

## NOTICE TO THE 31<sup>ST</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 31<sup>st</sup> Annual General Meeting of the members of **RANJEET MECHATRONICS LIMITED** will be held on Monday, 30<sup>th</sup> day of September, 2024 at 12 noon at the Registered Office of the Company, situated at Block A, Office No:407, Dev Aurum, Anand Nagar Char Rasta, Prahalad Nagar Road Ahmedabad Gujarat 380015 to transact the following business.

### ORDINARY BUSINESS:-

#### ITEM NO.1: ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on March 31, 2024 together with the Report of Board of Directors and Report of Auditors thereon.

#### ITEM NO.2: APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Rakeshbhai Vallabhbhai Swadia(DIN: 00356657), who retires by rotation and being eligible, offers himself for re-appointment.

**ITEM NO.3: TO APPOINT M/S. ABHISHEK KUMAR AND ASSOCIATES, CHARTERED ACCOUNTANTS, AHMEDABAD (FIRM REGISTRATION NO: 130052W) AS THE STATUTORY AUDITORS OF THE COMPANY TO HOLD OFFICE FOR A PERIOD OF 5 (FIVE) CONSECUTIVE FINANCIAL YEARS, FROM THE CONCLUSION OF THE 31ST ANNUAL GENERAL MEETING OF THE COMPANY UNTIL THE CONCLUSION OF THE 36TH ANNUAL GENERAL MEETING OF THE COMPANY AND TO AUTHORIZE THE BOARD OF DIRECTORS OF THE COMPANY TO FIX THEIR REMUNERATION.**

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. Abhishek Kumar And Associates, Chartered Accountants, Ahmedabad (Firm Registration No: 130052W) be and are hereby appointed as one of the Statutory Auditor of the Company in place of M/s Philip Fernandes & Co., Chartered Accountants, (Firm Registration No: 128122W), the retiring Statutory Auditor, to hold the office from the conclusion of this 31<sup>st</sup> Annual General Meeting until the conclusion of the 36<sup>th</sup> Annual General Meeting of the Company to be held in the year 2029 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**ITEM NO.4: RE-APPOINTMENT OF MR. KUNAL SUDHIRBHAI SHAH (DIN: 08177662) AS THE INDEPENDENT DIRECTOR OF THE COMPANY:**

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and in accordance with the recommendation of Nomination and Remuneration Committee and as approved by the Board of Directors,

Mr. KunalSudhirbhai Shah (DIN: 08177662), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and also provided his consent as prescribed under the provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Kunal Sudhirbhai Shah's candidature for the office of Director, who is eligible for reappointment, be and is hereby reappointed as an Non-Executive Independent Director of the Company to hold office for a second term of 5 (Five) years with effect from 30<sup>th</sup>September, 2024upto29<sup>th</sup> September, 2029 and whose office shall not be liable to retire by rotation."

**"RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kunal Sudhirbhai Shah (DIN: 08177662) be paid such fees as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed by the Company from time to time."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**ITEM NO.5: REAPPOINTMENT OF MR. RAKESHBHAI SWADIA (DIN: 00356657), AS THE MANAGING DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION:**

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 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for reappointment of Mr. Rakeshbhai Swadia (DIN: 00356657) as the Managing Director of the Company for a further period of 5 (five) years with effect from 30<sup>th</sup>September, 2024upto 29<sup>th</sup>September, 2029, on terms and conditions including remuneration for a period of 3 (three) years with effect from 30<sup>th</sup>September, 2024upto 29<sup>th</sup> September, 2027 as mentioned in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its power conferred by this Resolution) to alter and vary the terms and conditions of the said reappointment, and/ or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

**"RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, in the event of any loss, absence or inadequacy of the profits of the Company in any financial year during the period of 3 (three) years with effect from 30<sup>th</sup>September, 2024 upto 29<sup>th</sup> September, 2027, the remuneration mentioned in the Explanatory Statement hereunder shall be paid to Mr. Rakeshbhai Swadia (DIN: 00356657) as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force)."

