

18th November, 2024



To National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai -400051 NSE Scrip Symbol: RATNAVEER Kind Attd.: Listing Department.	To BSE Limited Phiroze Jeejeebhoy Towers, 21 st Floor, Dalal Street, Mumbai - 400001 BSE Scrip Code: 543978 Kind Attn.: Corporate Relationship Department.
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Dear Sir/Madam,

Sub: Notice of 2nd Extraordinary General Meeting (EGM) of the members of Ratnaveer Precision Engineering Limited

Pursuant to Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, Notice of 2nd Extraordinary General Meeting of the Members of the Company scheduled to be held on Tuesday, 10th December, 2024 at 12:00 noon through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). The Notice of EGM is also uploaded at the website of the Company www.ratnaveer.com

Sr. No.	Particulars	Details
1.	EGM Details	Day-Tuesday Date-10.12.2024 Time-12:00 noon (IST) Through Video Conference / Other Audio Visual Means
2	Cut-off date for e-voting	Tuesday, 3 rd December, 2024
3	Remote e-voting start time, day and Date	9:00 a.m. (IST), Saturday, 7 th December, 2024
4	Remote e-voting end time, day and Date	5:00 p.m. (IST), Monday, 9 th December, 2024
5	E-voting website of Link Intime India Private Limited	https://instavote.linkintime.co.in

Kindly take the same on you records.

Thanking You
Yours faithfully,

**For Ratnaveer Precision Engineering Limited
(Erstwhile Ratnaveer Metals Limited)**

VIJAY RAMANLAL
SANGHAVI
Digitally signed by VIJAY
RAMANLAL SANGHAVI
Date: 2024.11.18 16:46:57
+05'30'

**Vijay Ramanlal Sanghavi
Managing Director & CFO**



RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known as RATNAVEER METALS LIMITED)

Plant : E-77, G.I.D.C. Sawli (Manjusar), Dist. Vadodara - 391776. (Gujarat) India.
Office : 703 & 704, "Ocean", Vikram Sarabhai Campus, Vadi Wadi, Vadodara-390023.
P : ☎ +91 2667 264594 / 264595 O : ☎ +91 - 84878 78075
CIN : L27108GJ2002PLC040488 Web : www.ratnaveer.com
E-mail : cs@ratnaveer.com





RATNAVEER

NOTICE OF SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT SECOND EXTRAORDINARY GENERAL MEETING OF THE MEMBERS FOR FINANCIAL YEAR 2024-25 OF RATNAVEER PRECISION ENGINEERING LIMITED ("COMPANY") WILL BE HELD THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS ("VC/OAVM") ON TUESDAY, 10TH DECEMBER, 2024, AT 12:00 NOON TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF CLAUSE V OF MEMORANDUM OF ASSOCIATION:

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 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the rules framed thereunder (including any statutory modification(s) or enactment(s) thereof for the time being in force), and as recommended by the Board, the consent of the Company be and is hereby accorded to increase the authorized share capital of the Company from existing Rs 65,00,00,000 divided into 6,20,00,000 Equity Shares of Rs 10/- each and 30,00,000 Preference shares of Rs. 10/- each to Rs 83,00,00,000 divided into 8,00,00,000 Equity Shares of Rs 10/- each and 30,00,000 Preference shares of Rs. 10/- each by creation of additional 18,00,000 Equity Shares of Rs 10/- each which shall rank pari passu in all respect with the existing Equity Shares of the company;;

RESOLVED FURTHER THAT consequent to the above said alteration in the authorized share capital of the company, Clause V of the Memorandum of Associations of the company be and is hereby altered by substituting the following new clause subsequent to which Clause V of the Memorandum of Associations of the company be altered and the same be read as under:

V. "The Authorized Share Capital of the Company is Rs 83,00,00,000/- (Rupees Eighty Three Crores only) divided into 8,00,00,000 Equity Shares of Rs 10/- (Rupees Ten only) each and 30,00,000 Preference Shares of Rs. 10/- each."

