Jaytee Alloys & Components Limited

(Formerly Jaytee Alloys & Components Pvt. Ltd.)

Specialised in : Manufacturers of Non Ferrous Alloys, Radiation Shielding Products and Pressure Cooker Parts

Regd. Office Address and Mfg. Unit I : A-33/11, Vishwakarma Compound, Site IV, Sahibabad Industrial Area, Ghaziabad (U.P) PIN- 201010
Mfg Unit II : PLOT NO. 21-22, Phase-2, Industrial Area Gagret, UNA, Himachal Pradesh, 177201
CIN : U24203UP2024PLC202623

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF JAYTEE ALLOYS & COMPONENTS LIMITED (FORMERLY KNOWN AS JAYTEE ALLOYS & COMPONENTS PRIVATE LIMITED) FOR THE FINANCIAL YEAR 2024-25 HELD ON MONDAY, 23RD DAY OF DECEMBER 2024 AT 11:00 A.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT A33/11, SITE-4, SAHIBABAD, GHAZIABAD, UTTAR PRADESH, INDIA, 201010.

ITEM NO. 1 - APPROVAL FOR RAISING OF CAPITAL THROUGH AN IPO COMPRISING OF FRESH ISSUE OF EQUITY SHARES, INCLUDING, ANY DISCOUNT AND RESERVATION CONTEMPLATED IN THE OFFER AND PRE-IPO PLACEMENT.

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, including the Companies (Share Capital and Debentures) Rules, 2014, each as amended, (including any statutory modifications or re-enactment thereof, for the time being in force) (collectively, the "Companies Act"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulations) Rules, 1957, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), each as amended, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the National Stock Exchange of India Limited ("NSE"), the Emerge Platform of the NSE ("NSE Emerge") or any other stock exchange's SME platform where the Equity Shares are proposed to be listed (the "SME Stock Exchange"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the Foreign Exchange Management Act, 1999 (the "FEMA") and the rules and regulations made thereunder, each as amended, and any other applicable laws, rules, regulations, guidelines, clarifications, circulars and notifications issued by the SEBI, the RBI, the Government of India, the NSE, the SME Stock Exchange and any foreign investment law or policy 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 SME Stock Exchange, and subject to any approvals, consents, permissions and sanctions as may be required from the Government of India ("GoI"), the Registrar of Companies, Uttar Pradesh at Kanpur ("RoC"), the SME Stock Exchange, the SEBI, the RBI and all other appropriate statutory authorities and departments (collectively, the "Regulatory Authorities") and subject to such governmental and regulatory 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 of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorized committee thereof (the "**IPO Committee**") for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the members of the Company be and is hereby accorded for an initial public offering of equity shares of the Company

JAYTEE ALLOYS & COMPONENTS LTD.

and the Board is hereby authorized to create, issue, offer and allot equity shares of face value of ₹10 each (the "Equity Shares") aggregating upto 35,50,000 equity shares, subject to the post-Issue paid up capital not exceeding INR 25 crores, by way of a fresh issue of Equity Shares (the "Issue") (with an option to the Company to retain an over-subscription to the extent of 1% of the net Issue size, or such other extent as may be permitted under Applicable Laws, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange) including any issue and allotment of Equity Shares to the market makers and/or any other person pursuant to any pre-IPO placement in terms of the SEBI Regulations, at a price to be determined, by the Company in consultation with the book running lead manager appointed for the Issue ("BRLM"), through the book building process in terms of the SEBI Regulations or otherwise in accordance with Applicable Laws, at such premium or discount or at par 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 Regulations.

"RESOLVED FURTHER THAT, for the purpose of giving effect to the Issue and listing the Equity Shares on the SME platform of the relevant stock exchange, a committee of the Board named the 'IPO Committee' be and is hereby constituted, consisting of the following members:
Mr. Naman Jain, Chairperson
Mr. Ashok Kumar Jain, Member
Mrs. Swati Jain, Member

RESOLVED FURTHER THAT the terms of reference and powers of the IPO Committee shall be as decided by the Board from time to time."

RESOLVED FURTHER THAT in accordance with Applicable Laws, the Issue may include, without limitation, issuance and allotment of Equity Shares to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company, including reservation for any permissible persons or categories of investors, for cash at a price to be determined by the book building process in accordance with the provisions of the SEBI Regulations, and in such manner and on such terms and conditions as the Board may at its discretion decide in consultation with the BRLMs and as may be permissible under Applicable Laws.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things and negotiate, finalize and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Issue, including any pre-IPO placement, and the consequent listing of the Equity Shares on the SME Stock Exchange on behalf of, and in the best interests, of the Company, including determination of the terms of the Issue, including any pre-IPO placement, the timing, size and price, in terms of the SEBI Regulations or otherwise in accordance with Applicable Laws, at such premium or discount or at par per Equity Share as may be fixed and determined by the Board in consultation with the BRLMs in accordance with SEBI Regulations, to any category of person or persons who are eligible investors, who may or may not be shareholders of the Company, including anchor investors, if any, and qualified institutional buyers as defined under

JAYTEE ALLOYS & COMPONENTS LTD.