**"RESOLVED FURTHER THAT** the Board of Directors/ Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as

may be required and to delegate all or any of its powers herein conferred to any committee of board to give effect to the aforesaid resolution.”

**ITEM NO.6: REAPPOINTMENT OF MR. DEVARSHIBHAI SWADIA (DIN: 00356752), AS THE WHOLETIME DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION:**

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 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for reappointment of Mr. Devarshibhai Swadia (DIN: 00356752) as the Whole time Director of the Company for a further period of 5 (five) years with effect from 30<sup>th</sup> September, 2024 upto 29<sup>th</sup> September, 2029, on terms and conditions including remuneration for a period of 3 (three) years with effect from 30<sup>th</sup> September, 2024 upto 29<sup>th</sup> September, 2027 as mentioned in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its power conferred by this Resolution) to alter and vary the terms and conditions of the said reappointment, and/ or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

“**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, in the event of any loss, absence or inadequacy of the profits of the Company in any financial year during the period of 3 (three) years with effect from 30<sup>th</sup> September, 2024 upto 29<sup>th</sup> September, 2027, the remuneration mentioned in the Explanatory Statement hereunder shall be paid to Mr. Devarshibhai Swadia (DIN: 00356752) as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).”

“**RESOLVED FURTHER THAT** the Board of Directors/ Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of board to give effect to the aforesaid resolution.”

**ITEM NO.7: TO APPROVE THE RELATED PARTY TRANSACTIONS OF THE COMPANY UNDER SECTION 188 OF THE COMPANIES ACT, 2013**

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 Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:

Nature of transaction as per Section 188 of the Companies Act, 2013	Name of Director/ KMP who is interested and nature of their relationship	Estimated Maximum Amount
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Utilization of Property situated at A-201 Asavari Tower S.G Highway Ahmedabad - 380015, owned by Mr. Rakeshbhai Swadia and relatives as guest house for official purpose of the Company without paying any fixed rent expense. (The Company shall pay only utility bills of the property such as electricity bills, water bill and property tax, etc. as per the usage)	Mr. Rakeshbhai Swadia, Chairman and Managing Director, Mr. Nitaben Swadia, Non-executive Director, Mr. Devarshi Swadia, Wholetime Director of the Company are common directors.	Rs. 10 Lakhs p.a. (at actual expenses)
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**“RESOLVED FURTHER THAT** the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR, RANJEET MECHATRONICS LIMITED  
SD/-**

**DATE:-6TH SEPTEMBER, 2024  
PLACE:- AHMEDABAD**

**MR. RAKESH V. SWADIA (DIN: 00356657)  
CHAIRMAN AND MANAGING DIRECTOR**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
2. If a Proxy is appointed for more than fifty members, he shall choose any fifty Members and confirm the same to the Company before the commencement of specified period for inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid.
3. The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

5. Register of Members and the Share Transfer Books of the Company will remain closed from Saturday 21<sup>st</sup> September, 2024 to Monday, 30<sup>th</sup> September, 2024. (Both days inclusive).
6. The record date for the purpose of determining the eligibility of the Members to attend the 31<sup>st</sup> Annual General Meeting of Company will be 20<sup>th</sup> September, 2024.
7. All documents referred to in the accompanying notice will be kept open for inspection at the Registered Office of Company on all working days during business hours prior to date of Annual General Meeting.
8. Members/ Proxies/ Representatives are requested to bring the Attendance Slip, enclosed with the Annual Report/ Notice for attending the meeting, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
9. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Transfer Agent.
11. Members who have not registered their e-mail address so far are requested to register their e-mail address with depository participant/ Registrar and Transfer Agents for receiving all the communications including Annual reports, Notices etc. In electronic mode.
12. Members holding shares in physical form are requested to immediately get the same dematerialized as it is now mandatory as per the provisions of the Companies Act, 2013 that all shares of the listed entity shall be held in Demat form only. Further, in case of physical shares, no transaction w.r.t transfer/transmission will be carried out by the Company and that the Company shall not be held responsible for such rejection to the application made in this regard by the members holding physical shares.
13. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
14. Non-Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:
  - i. Change in their residential status on return to India for permanent settlement.
  - ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

#### **IMPORTANT COMMUNICATION TO MEMBERS**

Pursuant to Section 101 and 136 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, and under regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015, Annual Report of the Company has been sent through email to those members whose email ID is registered with the Company/ Depository. In case any member wants a physical copy of the Annual Report he may write to the Company Secretary/ RTA.

