
 - b) Subject to the applicable provisions of the Act read with the Rules made there under, as amended, the voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date for the purpose of remote e-voting, being **Wednesday, September 10, 2025**. Members are eligible to cast vote only if they are holding shares on **Wednesday, September 10, 2025**.
 - c) Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Wednesday, September 10, 2025 may obtain the login ID and password by sending a request at instameet@in.mpms.mufg.com. However, if he/she is already registered with RTA for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.



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

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

I) Remote E-voting Instruction to the Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: "<https://eservices.nsdl.com/>" \h and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: "<https://eservices.nsdl.com/>" \h and select "Register Online for IDeAS Portal" or click on "<https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>" Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- b) Enter the last 4 digits of your bank account / generate 'OTP'
- c) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.



METHOD 3 - NSDL OTP based login

- a) Visit URL: "<https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>"
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

II) Remote E-voting Instruction to the Individual Shareholders holding securities in demat mode with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: "<https://web.cdslindia.com/myeasitoken/Home/Login>" or "<http://www.cdslindia.com/>" \h & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL:
"<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>"
"<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/>"
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: "<http://www.cdslindia.com/>" \h
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will



be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

III) Instruction for Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: "<https://instavote.linkintime.co.in>" & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: "<https://instavote.linkintime.co.in>" & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
 1. User ID: Enter User ID
 2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company



3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders holding shares in **NSDL form**, shall provide 'point 4' above
 - Shareholders holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
 5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).
 6. Enter Image Verification (CAPTCHA) Code.
 7. Click "Submit" (You have now registered on InstaVote).
- Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: STEPS TO CAST VOTE FOR RESOLUTIONS THROUGH INSTAVOTE

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.



IV) Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: ["https://instavote.linkintime.co.in/"](https://instavote.linkintime.co.in/)
["https://instavote.linkintime.co.in/"](https://instavote.linkintime.co.in/) \h
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to "mailto:insta.vote@linkintime.co.in".
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: ["https://instavote.linkintime.co.in/"](https://instavote.linkintime.co.in/)<https://instavote.linkintime.co.in/> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: ["https://instavote.linkintime.co.in/"](https://instavote.linkintime.co.in/) \h and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.



- Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- Enter “16-digit Demat Account No.”.
 - Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
 - A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
- (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- Visit URL: "<https://instavote.linkintime.co.in/>" \h and login with InstaVote Login credentials.
 - After successful login, you will see “Notification for e-voting”.
 - Select “View” icon for “Company’s Name / Event number”.
 - E-voting page will appear.
 - Download sample vote file from “Download Sample Vote File” tab.
 - Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
 - Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
- (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at "<mailto:enotices@in.mpms.mufg.com>" or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at " mailto:evoting@nsdl.co.in " 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 request at " mailto:helpdesk.evoting@cdslindia.com " or contact at toll free no. 1800 22 55 33



Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: ["https://instavote.linkintime.co.in"](https://instavote.linkintime.co.in)

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Click **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: ["https://instavote.linkintime.co.in"](https://instavote.linkintime.co.in)

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".



V) Instruction for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: "<https://instameet.in.mpms.mufig.com>" & click on "Login".
- b) Select the "Company Name" and register with your following details:
- c) Select Check Box - Demat Account No. / Folio No. / PAN
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:



- a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

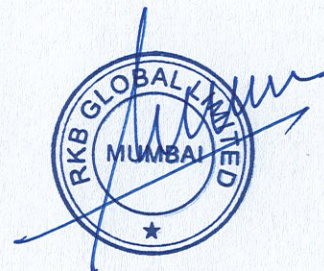
Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESSES TO BE TRANSACTED AT THE 12TH ANNUAL GENERAL MEETING OF THE MEMBERS OF RKB GLOBAL LIMITED TO BE HELD ON WEDNESDAY, 17TH SEPTEMBER, 2025

Item 4:

To approve payment of commission to Mr. Virat Sevantilal Shah (DIN: 00764118) as Non-executive Director of the Company:

Mr. Virat Sevantilal Shah (DIN: 00764118) is Promoter and was holding the position of Whole-time Director of the Company till August 06, 2025. He then resigned from the executive position (i.e. Whole-time Director) and continued to act as Non-executive Director and Chairman of the Company. He is associated with Company since its incorporation. He has significantly contributed towards Company's growth and strategic direction with his rich experience and guidance.

On the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on the August 06, 2025 proposed payment of commission, as detailed below, to Mr. Virat Sevantilal Shah (DIN: 00764118) for a period of three years from the financial year 2025-26 i.e. upto the financial year 2027-28. This commission shall be in addition to fee payable to the Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

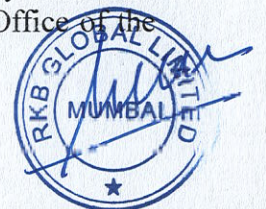
Mr. Virat Sevantilal Shah (DIN: 00764118) is B.com from Mumbai University. He was appointed as Whole-time Director of the Company for a period of five years w.e.f. September 01, 2023 after taking approval of the Members in the Extra-ordinary General Meeting held on August 31, 2023, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company.

He has approximately 50 years of experience in the import, export, trading and manufacturing of Iron ore, Steel and Steel products. He brings a wealth of knowledge and expertise to the table. His leadership and guidance have been pivotal to the growth and development of the Company. He has been a key player in driving the overall growth and success of the Company.

The above payment of remuneration is subject to the terms and conditions mentioned in his appointment letters and are also subject to the approval of the Members in the General Meeting.

As the Company's profits are inadequate during the financial year to pay commission on the proposed scale, payment of remuneration to him fall within the preview of proviso to Clause (A) of Section II of Part II of Schedule V of the Companies Act, 2013.

Pursuant to the provisions of Section 190 and other provisions of the Act, the written memorandum setting out the terms and conditions including remuneration and other relevant documents referred in the resolution mentioned at Item No. 4 and explanatory statement thereto shall be available for inspection at the Registered as well as Corporate Office of the



Company during the working hours of the Company upto and including the date of the ensuing Annual General Meeting.

The following additional information as required under Section II of Part II of Schedule V to the Companies Act, 2013 are given below:

I. GENERAL INFORMATION:

- (1) **Nature of Industry:** The Company is in the business of import of steel plates/CR/HR sheets and selling them locally, export of iron ore and manufacturing of sheets, roofing, wire rods and bright bars. Further the Company generates income from leasing out its mining machinery.
- (2) **Date or expected date of Commencement of commercial production:** March 5, 2025
- (3) **In case of new Companies, expected date of Commencement of activities as per project approved by Financial Institutions appearing in the Prospectus:** Not Applicable.
- (4) **Financial Performance based on given indicators:** As per the audited Financial Statement, following are the details of financial performance of the Company during the last three years:

(Amount Rs. in lakhs)

Particulars	Year ended 31 st March		
	2025	2024	2023
Financial Parameters			
Turnover (net)	41,111.78	43,283.32	36000.10
Other Income	246.97	281.80	440.63
Net Profit after Tax (as per Profit & Loss account)	1109.70	792.44	545.02
Net Worth	20,236.49	14,518.92	4572.89

- (5) **Foreign Investments or Collaborations, if any:** There was foreign direct investment in the Company to the tune of 0.46% as on March 31, 2025 total foreign holding in the Company was 2,00,000 Equity Shares i.e. 0.46%. Further, there was no foreign collaboration in the Company.

