

KANISHK ALUMINIUM INDIA LIMITED

(Formerly known as KANISHK ALUMINIUM INDIA PRIVATE LIMITED)

Registered Office: Plot No E-849 A, Fourth Phase Ricco Boranada, Jodhpur-342001, Rajasthan, India

CIN: U27109RJ2018PLC063198 **Email Id:** KAEPLJODHPUR@GMAIL.COM **Contact No.:** 9783800777

CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED IN THE EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF KANISHK ALUMINIUM INDIA LIMITED (FORMERLY KNOWN AS KANISHK ALUMINIUM INDIA PRIVATE LIMITED) HELD ON SHORTER NOTICE ON THURSDAY, 20TH DAY OF MARCH, 2025 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO E-849 A, FOURTH PHASE RICCO BORANADA, JODHPUR-342001, RAJASTHAN, INDIA

Item No.1: APPROVAL FOR BONUS ISSUE OF EQUITY SHARES:

"RESOLVED THAT pursuant to Sections 63, 123(5) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014) (including any statutory modifications or re-enactment thereof, for the time being in force) (collectively referred to as the "Companies Act") and in accordance with the articles of association of the Company, on the recommendation of the Board of Directors, the consent of the members be and are hereby accorded for capitalization of a sum of ₹ 3,54,00,000/- (Rupees Three Crores Fifty-Four Lakhs Only) out of the Securities Premium Reserves of the Company, for issue and allotment of 35,40,000 (Thirty-five Lakhs Forty Thousand Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each as Bonus Equity Share in the proportion of 3 (Three) Bonus Equity Shares of Rs. 10/- (Rupees Ten only) each, for every 5 (Five) existing fully paid-up equity share of Rs. 10/- (Rupees Ten Only) each to the existing shareholders of the company whose name is appearing on the Register of Members maintained by the Company/ Depository as on the "Record Date" i.e. Friday, March 21, 2025 and the Bonus Shares so distributed shall for all purpose be treated as an increase in the paid-up share capital of the Company held by each such member.

RESOLVED FURTHER THAT the Bonus Equity Shares so issued shall be treated for all purposes as an increase in the nominal amount in the share capital of the Company held by each such member and not as an income or distribution in lieu of dividend and the Bonus Equity Shares so issued shall rank pari-passu in all respects with the existing Equity Shares.

RESOLVED FURTHER THAT the Bonus Equity Shares shall be subject to the provisions of the memorandum of association and articles of association of the Company and shall in all respects rank pari-passu with the existing fully paid-up equity shares of ₹10 each of the Company and shall be entitled to any dividends declared after the allotment of the new bonus equity shares.

RESOLVED FURTHER THAT, the Bonus Equity Shares shall be credited to the respective beneficiary accounts of the members of the Company.

RESOLVED FURTHER THAT, Mr. Parmanand Agarwal, [Chairman cum Managing Director] and/or Mr. Ashish Agarwal, [Whole-Time Director], be and are hereby severally authorised to take all the necessary steps for giving effect to the foregoing resolution, including issue corporate action form to the depositories, issue of new share certificate, if required, issue allotment letters, if required, incur necessary expenses including payment of stamp duty, file necessary forms with the regulatory authorities in accordance with the applicable provisions of the Companies Act, to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing and do all such acts, deeds, matters and thing as deem necessary, proper or desirable in relation to the foregoing.

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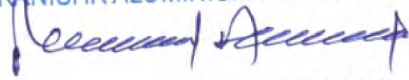
RESOLVED FURTHER THAT a copy of the above resolution certified to be true by any Director or the Company Secretary of the Company, be forwarded to concerned authorities for necessary action."

//Certified True Copy//

For KANISHK ALUMINIUM INDIA LIMITED

(formerly known as KANISHK ALUMINIUM INDIA PRIVATE LIMITED)

For KANISHK ALUMINIUM INDIA LTD.



DIRECTOR

Parmanand Agarwal

Chairman cum Managing Director

DIN: 08295200

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Explanatory Statement as per section 102 of Companies Act, 2013:

Item No.1

The Company proposes to issue equity shares by way of a bonus issue pursuant to Sections 63, 123(5) and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (the "Bonus Issue"). The Bonus Issue is proposed to be made in the proportion of 3 [three] new bonus equity shares of ₹10 each for every 5 [five] existing fully paid-up equity shares of ₹10 each to the holders of the equity shares of the Company, whose names shall appear in the Register of Members or in the respective beneficiary account with their respective Depository Participants as on 21/03/2025 (the "Record Date") and that the new bonus equity shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of equity share capital of the Company held by each such member and not as income in lieu of dividend credited.