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors and Company Secretary of the Company be and are hereby severally or jointly authorized to do all such acts, deeds, things and matters as may be required or considered necessary or incidental thereto including filing e-forms, to be signed digitally or manually, file online or offline and such necessary documents, forms and papers and accept and give effect to any modifications or alterations in respect of the increase in the authorized share capital of the company and to do all other acts, deeds and things in connection with giving effect to the aforesaid resolutions."



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P : ☎ +91 2667 264594 / 264595

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CIN : L27108GJ2002PLC040488

Web : www.ratnaveer.com

E-mail : cs@ratnaveer.com



2. To approve the issuance of 1,02,04,078 equity shares to Non-promoter on a preferential basis

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 23 and Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations, 2018"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), and other competent authorities including relevant Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded, by creation, offer, allot and issue, in one or more tranches, upto a maximum of **1,02,04,078** (One Crore two lakhs four thousand and seventy eight only) Equity Shares of face value of Rs. 10/- each at an issue price of Rs. **196/-** per equity share (including a premium of Rs. **186/-** per equity share) aggregating upto Rs. **1,99,99,99,288/-** (Rupees One hundred ninety nine crores ninety nine lakhs ninety nine thousand two hundred and eighty eight only), for cash consideration to the following Non-promoter (hereinafter referred to as the "Proposed Allottees"):-

Sr. No	Name of the Proposed Allottees	Category	No. of Equity Shares to be allotted
1.	Quant Flexi Cap Fund	Non-Promoter	40,81,632
2.	Bandhan Small Cap Fund	Non-Promoter	25,51,020
3.	SBI General Insurance Company Limited	Non-Promoter	4,08,163
4.	Aadhrika Realtors LLP	Non-Promoter	10,20,408
5.	Anil Kumar Goel	Non-Promoter	7,65,306
6.	Capri Global Holdings Private Limited	Non-Promoter	5,10,204
7.	Nav Capital Vcc-Nav Capital emerging Star Fund	Non-Promoter	5,10,204
8.	D Srimathi	Non-Promoter	1,02,040
9.	Universe Property LLP	Non-Promoter	1,53,061
10.	Ativir Securities Private Limited	Non-Promoter	1,02,040



	Total	1,02,04,078
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RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the Preferential Issue of the Equity Shares is November 8, 2024, being the date 30 days prior to the date of the Extra-Ordinary General Meeting ("Relevant Date").

RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank *pari-passu* with the existing equity shares of the Company in all respects and be listed on BSE & NSE where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018 as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Mr. Vijay Ramanlal Sanghavi, (DIN: 00495922), Managing Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into contracts, arrangements, agreements, documents as the case may be, listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) and to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit.

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

3. To approve the issuance of 66,32,244 Warrants to Promoters, Promoter Group and Non-Promoters on preferential basis.

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 23, 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and the other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations,



2018”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and other competent authorities including relevant Stock Exchanges where the equity shares of the Company are listed and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded, to offer, issue and allot, from time to time in one or more tranches, upto a maximum of **66,32,244** (Sixty six lakhs thirty two thousand two hundred and forty four only) Warrants, each convertible/exchangeable for 1 (One) fully paid-up equity shares of the Company having face value of Rs.10/- each, at an issue price / conversion price of Rs.196 /- aggregating upto Rs. **1,299,919,824** /- (Rupees One Hundred Twenty Nine Crore Ninety Nine Lakhs Nineteen Thousand Eight Hundred And Twenty Four Only) which may be exercised in one or more tranches within 18 months from the date of allotment of such warrant to the following Promoters, Promoter Group and Non-promoter (hereinafter referred to as the “Proposed Allottees”):

Sr. No	Name of the Proposed Allottees	Category	No. of warrants to be allotted
1.	Vijay Ramanlal Sanghavi	Promoter	20,75,510
2.	Seema Vijay Sanghavi	Promoter	20,40,816
3.	Ratnaveer Industries	Promoter Group	22,95,918
4.	Ghisulal Kisan Kumar	Non-Promoter	1,00,000
5.	Sumit Kumar Gupta	Non-Promoter	30,000
6.	Elesh Anubhai Gopani	Non-Promoter	30,000
7.	Dharmesh Hasmukhchandra Shah	Non-Promoter	60,000
	Total		66,32,244

