

# **RUDRA ECOVATION LIMITED**

(Formerly known as HIMACHAL FIBRES LIMITED)

CIN - L17119HP1980PLC031020

Registered Office- Plot No. 43-44, Industrial Area, Barotiwala-174103 (Himachal Pradesh)

**22.05.2024**

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai-400001

*RUDRAECO | 514010 | INE723D01021*

## **Sub: Notice of Extra-ordinary General Meeting of the Company**

Dear Sir,

Notice is hereby given that the **Extra-Ordinary General Meeting (EGM)** of the Company will be held on Monday, the 17th day of June, 2024 at 03.30 p.m. at the Corporate Office 4th Floor, Wood Stock Tower, B-35/958, Adarsh Nagar, Ferozepur Road, Opposite Waves Mall, Ludhiana-141012, in physical mode. The Complete notice of the EGM is annexed herewith.

Thanking You,

Thanks & Regards,

For **Rudra Ecovation Limited**

**(Formerly Himachal Fibres Limited)**

**Nancy Singla**

Company secretary Cum Compliance Officer

Email- [hfl.corporate@gmail.com](mailto:hfl.corporate@gmail.com) website- <http://www.himachalfibre.com/>  
*Corporate Office: 4<sup>th</sup> Floor, Wood Stock Tower, B-35/958, Adarsh Nagar, Ferozepur Road, Opposite Waves  
Mall, Ludhiana-141012, Punjab*

# **RUDRA ECOVATION LIMITED**

(Formerly known as HIMACHAL FIBRES LIMITED)

CIN - L17119HP1980PLC031020

Registered Office- Plot No. 43-44, Industrial Area, Barotiwala-174103 (Himachal Pradesh)

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## **RUDRA ECOVATION LIMITED**

(Formerly Himachal Fibres Limited)

Registered Office- Plot No. 43-44, Industrial Area, Barotiwala-174103 (Himachal Pradesh)

CIN-L17119HP1980PLC031020,

Email- [hfl.corporate@gmail.com](mailto:hfl.corporate@gmail.com) website- <http://www.himachalfibre.com/>

### NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the Company will be held on **MONDAY on JUNE 17, 2024 at 03:30 P.M.** at 4th Floor, Woodstock Tower, B-35/958, Ferozpur Road, Opposite Waves Mall, Ludhiana, 141008 in physical mode to transact the following business:

### SPECIAL BUSINESS

#### ITEM NO. 01: ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO THE PROPOSED ALLOTTEES, 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(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the “Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and 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 Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (the “Listing Regulations”), and subject to any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority including BSE Limited (“Stock Exchange”), RBI and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board of Director (the “Board”) of the Company in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches, upto 2,07,65,000 (Two Crore Seven Lakhs and Sixty Five Thousand) convertible warrants (“Warrants”), at a price of ₹48/- (Rupees Forty-Eight Only) per warrant, aggregating upto ₹99,67,20,000/- (Rupees Ninety Nine Crore Sixty Seven Lakhs and Twenty Thousand Only) (“Total Issue Size”), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value ₹1.00/- (Rupee One only), each at a premium of ₹47/- per share for

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each Warrant within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons / entity enlisted below ("Warrant Holder"/ "Proposed Allottees") belonging to promoter group and non-promoter group of the Company on a preferential basis ("Preferential Issue"), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