II. INFORMATION ABOUT THE APPOINTEE:

- (1) **Background details:** Mr. Virat Seventilal Shah (DIN: 00764118) is B. Com. from Mumbai University. He has approximately 50 Years of experience in the import export trading and manufacturing of Steel products. He brings a wealth of knowledge and expertise to the table. He has been an integral part of the Company's Board since inception. His leadership and guidance have been pivotal to the growth and development of the Company. He has been a key player in driving the overall growth and success of the Company.
- (2) **Past Remuneration:** The Members of the Company in EGM held on August 31, 2023 has approved the re-appointment and payment of remuneration of Rs. 42,00,000/-.



He has been paid remuneration (including commission) during past three financial years as follows:

During 2022-23: Nil

During 2023-24: Nil

During 2024-25: Rs. 30,00,000/- (Rupees Thirty Lakh Only)

(3) Recognition/Awards: Nil

- (4) Job Profile and Suitability:** Mr. Virat Seventilal Shah (DIN: 00764118) is the Promoter and first Director of the Company. He was re-appointed as Whole-time Director of the Company w.e.f. September 01, 2023 for a period of five years. Subsequently, he has resigned from executive position but continued as Non-executive director w.e.f. August 06, 2025. During his association with the Company, he plays key role in ensuring that the company is governed effectively and provide independent judgment on issues of strategy and performance. He also significantly contribute to the development of business strategy. Taking into consideration his experience and expertise in industry and products in which Company deals, he is best suited person for the responsibilities entrusted to him by the Company's Board.

(5) Commission proposed:

He shall be entitled to payment of commission of 5% of the net profit of the Company calculated u/s 198 read with Section 197 of the Companies Act, 2013, reduce by total remuneration paid during the year, as decided by the Board subject to the review of the Nomination and Remuneration Committee from time to time as per the provision of the Act or any modifications or re-enactment thereof as in force during the proposed period or on the basis of such other law/modifications as may be permissible or applicable.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the Company will pay Commission by way of monthly payment, benefits, etc. as mentioned in the Appointment Letter subject to compliance with the applicable provisions of Sections 196, 197 and all other applicable provisions, if any, of the Act read with Schedule V of the Act, as amended from time to time, subject to the approval of the Central Government, if and to the extent necessary and applicable.

He shall be paid any sitting fees for attending the Meeting of the Board of Directors or Committee thereof.

Perquisites: Perquisites should be allowed in addition to the salary but within the overall limit, if any, prescribed under Part II, section IV of Schedule V of the Companies Act, 2013. The perquisites etc. shall be evaluated as per the Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

Reimbursement of Expenses: He will be reimbursed all the expenses incurred for discharging his duty as Director, for attending meetings of the Board, Committee, Members, etc. of the Company and for any other business purposes.



(6) Comparative Remuneration Profile with respect to Industry, size of the Company, Profile of the position and person:

The remuneration of the Non-executive Directors in general is capped upto 1% of the net profit. Since, Mr. Virat Sevantilal Shah (DIN: 00764118) was the person behind the success of this Company and there are many projects are launched in recent past and in process of being launched his association with the Company is must for the growth story. Looking at the present situation where the Company stands and the future plans of the Company, the Nomination and Remuneration Committee ("NRC") felt necessary to pay him the remuneration upto that limit, which was the upper limit but the actual amount would be decided by the Board based on the recommendation of the NRC.

Further, the NRC perused the remuneration of managerial person in other Companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Virat Sevantilal Shah (DIN: 00764118) before approving the remuneration as proposed hereinabove.

(7) Pecuniary Relationship, directly or indirectly, with the Company or relationship with the Managerial Personnel, if any:

In terms of Section 102(1) of the Companies Act, 2013, Mr. Virat Sevantilal Shah (DIN: 00764118), does not have any other pecuniary relationship, directly or indirectly, with the Company or managerial personnel, except to the extent of he and his relatives' loan transaction with the Company, salary to be drawn by him as Director, salary drawn by Mr. Alok Shah, his son, as Managing Director of the Company and shareholding of he and his relatives in the Company as follows:

Sr. No.	Name	Relationship	Number of Equity Shares held	% of equity shareholding
1	Mr. Virat Sevantilal Shah	Self	10448263	23.87
2	Mr. Alok Virat Shah	Son	12486701	28.53
3	Mrs. Meena Virat Shah	Wife	1801451	4.12
4	Mrs. Aarti Alok Shah	Son's wife	3528451	8.06
5	Mrs. Ronak Siddharth Doshi	Daughter	1104693	2.52
6	Mr. Siddharth Doshi	Daughter's husband	58000	0.13

III. OTHER INFORMATION:

- (1) Reasons for loss or inadequacy of profits:** The Company has made good profit in the financial year 2024-25 and in prior year also. Further, the Company made expansion which would results in increased profit. The Company has very good order book from its existing long term customers and adding new business also. Hence, the Company has profits but the rate at which Commission was proposed to be paid is exceeding the ceiling prescribed in Section 197(1) of the Act but would be paid within the limit prescribed in Schedule V of the Act.



- (2) **Steps taken or proposed to be taken for improvement:** The Management is expanding Company's area of operation and capacity also. Further the Company is adopting new sales strategy. The said steps are resulting into increase in turnover of the Company, reducing cost which in turn increases profitability of the Company.
- (3) **Expected increase in productivity and profits in measurable terms:** The projected revenue and profits are as follow:

(Amount Rs. in Crores)

Particulars	2025-26	2026-27	2027-28
Net Revenue	679.17	840.74	1066.05
Profit	23.97	40.90	56.36

The approval of the Members by passing Special Resolution at item no. 4 of this notice is sought for approving payment of remuneration to Mr. Virat Sevantilal Shah (DIN: 00764118) as a Non-executive Director for a period of three years commencing from the financial year 2025-26.

None of the Directors and/or Key Managerial Personnel of the Company, except as mentioned in point no. II (7) above are concerned or interested in the said Resolution.

All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered as well as Corporate Office of the Company during the working hours of the Company upto and including the date of the ensuing Annual General Meeting.

The Board is of the opinion that it is in the best interest of the Company to continue to avail the services of Mr. Virat Sevantilal Shah as Director and compensate him by paying remuneration and therefore recommends passing of the special resolution as set out in the accompanying Notice at agenda no. 4.