**MEMBERS WHO HAVE NOT YET REGISTERED THEIR EMAIL ADDRESS ARE REQUESTED TO REGISTER THEIR EMAIL ADDRESS EITHER WITH THE DEPOSITORIES OR WITH THE COMPANY.**

15. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM. Corporate members intending to authorize their representatives to participate and vote at the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board resolution / authorization letter to the Company on [cs.compliance@ranjeet.co.in](mailto:cs.compliance@ranjeet.co.in) or to the scrutinizers of the Company at [riddhi.khaneja@gmail.com](mailto:riddhi.khaneja@gmail.com) or upload on the e-voting portal.
16. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members



whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM along with the explanatory statement and Annual Report 2023-24 are available on the website of the Company at [www.ranjeet.co.in](http://www.ranjeet.co.in), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of Central Depository Services Limited (CDSL) i.e. [www.evotingindia.com](http://www.evotingindia.com) (the Authorised agency for providing voting through electronic means).

17. In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. RakeshbhaiVallabhbbhaiSwadia (DIN: 00356657), Director of the Company retires by rotation at forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.
18. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday 21<sup>st</sup> September, 2024 to Monday, 30<sup>th</sup> September, 2024. (Both days inclusive).
19. Members holding shares, in physical form, if any are requested to immediately get the same dematerialized as it is now mandatory as per the provisions of the Companies Act, 2013 that all shares of the listed entity shall be held in Demat form only. Further, in case of physical shares, no transaction w.r.t transfer/transmission will be carried out by the Company and that the Company shall not be held responsible for such rejection to the application made in this regard by the members holding physical shares. (If all the shares of the Company are in demat than this point can be done away with).
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Transfer Agent.
21. Members holding shares in Demat form are requested to notify any changes in their Addresses with their Depository Participants. For Members holding shares in physical form are requested to notify about the same to the Company/ Company's Registrar & Share Transfer Agent (RTA) viz. Alankit Assignments Limited.
22. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days during business hours prior to date of Annual General Meeting.
23. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
24. Non-Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:
  - i. Change in their residential status on return to India for permanent settlement.
  - ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
25. Process and manner for members opting for voting through Electronic means:
  - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
  - ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting

by electronic means. The members may cast their votes using an electronic voting system through remote e-voting services provided by Central Depository Services Limited (CDSL) from a place other than the venue of the Meeting.

- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM but shall not be entitled to cast their vote again.
- iv. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 27<sup>th</sup> September, 2024 at 9.00 a.m. and ends on 29<sup>th</sup> September, 2024 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20<sup>th</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li><b>1)</b> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li><b>2)</b> After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li><b>3)</b> If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li><b>4)</b> Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li><b>1)</b> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li><b>2)</b> If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li><b>3)</b> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting



demat mode) login through their Depository Participants (DP)	feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the</li> </ul>

OR Date of Birth (DOB)	member id / folio number in the Dividend Bank details field.
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs.compliance@ranjeet.co.in](mailto:cs.compliance@ranjeet.co.in) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. RakeshDalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**ANNEXURE-1 OF THE NOTICE**

**(I) AS PER THE REQUIREMENT OF REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2), DETAILS INCLUDING THE PROFILE OF DIRECTORS SEEKING RE-APPOINTMENT DUE TO RETIREMENT BY ROTATION, RE-APPOINTMENT AS MANAGING DIRECTOR AND WHOLTIME DIRECTOR AND INDEPENDENT DIRECTOR IS GIVEN BELOW:**