S. No.	Name of Proposed Allottees	Category (Promoter/ Non - Promoter)	Maximum number of Convertible Warrants proposed to be allotted
1.	Simmi Malhotra	Promoter Group	5,00,000
2.	Shiva Spinfab Private Limited	Promoter Group	57,50,000
3.	Dinesh Pareekh	Non-Promoter	41,00,000
4.	Vinayak International	Non-Promoter	29,00,000
5.	Race Eco Chain Limited	Non-Promoter	20,85,000
6.	Gunjan Agarwal	Non-Promoter	10,00,000
7.	Raika Investments	Non-Promoter	5,40,000
8.	India Equity Fund 1	Non-Promoter	5,20,000
9.	R.A. Maxx Private Limited	Non-Promoter	3,35,000
10.	Wow Investments	Non-Promoter	2,70,000
11.	Shri Bajrang Commodity	Non-Promoter	2,70,000
12.	Rajesh H Modi HUF	Non-Promoter	2,60,000
13.	Sudhir Shivji Bheda	Non-Promoter	2,10,000
14.	Radhika Soni	Non-Promoter	2,10,000
15.	Bhavna Jitendra Mehta	Non-Promoter	2,10,000
16.	Vivek Garg	Non-Promoter	2,00,000
17.	Hypotenuse Investments	Non-Promoter	1,80,000
18.	Aarson Investments	Non-Promoter	1,80,000
19.	Dipak Raheja	Non-Promoter	1,80,000
20.	Kalpana Suresh Kapadia	Non-Promoter	1,55,000
21.	Aditya Tushar Vora	Non-Promoter	1,55,000
22.	Rashi Pareek	Non-Promoter	1,25,000
23.	Nainesh Gunvantlal Jain	Non-Promoter	1,05,000
24.	Sushant Behl	Non-Promoter	1,00,000
25.	Swaroop Narain Agarwal	Non-Promoter	1,00,000
26.	Raadhika Gupta	Non-Promoter	1,00,000
27.	Amit Kumar HUF	Non-Promoter	25,000

RESOLVED FURTHER THAT in accordance with regulation 161 of the SEBI ICDR Regulations, the Relevant Date for the purpose of calculating floor price for the issue of warrant is Friday, May 17, 2024, being the working day preceding the date that is 30 (Thirty) days prior to the date of shareholders meeting i.e. Monday, June 17, 2024 since the date that is 30 (thirty) days prior to the date of shareholders meeting is a holiday i.e., Saturday May 18, 2024.

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**RESOLVED FURTHER THAT** the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- I) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- II) A Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
- III) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- IV) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- V) In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- VI) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations.
- VII) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.

**RESOLVED FURTHER THAT** the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the

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Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such approvals as maybe required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the concerned 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 and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

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RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects.”

## **ITEM NO. 02. TO ENTER INTO RELATED PARTY TRANSACTION**

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) , as per the recommendation and approval of Audit Committee and the Board in their meeting held on May 18, 2024 , the consent of the members of the company be and is hereby accorded to enter into related party transactions by the Company with the respective related parties and for the maximum amount as mentioned herein below:

1. Name of Related Parties: Shiva Textfabs Private Limited.
2. Relationship as per Section 2(76) (viii) (B) of the Companies Act 2013: Common Director of the Company.
3. Related Party Transaction: Acquisition of 7040936 Equity Shares of face value of Rs. 10/- each
4. Amount: 150.50 Crores.
5. Payment terms: can be payable in cash or equity shares of the company based on book value as per valuation report.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution any Director of the Company be and is hereby authorized, on behalf of the Company to do all the acts, deeds and things as deem, proper or desirable, and to sign and execute all necessary document, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with Registrar of Companies.”

## **ITEM NO. 03. TO MAKE INVESTMENTS UNDER SECTION 186 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 186 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Meeting of Board and its Powers) Rules, 2014, (including any Statutory modification or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (Hereinafter referred to as “Board” which term shall be include any committee constituted by the Board or any person(s) authorized by the Board to exercise the power conferred on the Board by this resolution) to make investments or acquisition, by RUDRA ECOVATION LIMITED in the equity shares of Shiva Textfabs Limited amounting to INR 150.50 Crores, 7040936 Equity Shares of face

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value of Rs. 10/- each representing 21.46% of the expanded shares capital of Shiva Textfabs Limited which is in excess of the limit prescribed in section 186 of Companies Act, 2013 . In this context, the Board has executed the share purchase agreement with Shiva Textfabs Limited.