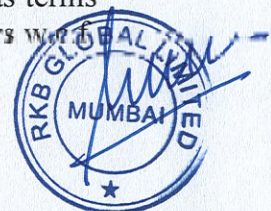
Item No. 5

To consider *denovo* appointment of Mr. Alok Virat Shah (DIN: 00764237) as Managing Director of the Company and approve Remuneration payable to him:

Mr. Alok Virat Shah (DIN: 00764237) was appointed as the Managing Director of the Company for a period of three years w.e.f. September 01, 2018 and re-appointed for a further period of five years w.e.f. September 01, 2023 after taking approval of the Members in the Extra-ordinary General Meeting held on August 31, 2023, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company. Accordingly, his tenure as Managing Director is valid till August 31, 2028. Further, his remuneration was also approved for a period of five years.

He is associated with Company since its incorporation and is Promoter of the Company. He has significantly contributed towards Company's growth and strategic direction with his rich experience and guidance.

On the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on the August 06, 2025 has approved *denovo* his appointment as well as terms of his appointment including, remuneration, as detailed below for a period of five years w.e.f.



September 17, 2025 i.e. upto September 16, 2030. The aforesaid *denovo* appointment is on a continuation basis without any interruption/break in the service and is subject to the approvals, consents, permissions, sanctions and the like of the Members of the Company and all other concerned statutory and other authorities, if and to the extent applicable and required.

Mr. Alok Virat Shah (DIN: 00764237) has degree of master's in business administration from Griffith University, Australia.

He has approximately 13 Years of experience in the import, export, trading and manufacturing of Iron ore, Steel and Steel products. He brings a wealth of knowledge and expertise to the table. His leadership and guidance have been pivotal to the growth and development of the Company. He has been a key player in driving the overall growth and success of the Company.

The Board is of the opinion that it is in the best interest of the Company to continue to avail the services of Mr. Alok Virat Shah (DIN: 00764237) as Managing Director and compensate him by paying remuneration and therefore recommends passing of the special resolution as set out in the accompanying Notice at agenda no.5 for his *denovo* appointment.

The material terms and conditions of the *denovo* appointment of Mr. Alok Virat Shah (DIN: 00764237) as Managing Director, as given in appointment letter, are as follows:

a) **Designation and period of appointment:** Mr. Alok Virat Shah (DIN: 00764237) shall be appointed *denovo* as the Managing Director under the provisions of Section 196 and all other applicable provisions, if any, of the Act. The aforesaid *denovo* appointment is for the period of 5 (five) years commencing from September 17, 2025 and ending on September 16, 2030, on continuation basis, without any interruption/ break in service. His period of office shall be liable to determination by retirement of Directors by rotation.

(b) **Remuneration proposed:**

He shall be entitled to remuneration to the maximum limit as may be permitted under Schedule V of the Act or any modifications or re-enactment thereof as in force during the proposed period or on the basis of such other law/modifications as may be permissible or applicable; so however, at present the Board has approved the payment of 5% of the net profit of the Company calculated u/s 198 read with Section 197 of the Companies Act, 2013, reduce by total remuneration paid during the year, as decided by the Board subject to the review of the Nomination and Remuneration Committee from time to time.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of monthly payment, benefits, etc. as mentioned in the Appointment Letter subject to compliance with the applicable provisions of Sections 196, 197 and all other applicable provisions, if any, of the Act read with Schedule V of the Act, as amended from time to time, subject to the approval of the Central Government, if and to the extent necessary and applicable.



He shall not be paid any sitting fees for attending the Meeting of the Board of Directors or Committee thereof.

Perquisites: Perquisites should be allowed in addition to the salary but within the overall limit, if any, prescribed under Part II, section IV of Schedule V of the Companies Act, 2013. The perquisites etc. shall be evaluated as per the Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

- a) **Housing:** House Rent Allowance shall be allowed as per the rules of the Company.
- b) **Medial Reimbursement:** Expenses incurred for the appointee and her family subject to a ceiling of three month's salary in a year or fifteen month's salary over a period of five years.
- c) **Leave Travel Assistance:** First Class Air Fare for self and family once in a year to any destination in India. Family defined as spouse and two dependent children.
- e) **Personal accident insurance:** As per rules of the Company.
- f) **Employer's contribution to Provident fund/superannuation fund:** As per Rules of the Company.
- g) **Gratuity:** Gratuity payable shall be at the rate of 15 days salary for each completed year of service in accordance with the rules.

Reimbursement of Expenses: He will be reimbursed all the expenses incurred for discharging his duties as Managing Director and for any other business purposes.

Brief resume of Mr. Alok Virat Shah (DIN: 00764237), nature of his expertise in specific functional areas, names of Companies in which he holds directorships and memberships /chairmanships of Board Committees, shareholding, etc. as stipulated under the Secretarial Standard - 2 are provided as annexure to the notice convening this meeting.

The above *denovo* appointment and payment of remuneration are subject to the terms and conditions mentioned in his appointment letter and are also subject to the approval of the Members in the General Meeting.

Mr. Alok Virat Shah (DIN: 00764237) satisfies all the applicable conditions as set out under section 196 read with Schedule V of the Act for being eligible for the office of the Managing Director. The Company has received consent from him to act as Managing Director of the Company.

Pursuant to the provisions of Section 190 and other provisions of the Act, the written memorandum setting out the terms and conditions including remuneration and other relevant documents referred in the resolution mentioned at Item No. 5 and explanatory statement thereto will be available for inspection at the Registered as well as Corporate Office of the Company during the working hours of the Company upto and including the date of the ensuing Annual General Meeting.

In terms of Section 102(1) of the Companies Act, 2013, Mr. Alok Virat Shah (DIN: 00764237), does not have any other pecuniary relationship, directly or indirectly, with



the Company or managerial personnel, except to the extent of he and his relatives' loan transaction with the Company, salary to be drawn by him as Managing Director, remuneration to be drawn by Mr. Virat Shah, his Father, as Non-executive Director of the Company and shareholding of he and his relatives in the Company as follows:

Sr. No.	Name	Relationship	Number of Equity Shares held	% of equity shareholding
1	Mr. Virat Sevantilal Shah	Father	10448263	23.87
2	Mr. Alok Virat Shah	Self	12486701	28.53
3	Mrs. Meena Virat Shah	Mother	1801451	4.12
4	Mrs. Aarti Alok Shah	Wife	3528451	8.06
5	Mrs. Ronak Siddharth Doshi	Sister	1104693	2.52
6	Mr. Rihaan Alok Shah	Son	77750	0.18
7	Ms. Risha Alok Shah	Daughter	77750	0.18

The approval of the Members by passing Special Resolution at item no. 5 of this notice is sought for approving *denovo* appointment of Mr. Alok Virat Shah (DIN: 00764237) as a Managing Director for a period of five years commencing from September 17, 2025.