RESOLVED FURTHER THAT the Warrants offered and issued on the following terms and conditions:

- Form:** The warrant shall be allotted in dematerialised form and shall be rupee-denominated, unsecured, unlisted, unrated, compulsorily convertible, and subject to the provisions of the Companies Act, 2013, SEBI (Issue of Capital and Disclosures Requirements) Regulations 2018 and the Memorandum and Articles of Association of the Company.
- Consideration payable:** an amount equivalent to at least twenty-five percent. of the consideration determined in terms of regulation 164 shall be paid against each warrant on the date of allotment of warrants and the balance of seventy-five percent of the consideration shall be paid at the time of conversion into the equity shares pursuant to the exercise of options against each warrant by the warrant holder.



3. **Conversion Ratio / Other Conversion Terms:** Each warrant shall be convertible into 1 (One) equity share of the Company having a face value of Rs. 10/- each.

The warrants shall be converted into equity shares of the Company, as per the conversion ratio specified above within 18 months from the date of allotment as defined in the ICDR Regulations, at the conversion price of Rs. 196 /- including a premium of Rs. 186 /- per share.

4. **Interest:** The warrants shall carry 'Nil' interest.
5. **Voting:** The warrants shall not carry any voting rights.
6. **Lock-in:** The warrants allotted in terms of this resolution shall be subject to lock-in as specified in the SEBI ICDR Regulation, 2018 provisions.

RESOLVED FURTHER THAT in accordance with Regulation 161(a) of the ICDR Regulations, the "Relevant Date", for determining the price of the warrant and the equity shares to be allotted to the Proposed Allottees pursuant to the conversion of warrant allotted on a preferential basis, is November 8, 2024, being a date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed preferential issue.

RESOLVED FURTHER THAT the equity shares to be allotted pursuant to conversion of warrants in terms of this resolution shall be made fully paid up at the time of allotment and shall rank *pari-passu* with the existing equity shares of the Company in all respects and be listed on BSE & NSE where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ICDR Regulations, 2018 the warrants shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018 as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Mr. Vijay Ramanlal Sanghavi, (DIN: 00495922), Managing Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into arrangements for listing, trading, depository services and such other arrangements and / or agreements as the case may be and also to seek listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, filing of requisite documents with the Registrar of Companies, ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and equity shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL / CDSL and for the credit of such Warrants / equity shares to the respective dematerialized securities account of the Proposed Allottees and to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any



regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other committee of the Board to give effect to this resolution."



For & On Behalf of the Board of Directors

Ratnaveer Precision Engineering Ltd

Sd/-

Vijay Ramanlal Sanghavi
(Managing Director & CFO)
(DIN:- 00495922)

Date: 11.11.2024

Place: Vadodara

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 December 14, 2021 and May 5, 2022 and 09/2023 dated September 25, 2023 respectively ("MCA Circulars") and SEBI circulars, permitted holding of the EGM through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations, 2015') and MCA Circulars, the EGM of the Company is being conducted through VC/OAVM (hereinafter called as 'EGM').
2. Members attending the EGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/ her behalf. Since the EOGM is being held through VC/OAVM pursuant to the relevant MCA Circulars and the SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. In pursuance of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the EOGM held through VC or OAVM. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization, etc., authorizing their representative to attend the EGM on its behalf and to vote in the EGM.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), is attached with this Notice of EGM.
6. The facility of joining the EGM through VC /OAVM will be opened 30 minutes before and will be open up to 15 minutes after the scheduled start time of the EGM.
7. Notice of the EGM is being sent only through electronic mode to the Members whose e-mail address is registered with the Company or the Depository Participant(s). Notice calling the EGM has been uploaded on the website of the Company at www.ratnaveer.com .
8. To receive communications through electronic means, including Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. Where shares are held in physical form, members are advised to register their e-mail address with rnt.helpdesk@linkintime.co.in .
9. SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that with effect from 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. The Company has complied with the necessary requirements as applicable, including sending of letters to members holding shares in physical form and requesting them to dematerialize their physical holdings.