**RESOLVED FURTHER THAT** Board be and is hereby authorized to negotiate and finalize the terms and conditions of the said investments, Loans, guarantees and provisions of Security on behalf of the Company as it may deem fit in the interest of the Company, to take all such actions and to settle all the matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and such investments, loans, guarantees and provisions of security and generally to do all such acts, deeds and things that may be necessary , proper, expedient, or incidental for the purpose of giving effect to this resolution.”

By order of the Board  
For RUDRA ECOVATION LIMITED  
(Formerly HIMACHAL FIBRES LIMITED)

Sd/-

Sd/-

DATE: 18.05.2024  
PLACE: LUDHIANA

(GIAN CHAND THAKUR)  
Wholetime Director  
(DIN: 07006447)

(AKHIL MALHOTRA)  
Director (Non-Executive)  
(DIN: 00126240)

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## NOTES:

- i) A member entitled to attend and vote at the Extra-ordinary General Meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
- ii) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- iii) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- iv) 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 to the Company/ RTA, Beetal.
- v) In compliance with the MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Member whose email are not registered shall receive the copy of the Notice in physical form. Members may note that the Notice will also be available on the Company's website: <http://www.himachalfibre.com/> , website of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) . Members who have received the Notice of EGM and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Gate of Venue of the EGM.
- vi) Any queries must be sent to Registered Office of the Company at least 10 days before the date of meeting.
- vii) Mr. Ansh Bhambri, Company Secretary in practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e voting process). The scrutinizer shall upon the conclusion of General Meeting, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
- viii) The Results of the resolutions passed at the EGM of the Company will be declared within 48 working hours of the conclusion of EGM. The Results declared along with the Scrutinizer's report shall be placed on Company's website of CDSL and will be communicated to the stock exchanges.
- ix) **Voting through Electronic Means:** Pursuant to the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management And Administration) Rules, 2014, as

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amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members a facility to exercise their right to vote at the Extra-ordinary General Meeting (EGM) by electronic means.

- x) **The instructions for shareholders voting electronically are as under:**
- The voting period **begins on 14.06.2024 at 09.00 am and ends on 16.06.2024 at 05.00 pm.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 10.06.2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - Shareholders who have already voted prior to the meeting date through e-voting would not be entitled to vote at the meeting venue.
  - 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.

- d. 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 and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) 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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4) 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 or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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	<ol style="list-style-type: none"><li>1) 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.nsdl.com">https://eservices.nsdl.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 or joining virtual meeting &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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</li></ol>

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	casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 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 or joining virtual meeting & voting during the meeting.

**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 022-23058738 and 22-23058542-43.
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

e. Login method for e-Voting and joining virtual meetings 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>
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Email- [hfl.corporate@gmail.com](mailto:hfl.corporate@gmail.com) website- <http://www.himachalfibre.com/>

Corporate Office: 4<sup>th</sup> Floor, Wood Stock Tower, B-35/958, Adarsh Nagar, Ferozpur Road, Opposite Waves Mall, Ludhiana-141012, Punjab

# RUDRA ECOVATION LIMITED

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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 OR Date of Birth (DOB)	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 member id / folio number in the Dividend Bank details field.</li></ul>

- f. After entering these details appropriately, click on "SUBMIT" tab.
- g. 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.
- h. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i. Click on the EVSN <240522002> for the relevant <RUDRA ECOVATION LIMITED (Formerly HIMACHAL FIBRES LIMITED)> on which you choose to vote.
- j. 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.
- k. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- l. 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.
- m. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- n. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- o. 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.
- p. **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**

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- 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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 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; [hfl.corporate@gmail.com](mailto:hfl.corporate@gmail.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

q. **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** ([beetalrta@gmail.com](mailto:beetalrta@gmail.com)).