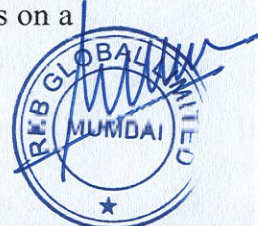
Item No. 6

To consider *denovo* appointment of Mrs. Shruti Sudhakar Sawant (DIN: 06463461) as Whole-time Director of the Company and approve Remuneration payable to her:

Mrs. Shruti Sudhakar Sawant (DIN: 06463461) was appointed as the Whole-time Director of the Company for a period of five years w.e.f. September 01, 2018 and re-appointed for a further period of five years w.e.f. September 01, 2023 after taking approval of the Members in the Extra-ordinary General Meeting held on August 31, 2023, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company. Accordingly, her tenure as Whole-time Director is valid till August 31, 2028. Further, her remuneration was also approved for a period of five years.

She is currently handling banking and import, export, and trading of the Company very efficiently and executing her responsibility on timely basis. She has supported the Managing Director and the Board towards Company's growth and strategic direction with her rich experience and guidance.

On the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on the August 06, 2025 has approved *denovo* her appointment as well as terms of her appointment including, remuneration, as detailed below for a period of five years w.e.f. September 17, 2025 i.e. upto September 16, 2030. The aforesaid *denovo* appointment is on a



continuation basis without any interruption/break in the service and is subject to the approvals, consents, permissions, sanctions and the like of the Members of the Company and all other concerned statutory and other authorities, if and to the extent applicable and required.

Mrs. Shruti Sudhakar Sawant (DIN: 06463461) is holding degree of S.Y.BA in Art from Birla College, Kalyan.

She has approximately 30 Years of experience in handling Banking operations and import, export, trading. With her deep knowledge and expertise, she has played a vital role in strengthening the Company's operations. She brings a wealth of knowledge and expertise to the table. She continuous services and support have been pivotal to the growth and development of the Company.

The Board is of the opinion that it is in the best interest of the Company to continue to avail the services of Mrs. Shruti Sudhakar Sawant (DIN: 06463461) as Whole-time Director and compensate her by paying remuneration and therefore recommends passing of the special resolution as set out in the accompanying Notice at agenda no.6 for her *denovo* appointment.

The material terms and conditions of the *denovo* appointment of Mrs. Shruti Sudhakar Sawant (DIN: 06463461) as Whole-time Director, as given in appointment letter, are as follows:

a) **Designation and period of appointment:** Mrs. Shruti Sudhakar Sawant (DIN: 06463461) shall be appointed *denovo* as Whole-time Director under the provisions of Section 196 and all other applicable provisions, if any, of the Act. The aforesaid *denovo* appointment is for the period of 5 (five) years commencing from September 17, 2025 and ending on September 16, 2030, on continuation basis, without any interruption/break in service. Her period of office shall be liable to determination by retirement of Directors by rotation.

(b) **Remuneration proposed:**

Salary: Rs. 82,750/- per month.

Perquisites: Perquisites should be allowed in addition to the salary but within the overall limit, if any, prescribed under Part II, Section IV of Schedule V of the Companies Act, 2013. The perquisites etc. shall be evaluated as per the Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

a) **Housing:** House Rent Allowance shall be allowed as per the rules of the Company.

b) **Medial Reimbursement:** Expenses incurred for the appointee and her family subject to a ceiling of three month's salary in a year or fifteen month's salary over a period of five years.

e) **Personal accident insurance:** As per rules of the Company.

f) **Employer's contribution to Provident fund/superannuation fund:** As per Rules of the Company.

g) **Gratuity:** Gratuity payable shall be at the rate of 15 days salary for each completed year of service in accordance with the rules.



Further, the Board, subject to the recommendation of Nomination and Remuneration Committee, can increase her remuneration upto 25% p.a. during her tenure as Whole-time Director of the Company.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of her tenure as Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration, as approved above, as the minimum remuneration subject to compliance with the applicable provisions of Sections 196, 197 and all other applicable provisions, if any, of the Act read with Schedule V of the Act as amended from time to time, subject to such approval as may be required.

She shall not be paid any sitting fees for attending the Meeting of the Board of Directors or Committee thereof.

Reimbursement of Expenses: She will be reimbursed all the expenses incurred for discharging her duty as Whole-time Director, and for any other business purposes.

Brief resume of Mrs. Shruti Sudhakar Sawant (DIN: 06463461) nature of her expertise in specific functional areas, names of Companies in which she holds directorships and memberships /chairmanships of Board Committees, shareholding, etc. as stipulated under the Secretarial Standard - 2 are provided as annexure to the notice convening this meeting.

The above *denovo* appointment and payment of remuneration are subject to the terms and conditions mentioned in her appointment letter and are also subject to the approval of the Members in the General Meeting.

Mrs. Shruti Sudhakar Sawant (DIN: 06463461) satisfies all the applicable conditions as set out under section 196 read with Schedule V of the Act for being eligible for the office of the Whole-time Director. The Company has received consent from her to act as Whole-time Director of the Company.

Pursuant to the provisions of Section 190 and other provisions of the Act, the written memorandum setting out the terms and conditions including remuneration and other relevant documents referred in the resolution mentioned at Item No. 6 and explanatory statement thereto will be available for inspection at the Registered as well as Corporate Office of the Company during the working hours of the Company upto and including the date of the ensuing Annual General Meeting.

In terms of Section 102(1) of the Companies Act, 2013 none of the Directors, Manager or KMP or their relatives are interested in the agenda at item no. 6, directly or indirectly, except, Mrs. Shruti Sudhakar Sawant (DIN: 06463461) receiving remuneration in the capacity of Whole-time Director.

The approval of the Members by passing Special Resolution at item no. 6 of this notice is sought for approving *denovo* appointment of Mrs. Shruti Sudhakar Sawant (DIN: 06463461) as a Whole-time Director for a period of three years commencing from September 17, 2025.



Item No. 7

To give authority to make Investments, give Loans, Guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013:

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee(s) or provide any security (ies) beyond the prescribed ceiling of i) 60% of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) 100% of its free reserves and securities premium account, whichever is more, if special resolution is passed by the Members of the Company authorizing the same.

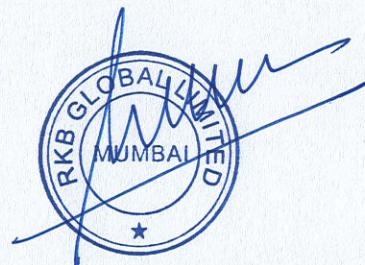
To increase the business operations and execute growth plans of the Company, it is felt necessary to give financial flexibility to the Company to invest the funds of the Company in the best interest of the Company. The said investment/loans/guarantees/securities may exceed the limit prescribed under section 186 of the Companies Act, 2013; hence, approval of the Members is required by way of Special Resolution. It is therefore, proposed that the Board of Directors of the Company be authorized to invest into securities of anybody corporate and/or make loan(s) and/or give any guarantee(s)/ provide any security(ies) in connection with loan(s) to any person or body corporate for an amount not exceeding Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only).