For the Bonus Issue, the Board has proposed capitalizing a sum of ₹3,54,00,000 out of the Securities Premium Reserves of the Company.

The details of share capital of the Company pre and post the Bonus Issue shall be as under:

● Number of shares pre-Bonus Issue: 59,00,000 equity shares of ₹10 each aggregating to a share capital of ₹5,90,00,000.

● Number of shares post-Bonus Issue: 94,40,000 equity shares of ₹10 each aggregating to a share capital of ₹9,44,00,000.

Further, the following shall be taken note of:

a) the Company has not defaulted in respect of the payment of statutory dues of the employees, such as, contribution to provident fund, gratuity and bonus and

b) none of the promoters or directors of the Company a fugitive economic offender.

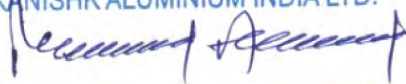
The Board recommends the matter and the resolution for the approval of the Members by way of passing Ordinary Resolution.

None of the directors or key managerial personnel of the Company or their relatives (as defined in the Companies Act, 2013) are interested in the proposed resolution, except in the ordinary course of business.

For KANISHK ALUMINIUM INDIA LIMITED

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For KANISHK ALUMINIUM INDIA LTD.



DIRECTOR

Parmanand Agarwal

Chairman cum Managing Director

DIN: 08295200

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Item No.2: APPROVAL FOR ISSUE AND ALLOTMENT OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFER):

"RESOLVED THAT pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) ("**Companies Act**"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), 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, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India ("**GoI**"), Securities Exchange Board of India ("**SEBI**") or Reserve Bank of India ("**RBI**"), Department for Promotion of Industry and Internal Trade ("**DPIIT**") and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the "**Applicable Laws**"), and in accordance with the 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 stock exchange where the Equity Shares are proposed to be listed ("**the Stock Exchange**"), and subject to any approvals from the GoI, the Registrar of Companies, Jaipur ("**RoC**"), SEBI, RBI, the Department of Economic Affairs, Ministry of Finance, Government of India ("**DEA**"), Ministry of Commerce and Industry, DPIIT, the Insurance Regulatory and Development Authority of India and all other appropriate statutory authorities and departments (the "**Regulatory Authorities**"), and such other approvals, consents, waivers, permissions and sanctions, the consent, approval, authority and sanction of the members be and is hereby granted to create, issue, allot and/or transfer such number of equity shares of face value of ₹ 10 each of the Company (the "**Equity Shares**") for an aggregate amount not exceeding Rs. 25 Crores or up to 40,00,000 (Forty Lakhs) equity shares of the face value of ₹ 10 /- each, to be issued at par or at premium in accordance with the provisions of SEBI ICDR Regulations comprising of a fresh issue of Equity Shares, at a price to be determined in consultation with the Book Running Lead Manager appointed in respect of the Issue ("**BRLM**"), by the fixed price process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, out of the authorized share 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, if any and qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu Undivided Families, Foreign Portfolio Investors as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2019, Indian and/ or multilateral and

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bilateral financial institutions, Venture Capital Funds, Alternative Investment Funds, Non-Resident Indians, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, National Investment Fund, 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, Trusts registered under Indian Trusts Act, 1882 and Societies registered under the Societies Registration Act, 1860, Development Financial Institutions, Systemically Important Non-banking Financial Companies, Indian Mutual Funds, Members of Group Companies, Indian public, Bodies Corporate, Companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including High Net worth Individuals, Retail Individual Bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the "Investors") by way of the Issue in consultation with the BRLM and/or underwriters and/or the stabilizing agent pursuant to a green shoe option and/or other advisors or such persons appointed for the Issue and on such terms and conditions as may be finalised by the Board in consultation with the BRLM through an issue document, prospectus and/or an offering memorandum, as required, and the decision to determine the category or categories of investors to whom the Issue/ transfer shall be made to the exclusion of all other categories of investors at the time of such Issue and allotment of Equity Shares considering the prevailing market conditions and other relevant factors wherever necessary and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM, underwriters and/or stabilizing agent and/or other advisors as may be appointed for the Issue on such terms as may be deemed appropriate by the Board, and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion thinks fit. Further, in consultation with the designated stock exchange an oversubscription, to the extent of 1% of the Issue may be made for the purpose of making allotment in minimum lots, while finalizing the basis of allotment.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Issue to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees (the "Reservation") or to provide a discount to the Issue price to Retail Individual Bidders or eligible employees (the "Discount"); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act, 2013, including the rules framed there under, relevant provisions of the Companies Act 2013 and subject to such further corporate and other approvals as may be required, the Board or the any Committee formed by Company be and is hereby in principally authorized, on behalf of the Company, to allot such number of equity shares as may be decided by it, to certain investors prior to the filing of the Red Herring Prospectus with SEBI ("Pre-IPO Placement"), at such price as the Board may, in consultation with the BRLM, determine in light of the then prevailing market conditions in accordance with the Companies Act 2013 the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, and do all such other acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion deem fit and including without limitation, negotiate, finalize and execute any document or agreement, including

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without limitation any Private Placement offer letters, placement 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 the consummation of the Pre-IPO Placement, the size of the IPO would be reduced to the extent of equity shares issued under the Pre-IPO Placement.