10. To comply with the above mandate, members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
11. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Office No. E- 77 G I D C Savli (Manjusar) Dist.- Baroda, Gujarat, India, 391775.
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
12. In accordance with the MCA circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
13. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance to cs@ratnaveer.com up to Saturday, 20th July, 2024. The queries may be raised precisely and in brief to enable the Company to answer the same suitably at the meeting.
14. In conformity with the applicable regulatory requirements, the Notice of this EGM is being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.
15. Investor Grievance Redressal :- The Company has designated Ms. Swati Shankarlal Sharda, Company Secretary & Compliance Officer, Office No. 703 & 704 Ocean Building, 7th Floor, Vikram Sarabhai Campus, Genda Circle Wadiwadi, Vadodara, Gujarat, India, 390023 and E-mail: cs@ratnaveer.com to enable investors to register their complaints, if any.
16. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by Link Intime India Private Limited. Shareholders who have cast their votes by remote e-voting prior to the EGM may participate in the EGM but shall not be entitled to cast their votes again. The manner of voting remotely by shareholders holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.
17. The e-voting period begins on Saturday, 7th December, 2024 at 9:00 a.m. (IST) and ends on Monday, 9th December, 2024 at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date of Tuesday, 3rd December, 2024 ("cut-off date for e-voting"), may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited ("LIPL") for voting thereafter.
18. The facility for voting during the EGM will also be made available. Members present in the EGM through VC and who have not cast their vote on the resolutions through remote e-voting



and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the EGM.

19. Any person who acquires shares of the Company and becomes a shareholders of the Company after sending of the Notice and holding shares as of the cut-off date of e-voting, may obtain the login ID and password by sending a request to Link Intime India Pvt. Ltd. However, if he/she is already registered with LIPL for remote e-voting, then he/she can use his/her existing user ID and password for casting the vote.
20. The Board of Directors has appointed M/s. TNT & Associates, Practicing Company Secretaries, Vadodara as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
21. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall provide a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
22. The results shall be declared forthwith by the Chairman or a person so authorised by him in writing on receipt of consolidated report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed to the stock exchanges, LIPL and will also be displayed on the Company's website. Members may contact at E-mail Id instameet@linkintime.co.in for any grievances connected with voting by electronic means.
23. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. 01 April 2019. Accordingly, the Company / LIPL has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
24. Members holding shares in physical mode are: a) required to submit their Permanent Account Number (PAN) and bank account details to the Company/ LIPL, if not registered with the Company/LIPL, as mandated by SEBI by writing to the Company at cs@ratnaveer.com or to LIPL at rnt.helpdesk@linkintime.co.in alongwith the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque leaf.
25. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent i.e. LIPL. In respect of shares held in electric/demat form, the nomination form may be filed with the respective Depository Participant.
26. Non-Resident Indian members are requested to inform LIPL / respective DPs, immediately of: a) Change in their residential status on return to India for permanent settlement b) 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.
27. Members are requested to send all their documents and communications pertaining to shares to the Registrar and Share Transfer Agent of the Company - Link Intime India Private Limited, at their address at rnt.helpdesk@linkintime.co.in, for both physical and demat segments of Equity Shares.



Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDEAS facility

Users who have registered for NSDL IDEAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter user id and password. Post successful authentication, click on "Access to e-voting".
- Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDEAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDEAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.
- Post registration, user will be provided with Login ID and password.
- After successful login, click on "Access to e-voting".
- Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- Visit URL: <https://www.evoting.nsdl.com/>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 - From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- Click on New System Myeasi
- Login with user id and password
- After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- Proceed with updating the required fields.
- Post registration, user will be provided Login ID and password.
- After successful login, user able to see e-voting menu.
- Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- Visit URL: <https://www.cdslindia.com/>
- Go to e-voting tab.
- Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

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



- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

**Shareholders holding shares in NSDL form, shall provide 'D' above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to instavote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping



- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. 'Investor's Name' - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be - DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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



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

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

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

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

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

InstaVote Support Desk

Link Intime India Private Limited

Process and manner for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on "Login".