The Members at the Extra-ordinary General Meeting held on September 10, 2018 had passed the resolution u/s 186 authorising the Board to make any loan, investment or give guarantee(s) or provide any security(ies) upto Rs. 200 Crores (Rupees Two Hundred Crores only). In view of the increase in operations of the Company, the Board suggested to increase the said limit to Rs. 500 Crores as an enabling power.

The proposed resolution under item no. 7 is the statutory requirement that shareholder should approve the said powers to the Board which will give flexibility to the Board to run the business efficiently and there is no financial interest of the Directors or Key Managerial Person of the Company in the said resolution. Thus, there is no such disclosure require under the clause a (i), (ii) and (iii) or (b) of sub section 1 of Section 102 of the Companies Act, 2013.

The Board of Directors recommends the passing of the Special Resolution set out in the Item No. 7 of the accompanying notice for the approval of the Members.

All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered as well as Corporate Office of the Company during the working hours of the Company upto and including the date of the ensuing Annual General Meeting.



Item No. 8

To give authority to the Board to borrow money in excess of limit specified u/s 180 (1)(c) of the Companies Act, 2013:

In terms of Section 180(1)(c) of the Companies Act, 2013, approval of the Members by means of a special resolution is required to enable the Board of Directors to borrow money in excess of paid up share capital of the Company and its free reserves and securities premium.

The Company has expansion plans for which it would require funds. In order to fund the expansion plans and working capital requirements, the Company may borrow funds from various sources. Hence, to enable the Company to borrow the money when requirement arises, it is proposed to give power to the Company to borrow upto Rs. 1500,00,00,000/- (Rupees One Thousand Five Hundred Crores Only).

The Members at the Extra-ordinary General Meeting held on September 10, 2018 had passed the resolution u/s 180(1)(c) authorising the Board to borrow money upto Rs. 500,00,00,000/- (Rupees Five Hundred Crore only). In view of the increase in operations of the Company and the requirement of funds in short term and long term basis, the Board suggested to increase the said limit to Rs. 1500,00,00,000/- as an enabling power.

The proposed resolution under Item No. 8 is to authorize the Board to borrow in excess of the aggregate of the paid-up capital and free reserves and securities premium provided that the total amounts so borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any time, shall not exceed Rs. 1500,00,00,000/- (Rupees One Thousand Five Hundred Crores Only).

The above resolution/authority is the statutory requirement that shareholder should approve the said powers and there is no financial interest of the Directors or KMP of the Company in the said resolution. Thus, there is no such disclosure require under sub-section 1 of Section 102 of the Companies Act, 2013.

The Board of Directors recommends the passing of the Special Resolution set out in the Item No. 8 of the accompanying notice for the approval of the Members.

All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered as well as Corporate Office of the Company during the working hours of the Company upto and including the date of the ensuing Annual General Meeting.

Item No. 9

To give authority to the Directors u/s 180 (1)(a) of the Companies Act, 2013:

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors shall not, without the consent of the Company in general meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings. The Management, as business decision, may decide to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the



Company. Further, the Company will obtain loans/financial assistance from various Banks/Financial Institutions or other allowed sources from time to time for its business purposes. Also the Company may give its assets as security for loan taken by other entity. As the borrowings of the Company may, if necessary, be secured by way of Charge/Mortgage/Hypothecation on the Company's assets in favour of the lenders, it is necessary to pass a resolution u/s 180(1)(a) of the Act for creation of Charge/Mortgage/Hypothecation for an amount not exceeding the borrowing limit of the Company as approved by the Members of the Company, from time to time, in terms of Section 180(1)(c) of the Companies Act, 2013.

The Members at the Extra-ordinary General Meeting held on September 10, 2018 had passed the resolution u/s 180(1)(a) authorising the Board to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking or create charge on the assets of the Company.

The proposed resolution under Item No. 9 is to authorize the Board to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company or to create mortgage or security on the property/assets of the Company in favour of lenders/banks/financial institution or any other person from whom the Company borrows money for its business purpose or monies borrowed by other entities.

The above resolution/authority is the statutory requirement that shareholder should approve the said powers and there is no financial interest of the Directors or KMP of the Company in the said resolution. Thus, there is no such disclosure require under sub-section 1 of Section 102 of the Companies Act, 2013.

The Board of Directors recommends the passing of the Special Resolution set out in the Item No. 9 of the accompanying notice for the approval of the Members.

All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered as well as Corporate Office of the Company during the working hours of the Company upto and including the date of the ensuing Annual General Meeting.

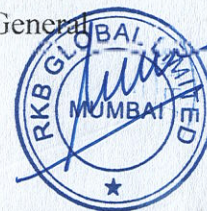
Item No. 10:

To appoint Mr. Kashyap Krishnaprasad Vaidya (DIN: 01955605) as a Non-Executive, Independent Director:

In order to have more independence view on the Board, it is felt to appoint one more Independent Director on the Board who is having strong financial background.

Accordingly, the Board of Directors, on the basis of recommendation of the Nomination and Remuneration Committee, by passing resolution in its meeting held on July 26, 2025 has appointed Mr. Kashyap Krishnaprasad Vaidya (DIN: 01955605) as an Additional Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years w.e.f. July 26, 2025 to July 26, 2030 subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, as an Additional Director he holds office up to the date of this Annual General



Meeting ("AGM") and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing notices from a Member, proposing candidature of Mr. Kashyap Krishnaprasad Vaidya (DIN: 01955605) for the office of Director.

The Company has received declaration from Mr. Kashyap Krishnaprasad Vaidya (DIN: 01955605) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules for appointment as an Independent Director and he is independent of the Management of the Company.

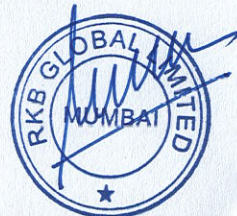
The Company has received following documents and declaration from Mr. Kashyap Krishnaprasad Vaidya (DIN: 01955605):

- a) Letter of consents to act as Directors in the prescribed form DIR-2 pursuant to Section 152 of the Companies Act, 2013 and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules 2014,
- b) Letter of intimation in the prescribed form DIR-8 pursuant to Section 164 of the Companies Act, 2013 and Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified to become Director under the Act, and
- c) Declaration that he meets the criteria of independence as provided in Section 149 of the Act and he is not aware of any circumstances or situations, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence and that he is independent of the management and that he is not disqualified to become a Director under the Act.

The Nomination and Remuneration Committee has recommended appointment of Mr. Kashyap Krishnaprasad Vaidya (DIN: 01955605) as an Independent Director for a term of 5 (five) consecutive years. In the opinion of the Board of Directors Mr. Kashyap Krishnaprasad Vaidya (DIN: 01955605) fulfils the conditions specified in the Act, Rules made thereunder and Schedule IV of the Act, as amended, for his appointment as Independent Director of the Company and that he is independent of the Management and is not disqualified to become Director under the Act and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. The Board believes that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Accordingly, the Board of Directors has appointed him as Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years w.e.f. July 26, 2025 to July 26, 2030.