<b>Name of Director/</b>	<b>Mr. Rakeshbhai Vallabhbhai Swadia Chairman Managing Director</b>	<b>Mr. Devarshibhai Swadia Wholtime Director</b>	<b>Mr. Kunal Sudhirbhai Shah Non-Executive Independent Director</b>
<b>Date of Birth/ Age</b>	25/12/1959	20/07/1984	03/08/1986
<b>Date of First Appointment</b>	04/04/1994	01/12/2003	12/07/2018
<b>Qualification</b>	Completed First Year Bachelor of Commerce (B.Com) in the Year 1980.	Bachelor of Business Administration (B.B.A.) from Gujarat University in the year 2004.	Bachelor in Technology in aviation Hospitality & Travel of Air hostess Training Management - 2008 from Frankfinn Institute of Air Hostess Training.
<b>Terms and Conditions of appointment or re-appointment</b>	As per the agreement executed by the Company with him on 6 <sup>th</sup> September, 2024, available for inspection by the Members of the Company.	As per the agreement executed by the Company with him on 6 <sup>th</sup> September, 2024, available for inspection by the Members of the Company.	As per the explanatory Statement to the Notice
<b>Expertise in Specific functional areas</b>	He is thoroughly familiar with Industry of Industrial Pumps, Electric motors, and Diesel Generating sets. He has been managing the Company since April, 1994. He will continue guiding Company with his valuable experience as a Chairman and Managing Director of the Company.	He is thoroughly familiar with Industry of Industrial Pumps, Electric motors, and Diesel Generating sets. He is assisting his father in day to day business activities of the Company being a Director of the Company since, 2003. He will continue guiding Company with his valuable experience as a Wholtime Director of the Company.	Mr. Kunal Sudhirbhai Shah has served the Company with his market values and understanding during his first term. Looking to his support and knowledge of the industry the Board has decided to keep him on the Board of the Company for a second term of five years.
<b>Number of shares held in the Company (As on 31.03.2024)</b>	19,12,120	12,53,240	Nil
<b>Past Remuneration</b>	---	----	-
<b>Remuneration Proposed</b>	35,00,000	24,00,000	N.A
<b>List of other Companies in which Directorships are held</b>	N.A	1. MEPALLEAF LIQUOR PRIVATE LIMITED	N.A

<b>Memberships/ Chairpersonships of committees of other Board</b>	Nil	Nil	Nil
<b>No. of Board Meetings attended during the year 2023-24</b>	5/5	5/5	5/5
<b>Relationship with other Directors/ Manager and other Key Managerial Personnel</b>	Husband of Mrs. NitabenSwadia, Non-Executive Director, Father of Mr. DevarshibhaiSwadia, Wholetime Director of the Company	Son of Mrs. NitabenSwadia, Non-Executive Director, and Mr. RakesbhaiSwadia, Chairman and Managing Director of the Company	N.A

**DATE:-6TH SEPTEMBER, 2024**  
**PLACE:- AHMEDABAD**

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR, RANJEET MECHATRONICS LIMITED  
SD/-  
MR. RAKESH V. SWADIA (DIN :00356657)  
CHAIRMAN AND MANAGING DIRECTOR**



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**DETAILS OF STATUTORY AUDITOR PROPOSED TO BE APPOINTED AS REQUIRED TO BE DISCLOSED UNDER REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ARE GIVEN BELOW:**

M/s. Abhishek Kumar and Associates, Chartered Accountants, Ahmedabad (Firm Registration No 130052W) was established in the nature of proprietorship firm. The Registered Office Address of the firm is 401, Silicon Tower, Above Freezeland restaurant, Near National Handloom Law Garden, Navrangpura, Ahmedabad- 380009.

M/s. Abhishek Kumar and Associates, Chartered Accountants, Ahmedabad (Firm Registration No 130052W), have a wide experience of more than 35 years in the field of Accountancy and Audit. They have conducted Statutory Audit under Companies Act 1956/2013 including Bank Audit, Stock Audit, Tax Audit and other audit. Apart from audit related matters they have also been looking after GST related matters, Taxation matter, Company Law matters, RBI related matters of several Companies.