RESOLVED FURTHER THAT the Board be and is hereby authorized to invite the existing shareholders of the Company to participate in the IPO by making an Offer for Sale ("OFS") in relation to such number of Equity Shares held by them, and which are eligible for offer for sale in accordance with the SEBI ICDR Regulations, as the Board may determine.

RESOLVED FURTHER THAT the Equity Shares Issued or transferred pursuant to the Issue, along with the existing shares held by the current members, shall be listed on one or more recognized stock exchange in India.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board be and is hereby authorized to allot Equity Shares and finalise other matters in connection with or incidental to the Issue, including determining any anchor investor portion and allocate such number of Equity Shares to the anchor investor in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT all monies received out of the Issue shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Issue shall be refunded/ unblocked within such time, as specified by SEBI and in accordance with applicable law, or the Company and/or the selling members shall pay interest on failure thereof, as per applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any Issue / transfer of Equity Shares pursuant to the Issue, the Board and any other committee thereof, in consultation with the BRLM, be and is hereby authorized to determine the terms of the Issue including the class of investors to whom the Equity Shares are to be Issued / transferred, the number of Equity Shares to be Issued / transferred in each tranche, Issue price, premium amount, discount on Issue price to reserved categories (as allowed under Applicable Laws), listing on one or more Stock Exchange in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things 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 advisor, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Issue / transfer of the Equity Shares and such other activities as may be necessary in relation to the Issue 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 Issue, without requiring any further approval of the members 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 on its behalf.

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RESOLVED FURTHER THAT subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/such other persons or otherwise.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board, including any committee of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all 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 Issue; 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.

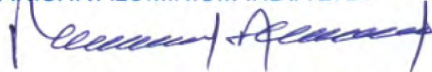
RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to concerned authorities for necessary actions."

//Certified True Copy//

For KANISHK ALUMINIUM INDIA LIMITED

(formerly known as KANISHK ALUMINIUM INDIA PRIVATE LIMITED)

For KANISHK ALUMINIUM INDIA LTD.



DIRECTOR

Parmanand Agarwal

Chairman cum Managing Director

DIN: 08295200

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Explanatory Statement as per section 102 of Companies Act, 2013:

Item No.2

The Company proposes to create, issue, allot and/or transfer equity shares of the Company of face value of ₹ 10 (the "Equity Shares") each up to an aggregate of ₹ 25 Crores or up to 40,00,000 Equity Shares, on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with Applicable Laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, registered 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.

The proposed offering ("Offer") shall include a fresh issue of the Equity Shares by the Company and offer for sale by existing shareholders of the Company, if any.

Material information pertaining to the Issue is as follows:

(i) Offer Price:

The price at which the Equity Shares will be allotted through the Offer, as well as the price band within which bidders in the Offer will be able to put in bids for Equity Shares offered in the Offer shall be determined and finalized by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, on the basis of the fixed price process.

(ii) Objects of the Offer:

The objects of the offer shall be disclosed in the Draft Red Herring Prospectus to be filed with Designated Stock Exchange as decided by the Board in consultation with BRLM, in connection with the Issue.

(iii) Intention of Directors/Key managerial personnel to subscribe to the Issue:

The Company will not make an issue of Equity Shares to any directors or key managerial personnel. However, directors or the key managerial personnel may apply for the Equity Shares in the various categories under the Issue in accordance with the SEBI ICDR Regulations.

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

No change in control is intended or expected as a result of the Issue.

(v) Allotment:

The allotment of Equity Shares pursuant to the Issue shall be completed within such time period as may be prescribed under applicable laws.

(vi) Pre-Issue and post-Issue shareholding pattern:

The pre-Issue and post-Issue shareholding pattern (to the extent applicable) shall be as disclosed in the offer documents filed in connection with the Issue.

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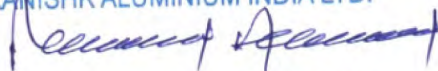
The Board recommends the resolution for approval of the members of the Company through a Special Resolution. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "**Companies Act, 2013**"), the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Issue, the Board will make necessary amendments.

All the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and, to the extent shares may be subscribed for and allotted in their names.