The brief profile of Mr. Kashyap Krishnaprasad Vaidya (DIN: 01955605) pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is given in the Annexure to the Notice convening this AGM and which shall form part of the Explanatory Statement.

He shall be entitled to receive the sitting fees for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and Committee meetings, as permitted to be received in a capacity of the Independent Director pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, as recommended by the Nomination and Remuneration



Committee and approved by the Board of Directors and Members of the Company from time to time.

The terms and conditions of his appointment and all other documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection without any fee by the Members from the date of circulation of this Notice up to and including the date of this AGM at the Registered as well as Corporate Office of the Company during the working hours of the Company.

Mr. Kashyap Krishnaprasad Vaidya (DIN: 01955605) and his relatives are concerned or interested in the Resolution mentioned at Item No. 10 relating to his own appointment. None of the other Directors and Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested, in the Resolution set out at Item No. 10 of the Notice.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Mr. Kashyap Krishnaprasad Vaidya (DIN: 01955605) as an Independent Director requires approval of Members of the Company by passing an Ordinary Resolution.

Accordingly, the Board recommends the Ordinary Resolution at Item No. 10 for approval by the Members.

Item No. 11

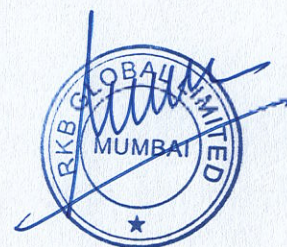
To Re-classify the Authorised Share Capital of the Company

The Company, in order to meet its long-term capital requirement for funding its growth, is required to issue additional shares. It is therefore deemed appropriate to re-classify the Authorised Share Capital by re-classification of the unissued part of Authorised preference share capital into equity shares, and for that purpose, Clause V of the Memorandum of Association of the Company is proposed to be suitably amended as set out in the proposed resolution.

The Company has accordingly proposed to re-classify 25,50,000 (Twenty Five Lakh Fifty Thousand) Unissued Preference Shares of the face value of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 2,55,00,000/- (Rupees Two Crore Fifty Five Lakh Only) into 25,50,000 (Twenty Five Lakh Fifty Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 2,55,00,000 (Rupees Two Crore Fifty Five Lakh Only).

The provisions of Section 13, 61 read with Section 64 of the Companies Act, 2013 and the Articles of Association of the Company require the Company to obtain the approval of the Members by way of passing ordinary resolution for re-classification of the Authorised Share Capital and for the alteration of capital clause of the Memorandum of Association of the Company.

The Board, therefore, recommends to the shareholders adoption of the resolution as set out in item no. 11 of the Notice as an ordinary resolution.



Following are the additional disclosures pursuant to Point 1.2.5 of the Secretarial Standards – 2 and Section 102 of the Companies Act, 2013:

- the nature of the concern or interest (financial or otherwise) of directors, manager and key managerial personnel and their relatives – **None of the directors, managers, key managerial personnel and their relatives are concerned or interested in the proposed resolution.**
- any other information and facts that may enable the members to understand the meaning scope and implications of the items of business and to take a decision thereon - **As explained in the explanatory statement above.**
- any item of Special Business to be transacted at the meeting relates to or affects any other Company, the extent of shareholding interest in that other Company of every promoter, director, manager and of every other key managerial personnel of the first mentioned company, if such shareholding is not less than two percent of the paid-up share capital of that company – **Not Applicable**
- any document, contract, agreement, the Memorandum of Association or Articles of Association referred to any business to be transacted at the meeting, specification of time and place for inspection of such document – **A copy of the existing Memorandum of Association and draft of the Amended Memorandum of Association shall be open for inspection without any fee by the Members from the date of circulation of this Notice up to and including the date of this AGM at the Registered as well as Corporate Office of the Company during the working hours of the Company.**

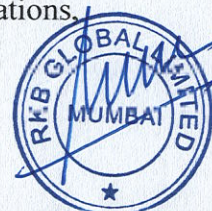
Item No. 12:

To approve Issue of Shares Through Public Offer

The Company have passed Resolution in Extra Ordinary General Meeting on September 10, 2018 to authorize an initial public offering of the equity shares of the Company, and authorized to create, offer, issue and allot fresh equity shares of the Company of face value 10 each (the Equity Shares) for an aggregate amount not exceeding Rs. 16,00,00,000/- crores or upto 35,00,000 (Thirty Five Lakhs Only) Equity Shares of the face value of Rs.10 - (Rupees Ten only) each by way of a fresh issue of Equity Shares and offer for sale by members of company.

Afterwards the Company have passed Resolution in Extra Ordinary General Meeting on August 26, 2019 to authorize for an initial public offering of the equity shares of the Company, and authorized to create, offer, issue and allot fresh equity shares of the Company of face value 10 each (the Equity Shares) for an aggregate amount not exceeding Rs. 10,00,00,000/- crores or upto 35,00,000 (Thirty Five Lakhs Only) Equity Shares of the face value of Rs.10 - (Rupees Ten only) each by way of a fresh issue of Equity Shares and offer for sale by members of company.

Since both the resolutions was passed long ago now the Company proposes to offer and allot fresh equity shares of the Company of face value of ₹ 10/- (the “**Equity Shares**”) each upto 1,40,00,000 Equity Shares (“**Fresh Issue**”) and an offer for sale of upto 70,00,000 Equity Shares by existing and eligible shareholders of the Company (the “**Selling Shareholders**”) , on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with the applicable laws, including, without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations.



2018, as amended (the “SEBI ICDR Regulations”), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted shall rank in all respects *pari passu* with the existing Equity Shares of the Company.

The proposed offering is likely to include a fresh issue of Equity Shares by the Company (the “**Fresh Issue**”) and an offer for sale by certain existing shareholders of the Company (“**Selling Shareholders**”) (“**Offer for Sale**” and together with the Fresh issue, the “**Offer**”). The Company intends to, at the discretion of the board of directors of the Company (“**Board**”), undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead manager (“**BRLM**”) and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary. The Board has in its meeting held on **22nd August, 2025** approved the Offer, subject to the approval of the members of the Company.

With respect to the Offer, the Company will be required to file a draft red herring prospectus (the “**DRHP**”) with the Securities and Exchange Board of India (the “**SEBI**”) and the Stock Exchanges, and subsequently file a red herring prospectus (the “**RHP**”) with the Registrar of Companies, Maharashtra at Mumbai (“**RoC**”) and thereafter with SEBI, and the Stock Exchanges and file a prospectus with the RoC and thereafter with SEBI and the Stock Exchanges in respect of the Offer (the “**Prospectus**”, and together with the DRHP and the RHP, the “**Offer Documents**”), in accordance with the SEBI ICDR Regulations, the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the “**Companies Act**”) and other applicable laws.

Material information pertaining to the Offer is as follows:

(i) *Offer Price:*

The price at which the Equity Shares will be allotted through the Offer shall be determined and finalized by the Company in consultation with the book running lead managers, in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

(ii) *Intention of Directors/Key management personnel to subscribe to the Offer:*

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

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

No change in control of the Company or its management is intended or expected pursuant to the Offer.

