



RULKA ELECTRICALS LTD

(MEP Project Contractor all over India)

(ISO - 9001 : 2015 Certified)

CIN U31103MH2013PLC243817

A-20, Shiva Industrial Estate, Lake Road, Bhandup (West) Mumbai - 400 078.

Phone No. 022 - 4974 2572 / 4974 2573 Email : projects@reelservices.com Website : www.reelservices.com

CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED IN THEIR EXTRA ORDINARY GENERAL MEETING BY THE MEMBERS OF THE RULKA ELECTRICALS LIMITED DULY CONVENED AND AT WHICH A PROPER QUORUM WAS PRESENT HELD ON TUESDAY, 10TH OCTOBER AT 11:30 A.M. AND CONCLUDED AT 12:45 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT A- 20, SHIVA INDUSTRIAL ESTATE CO. LTD., NEAR TATA POWER, BHANDUP WEST, MUMBAI – 400078

TO LIST EQUITY SHARES OF THE COMPANY BY WAY OF INITIAL PUBLIC ISSUE AND AN OFFER FOR SALE: -

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

“RESOLVED THAT in terms of Section 62 (1) (c), 23(1) (a) and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the consent of the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), the Securities Contracts (Regulation) Act, 1956, as amended (“SCRA”), and the rules framed there under, 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 (“SEBI LODR Regulations), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of company are proposed to be listed (the “Listing Agreements”) the Foreign Exchange Management Act, 1999 (“FEMA”) as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and all other concerned authorities and departments if and to the extent necessary and such other approvals, permissions and sanctions as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include a duly authorised Committee thereof for the time being exercising the powers conferred by the Board) as its sole discretion the consent of Shareholders/ Members of the Company and are hereby accorded to the Board of Directors to create, offer, issue and allot to the public and to such person or persons, who may or may not be the Shareholders/ Members of the Company, to the general public at large and to other categories of investors viz. QIBs (FII, FI, and other eligible entities as per SEBI Regulations), HNIs, Retail Investors, Employees of the Company, Non-resident Indians, Bodies Corporate or other entities as per the extant Regulations and to such other persons in one or more combinations thereof, from time to time in one or more tranches upto Rs. 40 Crores having Face value of Rs.10.00 each (Rupees Ten Only) at such premium by way of a fresh issuance, out of the authorized share capital of the Company, as the Board of Directors may deem fit and proper, to create, offer, issue and to enlist Equity Shares on the recognized Stock Exchange(s) (including SME platform) as the Board of Directors of the Company may deem fit and proper, as the Board or a Committee thereof may at its sole discretion decide and approve in consultation with Lead Manager (LM) on such terms and conditions including the number of shares to be issued, at par or at premium as may be finalized and approved by the Board in its absolute discretion in accordance with extant SEBI(ICDR) Regulations 2018, as amended from time to time and any other applicable statute.”

“RESOLVED THAT pursuant to provisions of section 28 of the Companies Act, 2013 and rules 8 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any statutory modifications or



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re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("ICDR Regulations"),

SEBI (LODR), 2015, Memorandum and Articles of Association of the Company and all other applicable laws and provisions, if any and all other appropriate statutory and other authorities, as required, and such other approvals, consent, permissions and sanctions as may be necessary. Approval of the shareholders of the Company be and is hereby accorded for undertaking an "Offer for Sale" ("OFS") of equity shares by Abhay Kantilal Shah HUF (offering upto 2,80,800 Equity Shares in Initial Public Offer of our Company) as Offer for sale for at a price to be determined in accordance with book built process and on such terms and conditions as may be decided by the Board, in terms of SEBI ICDR Regulations.

"RESOLVED FURTHER THAT the new equity shares so issued shall upon allotment shall have the same rights of voting as the equity shares and be treated for all other purposes paripassu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any declared, including other corporate benefits, if any, for the financial year in which the allotment has been made and in subsequent years."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution for fresh issue of shares and offer for sale, the Board be and is hereby authorized to do all such acts, deeds, things and matters of whatsoever nature that may be incidental thereto, including but not limited to appointment of Lead Manager (s), Legal Advisor, Syndicate Member(s), Underwriter(s), Market Maker(s), Depository (ies), Registrars and other agencies as may be involved in or concerned in such Public issue and to remunerate all such agencies by way of commission, brokerage, fees or otherwise, by way of entering into agreement or otherwise and to settle any question, doubt or difficulty that may arise in regard to the issue, offer and allotment of the said shares,"

Certified True Copy

FOR RULKA ELECTRICALS LIMITED



Nitin Indrakumar Aher
Whole Time Director
DIN:06546905



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Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

The following explanatory statement sets out all the material facts relating to the Special Business mentioned in the accompanying notice dated 15th September, 2023 and shall be taken as the forming part of the notice.

Item No 1

In view of the listing of equity shares of the Company on SME Platform of Stock Exchange it is proposed to sought approval of the shareholders of the Company for the Initial Public offering of the Equity Shares of the Company by way of fresh issue of Shares and offer for sale of equity shares by the existing shareholder with an aim to increase the Brand name of the company and listing of its equity shares on the stock Exchanges.

In view of the proposed public issue, the paid-up capital of the Company will be enhanced by allotting shares from whom application money will be received. Accordingly, shares will be allotted to persons other than existing shareholders and employees of the Company pursuant to provisions of Section 62(1)(c) of Companies Act, 2013, and unlisted Public Companies (preferential Allotment) Rules 2003. It is hereby required to authorize it by passing of Special Resolution in Extra Ordinary General Meeting.

Also in this regard, Company has received authorization letter dated 09.09.2023 from Shareholder i.e. Abhay Kantilal Shah HUF in respect of offer for Sale of Equity Shares of the Company.

The proposed Offer is in the interest of the Company and your Directors recommends for passing this resolution as a Special Resolution.

The Directors of the Company and their relatives may be deemed to be concerned or interested in the resolution to the extent of securities that may be offered by Selling Shareholder holding by them in their own Account.

No Director other than those above, Key Managerial Person or their relatives is concerned or interested in the resolution.

FOR RULKA ELECTRICALS LIMITED


Nitin Indrakumar Aher
Whole Time Director
DIN:06546905