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 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to

Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing,  
25th Floor, Marathon Futurex, 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 at toll free no. 1800 22 55 33

By order of the Board  
For RUDRA ECOVATION LIMITED  
(Formerly HIMACHAL FIBRES LIMITED)

Sd/-

Sd/-

DATE: 18.05.2024

(GIAN CHAND THAKUR)

(AKHIL MALHOTRA)

PLACE: LUDHIANA

Wholetime Director

Director (Non-Executive)

(DIN: 07006447)

(DIN: 00126240)

Email- [hfl.corporate@gmail.com](mailto:hfl.corporate@gmail.com) website- <http://www.himachalfibre.com/>  
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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 01 of the accompanying Notice dated Saturday, May 18, 2024:

### **ITEM NO. 01: ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO THE PROPOSED ALLOTTEES, ON A PREFERENTIAL BASIS**

In accordance with section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the "Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the SEBI ICDR Regulations and the Listing Regulations, as amended from time to time, subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority approval of shareholders of the Company by way of special resolution is required to issue Convertible Warrants into Equity Shares by way of private placement on a preferential basis to the proposed allottees.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Convertible Warrants into Equity Shares are as under:

#### **a) Particulars of the Preferential Issue including date of passing of Board resolution:**

The Board at their meeting held on Saturday, May 18, 2024 have, subject to the approval of the Members of the Company and such other approvals as may be required, approved to issue and allot in one or more tranches, upto 2,07,65,000 (Two Crore Seven Lakhs and Sixty Five Thousand) convertible warrants ("Warrants"), at a price of ₹48/- (Rupees Forty-Eight Only) per warrant, aggregating upto ₹99,67,20,000/- (Rupees Ninety Nine Crore Sixty Seven Lakhs and Twenty Thousand Only) ("**Total Issue Size**"), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value ₹1.00/- (Rupee One only), each at a premium of ₹47/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons / entity enlisted below ("Warrant Holder"/ "Proposed Allottees") belonging to promoter and non-promoter group of the Company on a preferential basis ("Preferential Issue"), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this

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Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

S. No.	Name of Proposed Allottees	Category (Promoter/ Non - Promoter)	Maximum number of Convertible Warrants proposed to be allotted
1.	Simmi Malhotra	Promoter Group	5,00,000
2.	Shiva Spinfab Private Limited	Promoter Group	57,50,000
3.	Dinesh Pareekh	Non-Promoter	41,00,000
4.	Vinayak International	Non-Promoter	29,00,000
5.	Race Eco Chain Limited	Non-Promoter	20,85,000
6.	Gunjan Agarwal	Non-Promoter	10,00,000
7.	Raika Investments	Non-Promoter	5,40,000
8.	India Equity Fund 1	Non-Promoter	5,20,000
9.	R.A. Maxx Private Limited	Non-Promoter	3,35,000
10.	Wow Investments	Non-Promoter	2,70,000
11.	Shri Bajrang Commodity	Non-Promoter	2,70,000
12.	Rajesh H Modi HUF	Non-Promoter	2,60,000
13.	Sudhir Shivji Bheda	Non-Promoter	2,10,000
14.	Radhika Soni	Non-Promoter	2,10,000
15.	Bhavna Jitendra Mehta	Non-Promoter	2,10,000
16.	Vivek Garg	Non-Promoter	2,00,000
17.	Hypotenuse Investments	Non-Promoter	1,80,000
18.	Aarson Investments	Non-Promoter	1,80,000
19.	Dipak Raheja	Non-Promoter	1,80,000
20.	Kalpana Suresh Kapadia	Non-Promoter	1,55,000
21.	Aditya Tushar Vora	Non-Promoter	1,55,000
22.	Rashi Pareek	Non-Promoter	1,25,000
23.	Nainesh Gunvantlal Jain	Non-Promoter	1,05,000
24.	Sushant Behl	Non-Promoter	1,00,000
25.	Swaroop Narain Agarwal	Non-Promoter	1,00,000
26.	Raadhika Gupta	Non-Promoter	1,00,000
27.	Amit Kumar HUF	Non-Promoter	25,000

**b) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:**

The Company proposes to offer, issue and allot, in one or more tranches, upto 2,07,65,000 (Two Crore Seven Lakhs and Sixty Five Thousand) convertible warrants into equity shares("Warrants"), at a price of ₹48/- (Rupees Forty-Eight Only) per warrant, aggregating upto ₹99,67,20,000/- (Rupees Ninety Nine Crore Sixty Seven Lakhs and Twenty Thousand Only) ("Total Issue Size") by way of a Preferential Issue.