▶ Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.



2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

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

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

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

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

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

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

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

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

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED:**

ITEM NO. 1

The Authorized Capital of your Company as on date is Rs. 65,00,00,000 (Rupees sixty Five Crores) consisting 6,20,00,000 (Six Crores twenty lakh) equity shares of Rs. 10/- (Rupees Ten) each and 30,00,000 (Thirty lakh) Preference shares of Rs. 10/- (Rupees Ten) each.

The Company aims to expand its operations and diversify its offerings for which it needs additional capital to finance its plans and strategies. Therefore, the Board proposed to increase the Authorized Share Capital of your Company from Rs. 65,00,00,000 to Rs. 83,00,00,000 by creation of 1,80,00,000 (One Crore Eighty Lakh) additional Equity Shares of Rs. 10/- (Rupees Ten Only) each which shall rank pari-passu in all respect with the existing Equity Shares of the Company amounting to Rs. 18,00,00,000 /- (Rupees Eighteen Crores Only) and for that purpose, the Memorandum of Association of your Company is to be suitably amended by increasing the Authorized Share Capital as set out in the resolution. The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for an increase in the Authorized Share Capital and for amending the Capital clause of the Memorandum of Association of the Company.

Draft copy of altered Memorandum of Association can be inspected by the members during the business hours (from 10 a.m. to 5 p.m.) except Sunday and Public holiday, up to the date of this meeting at registered office of the company. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.1 of this Notice. The Board recommends the members to pass this resolution as Ordinary Resolution.

None of the Directors and Key Managerial Personnel or Senior Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution, financially or otherwise, except to the extent of their shareholding in the Company, if any.

ITEM NO. 2 AND 3

The Board has resolved to raise fund upto Rs. 330 Crores by way of offer, allot, and issue upto

- A. 1,02,04,078 (One Crore two lakhs four thousand and seventy eight only) **Equity Shares** of the face value of Rs. 10/- each at an issue price of Rs.196 /- per equity share (including a premium of Rs. 186/- per equity share) aggregating to Rs. 1,99, 99, 99,288/- (Rupees One hundred ninety nine crores ninety nine lakhs ninety nine thousand two hundred and eighty eight only) on a preferential basis, to Non-promoter and in accordance with the provisions of SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended. ("**Preferential Allotment**")
- B. 66,32,244 (Sixty Six Lakhs Thirty Two Thousand Two Hundred and Forty Four) **Warrants** on preferential basis to Promoter Group and Non-promoter at an issue price of Rs.196 /- per warrants, each Warrant convertible into 1 (one) Equity Share of face value of Rs. 10/- each fully paid up at a premium of Rs. 186 /- each, aggregating to Rs. 1,29,99,19,824 /- (Rupees One Hundred Twenty Nine Crore Ninety Nine Lakhs Nineteen Thousand Eight Hundred and Twenty Four Only) in accordance with the provisions of SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended. ("**Preferential Allotment**")



The information pertaining to the proposed allotment of equity share and warrants is stated below:

a. **Objects of the Issue:** The purpose of raising these funds is as follows:

Sr	Particular	Amount (Rs. In crs)
1.	Meeting working capital requirements including funding ongoing and future projects	Rs. 263.45
2.	General corporate purposes	Rs. 66.55

The fund will be utilized within 6-8 months of receipt. Until that time, it will be kept in the company's bank account.