Regulations 2(1)(c) and 2(1)(ss) respectively of the SEBI Regulations, non-resident investments (whether institutions, incorporated bodies, registered mutual funds and/or individuals or otherwise), one or more of the members of the Company, eligible employees (whether through any reservation of certain number of Equity Shares for any category or categories of persons as permitted under Applicable Laws (the "**Reservation**") or otherwise), Hindu undivided families, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, registered venture capital funds, foreign venture capital investors, registered alternative investment funds, public financial institutions as specified in the Companies Act, 2013, resident Indians, non-resident Indians, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, insurance funds, eligible provident funds, eligible 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/societies registered under the Societies Registration Act, 1860, as amended, development financial institutions, systemically important non-banking financial companies, multilateral and bilaterial financial institutions, Indian mutual funds, 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 in the Equity Shares under Applicable Laws (collectively referred to as the "**Investors**") by way of the Issue in consultation with the BRLMs and/or underwriters and/or the stabilizing agent 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 BRLMs through an offer document, prospectus and/or an offering memorandum, as required, and that the Board or the IPO committee, as the case may be, in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit."

"**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 23, 62(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013, the SEBI Regulations and other Applicable Laws and subject to such further corporate and other approvals as may be required, the Board, either by itself or the IPO Committee thereof, be and is hereby authorized on behalf of the Company, subject to such regulatory and/or corporate approvals that may be required, to undertake a private placement of certain specified securities to selected investors as permitted under Applicable Laws ("**Pre-IPO Placement**") up to such number of specified securities/up to such aggregate amount and at such price as the Board may, determine, in consultation with the BRLM, in light of the then prevailing market conditions and in accordance with the Companies Act, the SEBI Regulations and other Applicable laws, regulations, policies or guidelines, and in the event of happening of the Pre-IPO Placement, the size of the Issue would be reduced to the extent of Equity Shares issued and subscribed under the Pre-IPO Placement subject to the Issue satisfying the minimum issue size requirements under Applicable Law, and to take any and all actions in connection with the Pre-IPO Placement as the Board or the IPO Committee may think fit and 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, to seek any consent or approval required or necessary, to 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,

JAYTEE ALLOYS & COMPONENTS LTD.

appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Issue, the Board, or the IPO Committee thereof, in consultation with the BRLMs, may determine the terms of the Issue including the category or categories of investors to whom the Equity Shares are to be allotted or transferred to the exclusion of all other categories of investors and in such manner as the Board may, at its discretion, deem fit, including in consultation with the BRLMs, underwriters and/or other advisors as may be appointed for the Issue on such terms as may be deemed appropriate by the Board, the number of Equity Shares to be allotted or transferred, Issue price, premium amount, discount (as allowed under Applicable Laws), listing on one or more SME Stock Exchanges as the Board in its absolute discretion deems fit in relation to the Issue, in consultation with the BRLMs, 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 entering into arrangements with BRLMs, underwriters, banker(s) to the Issue, monitoring agency, escrow agents, legal advisors, etc., approving and appointing intermediaries in relation to the Issue, 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 and allotment of the Equity Shares, including in relation to utilization of the Issue proceeds, if applicable 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 shareholders, except as required under law, and that all or any of the powers of the Company conferred on the Board pursuant to these resolutions may be exercised by the Board or the IPO Committee."

"RESOLVED FURTHER THAT the Board, either by itself or through the IPO Committee thereof, be and is hereby authorized on behalf of the Company, at its sole discretion, 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"), at the discretion of the Board; 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."

JAYTEE ALLOYS & COMPONENTS LTD.

"RESOLVED FURTHER THAT the Equity Shares issued, allotted and/or transferred pursuant to the Issue shall be listed on the SME platform of the National Stock Exchange of India Limited or the SME platform of BSE Limited, as determined by the Board at its absolute discretion."

"RESOLVED FURTHER THAT the Equity Shares so allotted and/or transferred under the Issue (including pursuant to 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 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

(i) All monies received out of the Issue shall be transferred to a separate bank account opened for the purpose of Issue referred to section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Issue shall be refunded within such time, as specified by SEBI and in accordance with Applicable Laws, or the Company shall pay interest on failure thereof, as per Applicable Laws;

(ii) Details of all monies utilized out of the Issue referred above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized; and

(iii) Details of all unutilized monies out of the issue of shares, if any, referred to above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested;

(iv) Object of the issue will be as disclosed in the draft red herring prospectus filed with the SME Stock Exchange and/or any other concerned regulator;"

"RESOLVED FURTHER THAT subject to the provisions of the SEBI Regulations, such Equity Shares as are not subscribed and/or transferred by way of the Issue, may be disposed off by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with banks/financial institutions/investment institutions/mutual funds/foreign portfolio investors/bodies corporate/such other persons or otherwise, in accordance with Applicable Laws, without further approval of the members of the Company."

"RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board, or any of Ms. Somya Singhal (Company Secretary) and Mr. Sanjay Kumar Sharma (Chief Financial

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CIN : U24203UP2024PLC202623

Officer), be and are hereby severally authorized for and on behalf of the Company, to do all such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Issue and to delegate all or any of the powers herein conferred in such manner as it may deem fit, 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 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."

For and on Behalf of
Jaytee Alloys & Components Limited (Formerly known as Jaytee Alloys & Components Private Limited)

JAYTEE ALLOYS & COMPONENTS LTD.

Naman Jain
Director
DIN: 02704942

Date: 17-01-2025
Place: Sahibabad

Jaytee Alloys & Components Limited

(Formerly Jaytee Alloys & Components Pvt. Ltd.)

Specialised in : Manufacturers of Non Ferrous Alloys, Radiation Shielding Products and Pressure Cooker Parts

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

APPROVAL FOR RAISING OF CAPITAL THROUGH AN IPO COMPRISING OF FRESH ISSUE OF EQUITY SHARES, INCLUDING, ANY DISCOUNT AND RESERVATION CONTEMPLATED IN THE OFFER AND PRE-IPO PLACEMENT.

The Company proposes to raise funds by creating, issuing and/or allotting such number of Equity Shares aggregating up to 35,50,000 Equity Shares, by way of a fresh issue of Equity Shares, out of the authorized share capital of the Company by way of an initial public offer of its equity shares of face value of ₹10 each (the "Equity Shares") (the "Issue") after considering the prevailing market conditions and other relevant factors, at the opportune time in consultation with the BRLM and subject to Applicable laws and receipt of regulatory approvals, on such terms and at such price or prices and at such time as may be considered appropriate by the board of directors of the Company ("Board") or a duly authorised committee thereof, in consultation with the BRLM appointed for the Issue, to various categories of permitted investors who may or may not be shareholder(S) of the Company in the Issue by way of a book building process under the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI Regulations") and the Companies Act, 2013, and the rules made thereunder, as amended. The Equity Shares, if any, allotted pursuant to the Offer shall rank in all respects *pari passu* with the existing equity shares of the Company.

The Company intends to undertake the Issue and list its Equity Shares at an opportune time in consultation with the book running lead managers appointed for the Issue (the "BRLMs") and other advisors to be appointed for the Issue and subject to applicable regulatory and other approvals, to the extent necessary.

In view of the above and in terms of Sections 23 and 62(1)(c) of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended, the approval of the shareholders of the Company is required for the Issue through a special resolution.

The Equity Shares are proposed to be listed either on the SME platform of the National Stock Exchange of India Limited or the SME platform of BSE Limited, as determined by the Board at its absolute discretion (the "SME Stock Exchange") and the Company will be required to enter into listing agreements with the SME Stock Exchange, as applicable.

The proceeds from the Issue will be utilized for the purposes that shall be disclosed in the draft red herring prospectus to be filed with the SME Stock Exchange and/or any other concerned regulator in connection with the Issue. The Board has the authority to modify the objects on the basis of the requirements of the Company subject to Applicable Laws. The price at which the Equity Shares will be allotted through the Issue, as well as the price band within which bidders in the Issue will be able to put in bids for Equity Shares offered in the Issue shall be determined and finalised by the Company in consultation with the BRLMs in accordance with the SEBI Regulations, on the basis of the book building process.

JAYTEE ALLOYS & COMPONENTS LTD.

Subject to receipt of applicable regulatory and/or corporate approvals, the Company also proposes to undertake a private placement of certain specified securities to selected investors as permitted under Applicable Laws ("**Pre-IPO Placement**") up to such number of specified securities/up to such aggregate amount and at such price as the Board may determine, in consultation with the BRLM, in light of the then prevailing market conditions and in accordance with the Companies Act, the SEBI Regulations and other Applicable laws, and in the event of happening of the Pre-IPO Placement, the size of the Issue would be reduced to the extent of Equity Shares issued and subscribed under the Pre-IPO Placement.

The Company will not make an issue of Equity Shares to any of the promoters, or members of the promoter group of the Company in the Issue. However, directors or key managerial personnel of the Company may apply for the Equity Shares in the various categories (including reserved categories) under the Issue in accordance with the SEBI Regulations, the Companies Act and any other Applicable Laws.

Other than through their participation in the Issue as mentioned above, none of the directors or key managerial personnel, senior management of the Company or the relatives of the said persons are concerned or interested in the proposed resolution.

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

The Board at its meeting held on 18th December 2024 has approved the matter and recommends the resolutions in Item No. 1 of the Notice for your approval as a special resolution.

Accordingly, approval of the members of the Company is sought to issue Equity Shares under Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each, as amended.

For and on Behalf of
Jaytee Alloys & Components Limited (Formerly known as Jaytee Alloys & Components Private Limited)

JAYTEE ALLOYS & COMPONENTS LTD.

Naman Jain
Director
DIN: 02704942

Date: 17-01-2025
Place: Sahibabad