In accordance with the Companies Act, 2013 and on the recommendation of the Audit Committee and in the best interest of the Company, the Board of Directors have considered and recommended the proposed appointment of M/s. Abhishek Kumar and Associates, Chartered Accountants, Ahmedabad (Firm Registration No 130052W) as Statutory Auditors of the Company for a period of 5 (five) years i.e. from the conclusion of this 31<sup>st</sup> AGM till the conclusion of 36<sup>th</sup> AGM. M/s. Abhishek Kumar and Associates, Chartered Accountants, Ahmedabad (Firm Registration No 130052W) have provided their consent and confirmed that their appointment, if made, would be within the limits specified under section 141(3)(g) of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

The fees proposed to be paid to M/s. Abhishek Kumar and Associates, Chartered Accountants, Ahmedabad (Firm Registration No 130052W) for the purpose of Statutory Audit and related certifications for the financial year is Rs3,00,000/- ( Rupees Three Lakhs Thousand Only)

**ITEM NO. 4:**

Mr. Kunal Sudhirbhai Shah (DIN: 08177662) was appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, by the members at the Annual General Meeting of the Company for a period of 5 consecutive years. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and on the basis of the performance evaluation, considers that given his background and experience and contributions made by him during his tenure, the association of Mr. Kunal Sudhirbhai Shah would be beneficial to the Company and it is desirable to reappoint Mr. Kunal Sudhirbhai Shah as an Independent Director. Resolution for reappointment of Mr. Kunal Sudhirbhai Shah (DIN: 08177662) as the Independent Director of the Company for another term of Five (5) years i.e. with effect from 30<sup>th</sup> September, 2024 upto 29<sup>th</sup> September, 2029, not liable to retire by rotation is placed before the members for their approval.

Mr. Kunal Sudhirbhai Shah does not hold by himself or for any other person on a beneficial basis, any shares in the Company. He has given a declaration that he meets the criteria of independence as

provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board of Directors of the Company, Mr. Kunal Sudhirbhai Shah fulfils the conditions specified in the Companies Act, 2013 & Rules made there under and he is independent of Management. None of the Directors or KMP or their relatives are in any way concerned or interested in this resolution, financially or otherwise.

The details of Mr. Kunal Sudhirbhai Shah as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in Annexure to this Notice.

The Directors recommend this resolution to be passed as Special Resolution.

**ITEM NO. 5:**

The Board of Directors at its meeting held on Friday, 6<sup>th</sup> September, 2024 has approved the reappointment of Mr. Rakeshbhai Swadia (DIN: 00356657) as the Managing Director of the Company for a further period of 5 (five) years with effect from 30<sup>th</sup> September, 2024 upto 29<sup>th</sup> September, 2029, subject to the approval of the members in the General Meeting and approval of Central Government, if applicable, on the terms and conditions as to the reappointment and payment of remuneration by way of salary, perquisites and allowances for the period of 3 (three) years with effect from 30<sup>th</sup> September, 2024 upto 29<sup>th</sup> September, 2027 as mentioned below and more particularly described in the draft agreement to be entered into between the Company and Mr. Rakeshbhai Swadia.

The terms of reappointment and payment of remuneration have been recommended/ approved by the Nomination and Remuneration Committee in its meeting held on 6<sup>th</sup> September, 2024.

Mr. Rakeshbhai Swadia is a promoter director and has been associated with the Company since its inception and he is looking after day to day affairs of the Company. He has vast experience in the field of marketing and overall management of the Company. Considering the above and on the recommendation made by the Nomination and Remuneration Committee, the Board of Directors are of the opinion that it is in the interest of the Company to reappoint him as a Managing Director of the Company and payment of remuneration.

The terms and conditions of his reappointment and remuneration as the Managing Director are set out in the draft agreement to be entered between the Company and Mr. Rakeshbhai Swadia, a copy whereof duly initialed by the Chairman is placed at the meeting for the purpose of identification and is subject to the approval of Members of the Company.

The main terms and conditions of reappointment including remuneration of Mr. Rakeshbhai Swadia as the Managing Director as set out in the draft agreement, subject to the limits prescribed in Part II of Schedule V of the Companies Act, 2013, placed before the Meeting are as follows:

Broad particulars of the terms of reappointment of and remuneration payable to Mr. Rakeshbhai Swadia are as under:

**(a) Term/period of Re-appointment:**

Mr. RakeshbhaiSwadia is re-appointed as the Managing Director of the Company for a period of 5 (five) years w.e.f. 30th September, 2024 upto 29th September, 2029.