Maximum number of specified securities to be issued: It is proposed to offer, allot and issue up to 1,02,04,078 (One Crore two lakhs four thousand and seventy eight only) Equity Shares and 66,32,244 (Sixty six lakhs thirty two thousand two hundred and forty four only) Equity shares to be allotted on conversion of Warrants.

b. **Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:**

Equity shares :- None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the aforesaid Preferential Allotment. (Item no. 2 of EGM notice)

Warrants :- Except Vijay Ramanlal Sanghavi (Promoter), Seema Vijay Sanghavi (Promoter), and Ratnaveer Industries (Promoter Group), none of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe any warrants proposed to be issued under the aforesaid Preferential Allotment.(Item no. 3 of EGM notice)

d. **Pricing of the Issue:** The issue of equity shares will be at Rs. 196 /-per Equity Share (including a premium of Rs. 186 /-) which is calculated in accordance with the SEBI (ICDR) Regulations, 2018. Further, the warrants shall be converted into Equity shares at Rs. 196/- which is calculated in accordance with the SEBI (ICDR) Regulations, 2018.

e. **Basis on which the price has been arrived at along with report of the registered valuer:** Since the equity shares of the Company are listed and are frequently traded shares, the issue price shall be an amount not less than the minimum price determined in accordance with Regulation 164 (1) of SEBI (ICDR) Regulations, 2018, and other applicable laws. The Floor Price is Rs. 195.77/- is determined as per the pricing formula prescribed under Regulation 164 of SEBI (ICDR) for the Preferential Issue of Equity shares and warrants

Further, the company has obtained the valuation report dated 11th November, 2024 from Mr. Ashsih Mandowara, Registered Valuer. The said report is also available on the Company's website <https://ratnaveer.com/>

f. **Relevant Date:** The 'Relevant Date' for the purpose of determining the issue price is November 8, 2024, being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed issue.



- g. Proposed time within which allotment shall be completed:** As required under the SEBI (ICDR) Regulations, 2018, the Company shall complete the allotment of Equity Shares and warrants on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.
- h. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees:** The names of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and warrants proposed to be allotted:-

Equity shares (Proposed allottees)

Sr. No	Name of the Proposed Allottees	Category	Ultimate beneficial owners
1.	Quant Flexi Cap Fund	Non-promoter	Not applicable as the allottees is Mutual Fund
2.	Bandhan Small Cap Fund	Non-promoter	Not applicable as the allottees is Mutual Fund
3.	Sbi General Insurance Company Limited	Non-promoter	Not applicable as the allottees is Insurance company
4.	Aadhrika Realtors LLP	Non-promoter	Prahlad Rai Agarwala Ghanshyam Prasad Agarwala Kunj Bihari Agarwala
5.	Anil Kumar Goel	Non-promoter	NA
6.	Capri Global Holdings Private Limited	Non-promoter	Rajesh Sharma
7.	Nav Capital Vcc-Nav Capital emerging Star Fund	Non-promoter	Veerendra Kedarnath Chandalada
8.	D Srimathi	Non-promoter	NA
9.	Universe Property LLP	Non-promoter	Navin Agarwal and Mali Ram Agrawal
10.	Ativir Securities Private Limited	Non-promoter	Aditya Jain

Warrants (proposed allottees)

Sr. No	Name of the Proposed Allottees	Category	Ultimate beneficial owners
1.	Vijay Ramanlal Sanghavi	Promoter	NA
2.	Seema Vijay Sanghavi	Promoter	NA
3.	Ratnaveer Industries	Promoter Group	Vijay Ramanlal Sanghavi Seema Vijay Sanghavi
4.	Ghisulal Kisan Kumar	Non-promoter	NA
5.	Sumit Kumar Gupta	Non-promoter	NA
6.	Elesh Anubhai Gopani	Non-promoter	NA
7.	Dharmesh Hasmukhchandra Shah	Non-promoter	NA



i. Percentage of Post issue Preferential Issue Capital and the current & proposed status of the allottee(s) post the preferential issues:

Sr. No	Name of the Proposed Allottees	Category / Current Status	Category / Proposed Status	Pre-issue Shareholding Structure		No. of Equity Shares to be allotted	No. of warrants to be allotted	Post-issue Shareholding Structure (Assuming full conversion of warrants)	
				Number	% of shares			% of shares	Post %
1.	Quant Flexi Cap Fund	Non-Promoter	Non-Promoter	NIL	NIL	4081632	-	4081632	5.84
2.	Bandhan Small Cap Fund	Non-Promoter	Non-Promoter	NIL	NIL	2551020	-	2551020	3.65
3.	Sbi General Insurance Company Limited	Non-Promoter	Non-Promoter	NIL	NIL	408163	-	408163	0.58
4.	Aadhrika Realtors LLP	Non-Promoter	Non-Promoter	NIL	NIL	1020408	-	1020408	1.46
5.	Anil Kumar Goel	Non-Promoter	Non-Promoter	NIL	NIL	765306	-	765306	1.10
6.	Capri Global Holdings Private Limited	Non-Promoter	Non-Promoter	NIL	NIL	510204	-	510204	0.73
7.	Nav Capital Vcc-Nav Capital emerging Star Fund	Non-Promoter	Non-Promoter	NIL	NIL	510204	-	510204	0.73
8.	D Srimathi	Non-Promoter	Non-Promoter	NIL	NIL	102040	-	102040	0.15
9.	Universe Property LLP	Non-Promoter	Non-Promoter	NIL	NIL	153061	-	153061	0.22
10.	Ativir Securities Private Limited	Non-Promoter	Non-Promoter	NIL	NIL	102040	-	102040	0.15
Total						10204078			
1.	Vijay Ramanlal Sanghavi	Promoter	Promoter	2,59,68,000	48.95	-	2075510	2075510	40.13
2.	Seema Vijay Sanghavi	Promoter	Promoter	9,37,560	1.77	-	2040816	2040816	4.26
3.	Ratnaveer Industries	Promoter group	Promoter group	NIL	NIL	-	2295918	2295918	3.29
4.	Ghisulal Kisan Kumar	Non promoter	Non promoter	NIL	NIL	-	100000	100000	0.14
5.	Sumit Kumar Gupta	Non-promoter	Non-promoter	NIL	NIL	-	30000	30000	0.04
6.	Elesh Anubhai Gopani	Non-promoter	Non-promoter	NIL	NIL	-	30000	30000	0.04
7.	Dharmesh Hasmukhchandra Shah	Non-promoter	Non-promoter	NIL	NIL	-	60000	60000	0.09
Total							6632244		

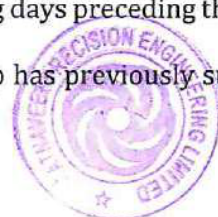


- j. **Shareholding Pattern of the issuer before and after the issue:** The shareholding pattern of the Company before and after considering all the preferential allotment under this Notice is provided in an **Annexure 1** forming part of this Notice.
- k. **Changes in control, if any, in the Company consequent to the issue:** There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.
- l. **Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price:**

During the Year, the Company has made following allotment of Securities

Sr.No	Type of Securities	Date of Allotment	No of Securities	Price per Securities (Rs.)
1.	Equity Shares	20/08/2024	45,50,349	143
2.	Convertible Warrants	05/09/2024	20,27,972	143
3.	Compulsory Convertible Preference Shares	27/09/2024	18,50,000	NA as issued for consideration other than cash

- m. **Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:** NA
- n. **Lock in restrictions:** The equity shares to be issued and allotted to the proposed allottee shall be subject to lock-in as per the requirement of the provisions of the SEBI (ICDR) Regulations, 2018.
- o. **Certificate from Practicing Company Secretary:** A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed before the shareholders at the Extraordinary General Meeting of the Company. The Certificate is also available on the Company's website <https://ratnaveer.com/>
- p. **Undertaking to re-compute the price:** The Company hereby undertakes that it shall re-compute the price of the equity shares specified above in terms of the provisions of the SEBI ICDR Regulations, 2018 where it is required to do so.
- q. **Undertaking to put under Lock-in till the recomputed price is paid:** The Company hereby undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, 2018, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.
- r. **Undertaking:** In accordance with SEBI ICDR Regulations 2018;
- all the Equity Shares and warrants held by the proposed allottees in the Company are in dematerialized form only;
 - No person belonging to the aforesaid promoter and promoter group have sold/transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.
 - No person belonging to the aforesaid promoter group has previously subscribed to any warrants of the Company but failed to exercise them;



s. **Disclosure pertaining to wilful defaulters or a fraudulent Borrower:** Neither the Company nor any of its promoters or directors is willful defaulters or a fraudulent Borrower.