For KANISHK ALUMINIUM INDIA LIMITED

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For KANISHK ALUMINIUM INDIA LTD.



DIRECTOR

Parmanand Agarwal

Chairman cum Managing Director

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Item No.3: AUTHORISATION OF THE INVESTMENT LIMITS FOR NON-RESIDENT AND OVERSEAS CITIZEN OF INDIA:

"RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Companies Act, 2013, to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2016 ("Consolidated FDI Policy"), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Government of India, the Reserve Bank of India ("RBI") and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of Directors of the Company (Board which term shall include any Committee thereof which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution), the consent of members of the Company be and is hereby accorded for purchase/acquisition of Equity Share by Foreign Institutional Investors ("FIIs"), the Foreign Companies, Corporations, etc., registered with the Securities and Exchange Board of India ("SEBI"), on their own account and/or on behalf of their SEBI approved sub-accounts or Foreign Portfolio Investors (FPIs), on the recognized stock exchange or in any other manner, subject to the condition that the aggregate holding of the FIIs/FPIs shall not exceed 74% of the paid up Equity Share Capital of the Company, provided however that the shareholding of each FII, on its own account and on behalf of each of the SEBI approved sub-accounts of FPI shall not exceed such limit as are applicable or may be prescribed, from time to time, under applicable acts, laws, rules and regulation (including any statutory modification or re-enactment thereof for time being in force)."

"RESOLVED FURTHER THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Companies Act, 2013, to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2016 ("Consolidated FDI Policy"), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India ("RBI") and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of Directors of the Company, (Board which term shall include any Committee thereof which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution), the consent of members of the Company be and is hereby accorded for purchase/ acquisition of the Equity Shares of the Company by Non-Resident Indians (NRIs) on the recognized stock exchange or in any other manner including investment under the Portfolio Investment Scheme ("PIS"), subject to the conditions that the aggregate holding of the NRIs shall not exceed 24% of the paid up equity share capital of the Company or such other limit as may be stipulated by Reserve Bank of India in each case, from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and to

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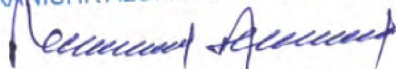
represent the Company before any government authorities and delegating all or any of the power conferred herein to any Committee or Directors of the Company."

//Certified True Copy//

For KANISHK ALUMINIUM INDIA LIMITED

(formerly known as KANISHK ALUMINIUM INDIA PRIVATE LIMITED)

For KANISHK ALUMINIUM INDIA LTD.


DIRECTOR

Parmanand Agarwal

Chairman cum Managing Director

DIN: 08295200

KANISHK ALUMINIUM INDIA LIMITED

(Formerly known as KANISHK ALUMINIUM INDIA PRIVATE LIMITED)

Registered Office: Plot No E-849 A, Fourth Phase Ricco Boranada, Jodhpur-342001, Rajasthan, India

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Explanatory Statement as per section 102 of Companies Act, 2013:

Item No.3

In terms of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Foreign Institutional Investors ("FII") registered with the Securities and Exchange Board of India ("SEBI") can acquire and hold on their own account and on behalf of their SEBI approved sub-accounts or Foreign Portfolio Investors ("FPI") together, up to an aggregate limit of 24% (twenty four per cent) of the paid up Equity Share Capital of an Indian Company. The said Regulations further provide that the limit of 24% (twenty-four per cent) can be further increased up to the sectoral cap/statutory ceiling as applicable by passing a resolution of the Board, a Special Resolution to that effect by its members and followed by necessary filings with the Reserve Bank of India ("RBI") if any.

The Board of Directors at their meeting held on 19th March, 2025, decided to (1) increase the aggregate permissible limit of Foreign Equity Shareholding of the Company to 74% (seventy four per cent) of the paid-up Equity Share Capital of the Company, in accordance with applicable laws and (2) increase the aggregate permissible limit of Non Resident Indians (NRIs) in equity shareholding of the Company to 24% of the paid-up Equity Share Capital of the Company, in accordance with applicable laws and, subject to the approval of the Members.

Accordingly, the Resolution set out at Item No. 3 of this Notice is proposed to enable the (1) FII's to acquire Equity Shares of the Company upto the revised ceiling limit of 74% (seventy-four per cent) of the paid-up Equity Share Capital of the Company, (2) NRIs to acquire Equity Shares of the Company upto the revised ceiling limit of 24%.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

For KANISHK ALUMINIUM INDIA LIMITED

(formerly known as KANISHK ALUMINIUM INDIA PRIVATE LIMITED)

For KANISHK ALUMINIUM INDIA LTD.

DIRECTOR

Parmanand Agarwal

Chairman cum Managing Director

DIN: 08295200