**(b) Salary, Perquisites and Allowances:**

Period of Remuneration: 30th September, 2024 upto 29th September, 2027.

**(c) Reimbursement of expenses:**

He shall be entitled to be reimbursed out of pocket expenses, all costs, charges and expenses, disbursed or incurred by him for and on behalf of and on account of the Company, in the discharge and execution of his duties as Managing Director of the Company or otherwise, in connection with the business and affairs of the Company.

**(d) General:**

All other terms and conditions as stated in the agreement executed by the Company with the Managing Director.

**The following are the information required under Section II of Part II of Schedule V of the Companies Act, 2013:**

Sr. No.	Particulars	Information															
<b>I</b>	<b>General Information</b>																
	Nature of Industry	Fire Safety															
	Date of commencement of commercial production	10 <sup>th</sup> June, 1993															
	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	N.A.															
	Financial Performance based on given indicators	<table border="1"> <thead> <tr> <th></th> <th colspan="2">In rs.</th> </tr> <tr> <th>Indicators</th> <th>2023-24</th> <th>2022-23</th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td>16,89,00,370</td> <td>39,64,77,565</td> </tr> <tr> <td>Total Expenses</td> <td>16,73,06,863</td> <td>38,66,15,095</td> </tr> <tr> <td>Profit/(Loss) after Tax</td> <td>12,55,543</td> <td>71,16,553</td> </tr> </tbody> </table>		In rs.		Indicators	2023-24	2022-23	Total Revenue	16,89,00,370	39,64,77,565	Total Expenses	16,73,06,863	38,66,15,095	Profit/(Loss) after Tax	12,55,543	71,16,553
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Total Expenses	16,73,06,863	38,66,15,095															
Profit/(Loss) after Tax	12,55,543	71,16,553															
	Foreign investments or collaborations, if any	N.A.															
<b>II</b>	<b>INFORMATION ABOUT THE APPOINTEE</b>																
	Background details	Mr. RakeshbhaiSwadia aged 64 years, is the Managing Director of the Company. He has a Professional Experience of more than 40 Years in the same Industry in which Company operates i.e. in Industry of Industrial Pumps, Electric Motors, and Diesel Generating Sets.															

		Under his guidance Company was appointed as sole distributors of country's leading manufacturer "Kirloskar Group". He will continue guiding the Company through his valuable experience.
	Part remuneration	Rs.2,75,000/- p.m.
	Recognition or awards	
	Job profile and his suitability	Mr. RakeshbhaiSwadia is associated with the Company since its inception. He looks after the overall management, and turnover of the Company, which proves him to be the driving force for the uninterrupted growth and reputation of the organization.
	Remuneration proposed	Not exceeding Rs.3,00,000/- p.m
	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration to be paid to Mr. RakeshbhaiSwadia is adequate and at par with the industry scale and size of the Company and experience of the appointee.
	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Apart from being a Managing Director of the Company and receiving managerial Remuneration, he is a promoter holding 19,12,120 Equity Shares representing 28.97% of the paid up share capital of the Company in his individual capacity. Apart from this, he alongwith his other promoter and relatives holds an aggregate of 47,50,380 (71.98%) Equity shares of the Company. (Shareholding as on 31 <sup>st</sup> March, 2024).
<b>III OTHER INFORMATION</b>		
	Reasons of loss or inadequate profits	Increase in overall Cost of the Company which includes increase in Finance Cost, Cost of Goods sold (COGS), Depreciation and Amortization Expense.
	Steps taken or proposed to be taken for improvement	The Company is taking sincere efforts to increase the sales by adopting different marketing strategies which will in a way increase its revenue and lower down the impact of fixed cost resulting in improved financial position.
	Expected increase in productivity and profits in measurable terms	Due to aforesaid steps, the Company expects a significant increase in productivity and profits of the Company in next financial years.