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommend the Special Resolution set out at item no. 2 & 3 for the approval of the members.

Mr. Vijay Ramanlal Sanghavi and his relatives forming part of the Promoter Group of the Company have got an interest in this resolution to the extent of the equity shares that may be subscribed to by and allotted to the Promoter. Except the above, none of the existing Directors and Key Managerial Personnel and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.



**For & On Behalf of the Board of Directors
Ratnaveer Precision Engineering Ltd**

Sd/-

**Vijay Ramanlal Sanghavi
(Managing Director & CFO)
(DIN:- 00495922)**

**Date: 11.11.2024
Place: Vadodara**

Annexure 1 - Pre and Post shareholding pattern

Sl. No.	Category	Pre issue Shareholding		Pre issue Shareholding (assuming conversion of 2027972 warrants and 1850000 CCPS into 124772 Equity Shares allotted on 05/09/2024 and 27/09/2024 respectively)		Post issue Shareholding after allotment of Equity Share and before conversion of warrants		Post issue Shareholding after allotment of Equity on conversion of warrants	
		No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
A	Promoter Holding								
1	Indian								
	Individual/ HUF	2,69,05,576	50.72	2,90,58,320	52.64	2,90,58,320	44.43	3,54,70,564	49.24
	Bodies Corporates	-	-	-	-	-	-	-	-
	Any Other Specify	-	-	-	-	-	-	-	-
	Sub-Total (A1)	2,69,05,576	50.72	2,90,58,320	52.64	2,90,58,320	44.43	3,54,70,564	49.24
2	Foreign Promoters	-	-	-	-	-	-	-	-
	Sub-Total (A2)	-	-	-	-	-	-	-	-
	Total Shareholding of Promoters and Promoter group (A)= (A1)+(A2)	2,69,05,576	50.72	2,90,58,320	52.64	2,90,58,320	44.43	3,54,70,564	49.24
B	Non-Promoter Holding								
1	Institutional Investors	-	-	-	-	-	-	-	-
	Foreign Portfolio Investors	-	-	-	-	-	-	-	-
	Alternative Investment Funds	2,05,990	0.39	2,05,990	0.37	2,05,990	0.32	2,05,990	0.29
	Total (B1)	2,05,990	0.39	2,05,990	0.37	2,05,990	0.32	2,05,990	0.29
2	Institutions (Domestic)	-	-	-	-	-	-	-	-
	NBFCs registered with RBI	-	-	-	-	-	-	-	-
3	Institutions (Foreign) FPI	3,88,079	0.73	3,88,079	0.70	3,88,079	0.59	3,88,079	0.54
4	Non-Institutions - KMP	-	-	-	-	-	-	-	-
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1,30,75,738	24.65	1,30,75,738	23.69	1,30,75,738	19.99	1,30,75,738	18.15
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	94,85,178	17.88	94,85,178	17.19	94,85,178	14.50	97,05,178	13.47
	NRI	6,57,175	1.24	6,57,175	1.19	6,57,175	1.01	6,57,175	0.91
	Bodies Corporate	13,10,073	2.47	13,10,073	2.37	1,15,14,151	17.60	1,15,14,151	15.98
	Any Other	10,21,580	1.92	10,21,580	1.85	10,21,580	1.56	10,21,580	1.42
	Total Shareholding of Non-Promoters (B)= (B1)+(B2)+(B3)+(B4)	2,61,43,813	49.28	2,61,43,813	47.36	3,63,47,891	55.57	3,65,67,891	50.76
	Total (A+B)	5,30,49,389	100	5,52,02,133	100	6,54,06,211	100	7,20,38,455	100