The Equity Shares are proposed to be listed on the BSE Limited, the National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested in this resolution, except to the extent of their shareholding in the Company or as mentioned above.



The Board of Directors recommends the passing of the Special Resolution set out in the Item No. 12 of the accompanying notice for the approval of the Members.

All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered as well as Corporate Office of the Company during the working hours of the Company upto and including the date of the ensuing Annual General Meeting.

Item No. 13

To consider *denovo* appointment of Mr. Vishal Navin Mehta (DIN: 03310453) as Whole-time Director of the Company and approve Remuneration payable to him

Mr. Vishal Navin Mehta (DIN: 03310453) was appointed as the Whole-time Director of the Company for a period of five years w.e.f. December 30, 2021 and re-appointed for a further period of five years w.e.f. December 30, 2021 after taking approval of the Members in the Extra-ordinary General Meeting held on December 30, 2021, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company. Accordingly, her tenure as Whole-tome Director is valid till December 29, 2021. Further, her remuneration was also approved for a period of five years.

He is plays a crucial role in maintaining client relationships by offering support, information and guidance. He excels in researching and recommending new opportunities, as wll as suggesting improvements in both profits and service. As the sales Head, he oversees the sales of the following product.

- Welding Roads
- Pre-Engineered Buildings

Mr. Vishal also handles the day-to-day functioning of the factory at Vada, which includes supervising production activities, ensuring smooth workflow, coordinating with staff, and maintaining operational efficiency

On the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on the August 06, 2025 has approved *denovo* his appointment as well as terms of his appointment including, remuneration, as detailed below for a period of five years w.e.f. September 17, 2025 i.e. upto September 16, 2030. The aforesaid *denovo* appointment is on a continuation basis without any interruption/break in the service and is subject to the approvals, consents, permissions, sanctions and the like of the Members of the Company and all other concerned statutory and other authorities, if and to the extent applicable and required.

Mr. Vishal Navin Mehta (DIN: 03310453) is holding degree of T.Y.B.com in from Mumbai University.

The Board is of the opinion that it is in the best interest of the Company to continue to avail the services of Mr. Vishal Navin Mehta (DIN: 03310453) as Whole-time Director and compensate him by paying remuneration and therefore recommends passing of the special resolution as set out in the accompanying Notice at agenda no.13 for his *denovo* appointment



The material terms and conditions of the *denovo* appointment of Mr. Vishal Navin Mehta (DIN: 03310453) as Whole-time Director, as given in appointment letter, are as follows:

a) **Designation and period of appointment:** Mr. Vishal Navin Mehta (DIN: 03310453) shall be appointed *denovo* as Whole-time Director under the provisions of Section 196 and all other applicable provisions, if any, of the Act. The aforesaid *denovo* appointment is for the period of 5 (five) years commencing from September 17, 2025 and ending on September 16, 2030, on continuation basis, without any interruption/ break in service. Her period of office shall be liable to determination by retirement of Directors by rotation.

(b) **Remuneration proposed:**

Salary: Rs. 1,22,168/- per month.

Perquisites: Perquisites should be allowed in addition to the salary but within the overall limit, if any, prescribed under Part II, Section IV of Schedule V of the Companies Act, 2013. The perquisites etc. shall be evaluated as per the Income Tax Rules, wherever applicable and in the absence of any such rules, at actual cost.

a) **Housing:** House Rent Allowance shall be allowed as per the rules of the Company.

b) **Medial Reimbursement:** Expenses incurred for the appointee and her family subject to a ceiling of three month's salary in a year or fifteen month's salary over a period of five years.

e) **Personal accident insurance:** As per rules of the Company.

f) **Employer's contribution to Provident fund/superannuation fund:** As per Rules of the Company.

g) **Gratuity:** Gratuity payable shall be at the rate of 15 days salary for each completed year of service in accordance with the rules.

Further, the Board, subject to the recommendation of Nomination and Remuneration Committee, can increase his remuneration upto 25% p.a. during his tenure as Whole-time Director of the Company.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure as Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration, as approved above, as the minimum remuneration subject to compliance with the applicable provisions of Sections 196, 197 and all other applicable provisions, if any, of the Act read with Schedule V of the Act as amended from time to time, subject to such approval as may be required.

He shall not be paid any sitting fees for attending the Meeting of the Board of Directors or Committee thereof.

Reimbursement of Expenses: He will be reimbursed all the expenses incurred for discharging her duty as Whole-time Director, and for any other business purposes.

Brief resume of Mr. Vishal Navin Mehta (DIN: 03310453) nature of his expertise in specific functional areas, names of Companies in which he holds directorships and memberships /chairmanships of Board Committees, shareholding, etc. as stipulated under the Secretarial Standard - 2 are provided as annexure to the notice convening this meeting.



The above *denovo* appointment and payment of remuneration are subject to the terms and conditions mentioned in his appointment letter and are also subject to the approval of the Members in the General Meeting.

Mr. Vishal Navin Mehta (DIN: 03310453) satisfies all the applicable conditions as set out under section 196 read with Schedule V of the Act for being eligible for the office of the Whole-time Director. The Company has received consent from him to act as Whole-time Director of the Company.

Pursuant to the provisions of Section 190 and other provisions of the Act, the written memorandum setting out the terms and conditions including remuneration and other relevant documents referred in the resolution mentioned at Item No. 13 and explanatory statement thereto will be available for inspection at the Registered as well as Corporate Office of the Company during the working hours of the Company upto and including the date of the ensuing Annual General Meeting.

In terms of Section 102(1) of the Companies Act, 2013 none of the Directors, Manager or KMP or their relatives are interested in the agenda at item no. 13, directly or indirectly, except, Mr. Vishal Navin Mehta (DIN: 03310453) receiving remuneration in the capacity of Whole-time Director.

The approval of the Members by passing Special Resolution at item no. 13 of this notice is sought for approving *denovo* appointment of Mr. Vishal Navin Mehta (DIN: 03310453) as a Whole-time Director for a period of three years commencing from September 17, 2025.