None of the Directors or KMP or their relatives, except Mr. Devarshibhai Swadia, Whole time Director and Mr. Nitaben Swadia, Director of the Company are in any way concerned or interested in the Resolution No. 5 of the Notice, financially or otherwise.

The details of Mr. Rakeshbhai Swadiaas required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in Annexure-1 to this Notice.

The Directors recommend this resolution to be passed as Special Resolution.

**ITEM NO. 6:**

The Board of Directors at its meeting held on Friday, 6<sup>th</sup> September, 2024 has approved the reappointment of Mr. Devarshibhai Swadia (DIN: 00356752) as the Whole time Director of the Company for a further period of 5 (five) years with effect from 30<sup>th</sup>September, 2024 upto 29<sup>th</sup> September, 2029, subject to the approval of the members in the General Meeting and approval of Central Government, if applicable, on the terms and conditions as to the reappointment and payment of remuneration by way of salary, perquisites and allowances for the period of 3 (three) years with effect from 30<sup>th</sup> September, 2024 upto 29<sup>th</sup> September, 2027 as mentioned below and more particularly described in the draft agreement to be entered into between the Company and Mr. Devarshibhai Swadia.

The terms of reappointment and payment of remuneration have been recommended/ approved by theNomination and Remuneration Committee in its meeting held on 6<sup>th</sup> September, 2024.

Mr. DevarshibhaiSwadiahas been associated with the Company since year 2012 and she is looking after dayto day affairs of the Company. She has vast experience in the field of marketing, human resource management and brand management. Considering the above and on the recommendation made by the Nomination and Remuneration Committee, the Board of Directors are of the opinion that it is in the interest of the Company to reappoint her as a Whole time Director of the Company and payment of remuneration.

The terms and conditions of his reappointment and remuneration as the Whole time Director as set out in the draft agreement to be entered between the Company and Mr. Devarshibhai Swadia, a copy whereof duly initialed by the Chairman is placed at the meeting for the purpose of identification and is subject to the approval of Members of the Company.

The main terms and conditions of reappointment including remuneration of Mr. Devarshibhai Swadia as the Whole time Director as set out in the draft agreement, subject to the limits prescribed in Part II of Schedule V of the Companies Act, 2013, placed before the Meeting are as follows:

Broad particulars of the terms of reappointment of and remuneration payable to Mr. Devarshibhai Swadia are as under:

**Brief particulars of the remuneration payable to Mr. Devarshibhai Swadia are as under:**

**(a) Term/period of Appointment:**

Mr. Devarshibhai Swadia is appointed as the Whole time Director of the Company for a period of 5 (five) years w.e.f 30<sup>th</sup>September, 2024 upto 29<sup>th</sup> September, 2029.



**(b) Salary, Perquisites and Allowances:**

Period of Remuneration: 30<sup>th</sup>September, 2024 upto 29<sup>th</sup>September, 2027.

Remuneration: Not exceeding Rs.2,00,000/- (Rupees One Lakh Only) per month.

**(c) Reimbursement of expenses:**

She shall be entitled to be reimbursed out of pocket expenses, all costs, charges and expenses, disbursed or incurred by her for and on behalf of and on account of the Company, in the discharge and execution of her duties as Whole time Director of the Company or otherwise, in connection with the business and affairs of the Company.

**(d) General:**

All other terms and conditions as stated in the agreement executed by the Company with the Whole time Director

**The following are the information required under Section II of Part II of Schedule V of the Companies Act, 2013:**

Sr. No.	Particulars	Information															
<b>I</b>	<b>General Information</b>																
	Nature of Industry	Fire Safety															
	Date of commencement of commercial production	10 <sup>th</sup> June, 1993															
	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	N.A.															
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Total Expenses	16,73,06,863	38,66,15,095															
Profit/(Loss) after Tax	12,55,543	71,16,553															
	Foreign investments or collaborations, if any	N.A.															
<b>II</b>	<b>INFORMATION ABOUT THE APPOINTEE</b>																
	Background details	Mr. Devarshibhai Rakesh Swadia, aged 40 years, holds Degree of Bachelor of Business Administration from Gujarat University. He has been handling and assisting his father in day to day Business Activities of the Company being a Director of the Company since December 01, 2003 and therefore has a Professional															

		Experience of more than 21 Years in the Industry in which Company operates, i.e. Industry of Industrial Pumps, Electric Motors, and Diesel Generating Sets.
	Part remuneration	Rs.1,92,500/- p.m.
	Recognition or awards	-
	Job profile and his suitability	Mr. Devarshibhai Rakesh Swadia is associated with the Company since almost 21 years. She looks after the Marketing and Human Resource Management. She also takes care of the Brand related activities of the Company. With his Management Skills, he has carved an eminent position in the organization for himself.
	Remuneration proposed	Not exceeding Rs.2,00,000/- p.m
	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration to be paid to Mr. Devarshibhai Swadia is adequate and at par with the industry scale and size of the Company and experience of the appointee.
	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Apart from being a Wholetime Director of the Company and receiving managerial Remuneration, he is a promoter holding 12,53,240 Equity Shares representing 18.99% of the paid up share capital of the Company in his individual capacity. Apart from this, he alongwith his other promoter and relatives holds an aggregate of 47,50,380 (71.98%) Equity shares of the Company. (Shareholding as on 31 <sup>st</sup> March, 2024).
<b>III OTHER INFORMATION</b>		
	Reasons of loss or inadequate profits	Increase in overall Cost of the Company which includes increase in Finance Cost, Cost of Goods sold (COGS), Depreciation and Amortization Expense.
	Steps taken or proposed to be taken for improvement	The Company is taking sincere efforts to increase the sales by adopting different marketing strategies which will in a way increase its revenue and lower down the impact of fixed cost resulting in improved financial position.
	Expected increase in productivity and profits in measurable terms	Due to aforesaid steps, the Company expects a significant increase in productivity and profits of the Company in next financial years.

None of the Directors or KMP or their relatives, except Mr. Rakeshbhai Swadia, Managing Director and Mrs. Nitaben Swadia, Director of the Company are in any way concerned or interested in the Resolution No. 6 of the Notice, financially or otherwise.

The details of Mr. Devarshibhai Swadia as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are provided in Annexure-1 to this Notice.

The Directors recommend this resolution to be passed as Special Resolution.

**ITEM NO. 7:**

Approval for entering into Related Party Transactions by the Company.

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned there in with the related party, the Company must obtain prior approval of the Board of Directors and in case such contract or arrangement exceeds the limits as mentioned under rule 15 of The Companies (Meetings of Boards and its Powers) Rules, 2014, prior approval of the shareholders by way of a Special Resolution must be obtained.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the aforesaid related party.

The Company has decided to utilize the Farm House of Directors of the Company situated at A-201 Asavari Tower S.G Highway Ahmedabad Pin-380015 as Guest House to the Company for the official events or any other official purpose of the Company. The said Farm House is in the Joint name of Mr. Rakeshbhai Swadia, Chairman and Managing Director, Mr. Devarshibhai Swadia, Wholetime Director, Mr. Nitaben Swadia, Non-Executive Director of the Company. The Company is not required to pay any fixed rent for utilization of the said property. Further the Company will be required to pay all types of utility bills of the said property such as electricity bill, water bill, property tax etc. according to the usage of the property. Moreover the said property shall not be utilized by the Directors for their personal usage after the approval of shareholders is received for the said transaction.

The Board of Directors recommends the resolution set forth in item No. 7 for approval of the Members. Mr. Rakeshbhai Swadia, Chairman and Managing Director, Mr. Devarshibhai Swadia, Wholetime Director, Mr. Nitaben Swadia, Non-Executive Director of the Company are interested in the said resolution.

Except this no other Director or Key Managerial Personnel or their relatives are concerned or interested in this resolution except to the extent their respective shareholding in the Company.

The Directors recommend this resolution to be passed as Special Resolution.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR, RANJEET MECHATRONICS LIMITED**

**SD/-**

**MR. RAKESH V. SWADIA (DIN:00356657)  
CHAIRMAN AND MANAGING DIRECTOR**

**DATE:-6TH SEPTEMBER, 2024**

**PLACE:- AHMEDABAD**