By order of the Board of Directors of
RKB Global Ltd


Virat Sevantilal Shah
DIN: 00764118
Director

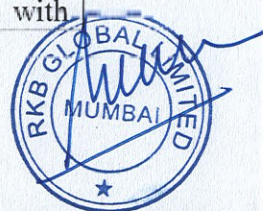


Date: 25.08.2025
Place: Mumbai

Annexure to Notice of 12th Annual General Meeting of the Members of RKB Global Limited

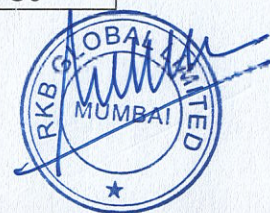
Annexure to resolution mentioned at item nos. 4, 5, 6, 10 and 13 to the notice calling 12th Annual General Meeting providing details as required to be furnished as per para 1.2.5 of the Secretarial Standard – 2 with respect to Director seeking re-appointment at this AGM

Name of the Director and DIN	Mr. Virat Sevnatilal Shah (DIN: 00764118)	Mr. Alok Virat Shah (DIN: 00764237)
Date of Birth	April 14, 1956	November 17, 1983
Age	69 years	41
Nationality	Indian	Indian
Date of Appointment on the Board	December 30, 2013	December 30, 2013
Qualification	Master's degree in Commerce from Mumbai University	Degree of Master's in Business administration from Griffith University, Australia
Brief resume (including nature of expertise and experience in specific functional areas)	He has approximately 50 Years of experience in the import, export, trading and manufacturing of Iron ore, Steel and Steel products	He has over 13 years of experience in the Steel Industry. He oversees the marketing, operations and strategic planning of the Company, driving its growth and ensuring its competitive edge in the market.
Shareholding in the Company (Rs.10/- each)	1,04,48,263 Equity Shares of Rs. 10/- each	1,24,86,701 Equity Shares of Rs. 10/- each
List of Directorship held in other Companies	1. Shreeji Builders Limited, 2. RR Lifecare Private Limited, 3. RKB Steel Private Limited 4. RR Metalmakers India Limited 5. Antop Hill Warehousing Co Limited 6. Oriva Consumer Products Limited 7. Ajju Mines and Minerals Private Limited 8. Egendom Infra LLP	1. RR Lifecare Private Limited 2. RR Metalmakers India Limited 3. RKB Steel Private Limited 4. Oriva Consumer Products Limited 5. Egendom Infra LLP
Committee Membership in other Company	Nil	Nil
Last Remuneration drawn (in the year 23-24)	No remuneration was drawn from the Company.	No remuneration was drawn from the Company.
Remuneration to be drawn after appointment /re-appointment	Payment of commission of 5% of the net profit of the Company calculated u/s 198	Payment of remuneration of 5% of the net profit of the Company calculated u/s 198 read with



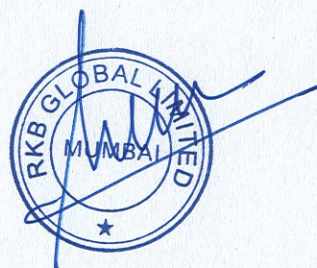
Name of the Director and DIN	Mr. Virat Sevnatilal Shah (DIN: 00764118)	Mr. Alok Virat Shah (DIN: 00764237)
	read with Section 197 of the Companies Act, 2013, reduced by the total remuneration, if any, paid to him during the financial year, as may be decided by the Board of Directors	Section 197 of the Companies Act, 2013, reduced by the total remuneration, if any, paid to him during the financial year, as may be decided by the Board of Directors
Relationship with Directors, Managers or other KMP	He is a Non-Independent Director Non-Executive Director, Chairman and is father of Mr. Alok Shah (DIN: 00764237), Managing Director and Promoter of the Company.	He is a Non-Independent Managing Director and is son of Mr. Virat Sevnatilal Shah (DIN: 00764118), Non-Executive Director, Chairman and Promoter of the Company.
Number of Meeting of Board attended during the Year (F.Y. 2024-25)	14 (Fourteen)	14 (Fourteen)
Terms and Conditions of Appointment/ re-appointment	To be re-appointed as liable to retire by rotation on the existing terms and conditions.	To be re-appointed as liable to retire by rotation on the existing terms and conditions.

Name of the Director and DIN	Mrs. Shruti Sudhakar Sawant (DIN: 06463461)	Mr. Kashyap Krishnaprasad Vaidya (DIN: 01955605)
Date of Birth	May 23, 1975	January 18, 1954
Age	50	71 years
Nationality	Indian	Indian
Date of Appointment	January 20, 2018	July 26, 2025
Qualification	S.Y.BA from Birla College, Kalyan	Chartered Accountant
Brief resume (including nature of expertise and experience in specific functional areas)	She has over 30 years' experience in Banking and Import Export Business.	He is practising as Chartered Account for more than 45 years of rich and versatile experience in the field of Finance, taxation and accounts advisory.
Shareholding in the Company (Rs.10/- each)	Nil	Nil
List of Directorship held in other Companies	1. RR Lifecare Private Limited 2. RR Metalmakers India Limited 3. RKB Steel Private Limited	1. G Corp Private Limited 2. G Corp Projects Private Limited 3. Gecorp Realty Private Limited 4. Gerealty Developers Private Limited 5. Beau Properties Private Limited 6. The Bombay Sugar Market Limited 7. Antop Hill Warehousing Co



		Limited
Committee Membership in other Company	Nil	Nil
Last Remuneration drawn (in the year 23-24)	Rs. 9,64,000	He is not paid any remuneration however, he will entitle to Sitting Fees, if approved by the Board.
Remuneration to be drawn after appointment /re-appointment	Rs. 82,750/- (Rupees Eighty Two Thousand Seven Hundred Fifty Only) per month Subject to an annual increment of up to 25% p.a	Nil
Relationship with Directors, Managers or other KMP	She is a Non-Independent Whole-time Director and does not have any relationship with Directors, Managers or other KMP.	Not related to any other Directors, Manager and KMP.
Number of Meeting of Board attended during the Year (F.Y. 2024-25)	14	Not Applicable
Terms and Conditions of Appointment/ re-appointment	To be re-appointed as liable to retire by rotation on the existing terms and conditions.	Proposed to be appointed as an Independent Director for a term of 5 (five) consecutive years w.e.f. July 26, 2025 till July 25, 2030 not liable to retire by rotation.

Name of the Director and DIN	Mr. Vishal Navin Mehta (DIN: 03310453)
Date of Birth	February 12, 1981
Age	44 years
Nationality	Indian
Date of Appointment on the Board	November 30, 2021
Qualification	Master's degree in Commerce from Mumbai University
Brief resume (including nature of expertise and experience in specific functional areas)	He has approximately 16 Years of experience in the Marketing and 5 years' experience in handling functioning of factory
Shareholding in the Company (Rs.10/- each)	NIL
List of Directorship held in other Companies	NIL
Committee Membership in other Company	NIL



Name of the Director and DIN	Mr. Vishal Navin Mehta (DIN: 03310453)
Last Remuneration drawn (in the year 23-24)	Rs. 14,66,020
Remuneration to be drawn after appointment /re-appointment	Rs. 1,22,168/- (Rupees Eighty Two Thousand Seven Hundred Fifty Only) per month Subject to an annual increment of up to 25% p.a
Relationship with Directors, Managers or other KMP	She is a Non-Independent Whole-time Director and does not have any relationship with Directors, Managers or other KMP.
Number of Meeting of Board attended during the Year (F.Y. 2024-25)	14 (Fourteen)
Terms and Conditions of Appointment/ re-appointment	To be re-appointed as liable to retire by rotation on the existing terms and conditions.