**c) Purpose/Object of the preferential issue:**

The Company needs to raise additional funds towards funding the strategic acquisitions. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital, the Board of Directors of the Company proposed to raise upto ₹99,67,20,000.00 /- (Rupees Ninety Nine Crore Sixty Seven Lakhs and Twenty

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Thousand Only) through issue of warrants convertible into equity shares on preferential basis to the person/Entity belong to promoter group and non-promoter group of the Company. The Company shall utilize the proceeds from the preferential issue of warrants convertible into equity shares to acquire equity stake in Shiva Textfabs Limited to support the ongoing expansion of Shiva Textfabs Limited pending the proposed merger between Rudra Ecovation Limited and Shiva Textfabs Limited.

**d) Maximum number of securities to be issued and price at which securities being offered:**

The Company proposes to offer, issue and allot, in one or more tranches, upto 2,07,65,000 (Two Crore Seven Lakhs and Sixty Five Thousand) convertible warrants into equity shares ("Warrants"), at a price of ₹48/- (Rupees Forty-Eight Only) per warrant, aggregating upto ₹99,67,20,000/- (Rupees Ninety Nine Crore Sixty Seven Lakhs and Twenty Thousand Only) ("Total Issue Size") by way of a Preferential Issue.

The price for the allotment of shares to be issued is based on the minimum price determined accordance with Chapter V of SEBI ICDR Regulations is fixed at ₹47.90/- (Rupees Forty-Seven and Ninety Paise only) per Convertible Warrant.

**e) Basis on which the price has been arrived at and justification for the price (including premium, if any):**

The Equity Shares of the Company is listed on BSE Limited ('BSE') and are frequently traded. Further, BSE, trading volumes, has been considered for determination of price, in accordance with the SEBI ICDR Regulations.

As per the provisions of the SEBI ICDR Regulations, the minimum/floor price at which the Warrants convertible into equal number of equity shares can be issued is ₹47.90/- per Warrant. The Warrants will be issued at a price of ₹48/- per Warrant, which is more than the higher of the following:

- a) the 90 trading days' volume weighted average price of the Company's equity shares quoted on BSE preceding the Relevant Date; i.e. ₹43.77/-per Warrant; or
- b) the 10 trading days' volume weighted average price of the Company's equity shares quoted on the Stock Exchange preceding the Relevant Date i.e. ₹47.90/- per Warrant; or
- c) Floor price determined in accordance with the provisions of the Articles of Association of the Company. However, the Articles of Association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

The issue price is ₹48/- per Warrant, which is not lower than the floor price determined in compliance with applicable provisions of the SEBI ICDR Regulations.



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However, the proposed allotment is more than 5% of the post issue fully diluted Shares capital of the Company, to the allottees and allottees acting in concert, the pricing of the Convertible warrants to be allotted shall be higher of the following parameters:

I. Price determined as per the provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares) which is ₹47.90/- per Convertible Warrant

OR

II. Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations which is ₹17.31/- per Convertible Warrant

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is ₹47.90/- per Convertible Warrant. The issue price is ₹48/- (Rupees Forty-Eight Only) per Convertible warrant which is not lower than the minimum price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The valuation was performed by Mr. Manish Manwani, a Registered Valuer (Registration No. IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector 49, Gurugram Haryana 122018 in accordance with regulation 164 and regulation 166A of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days upto the date of EGM and uploaded on the website of the Company. The link of Valuation Report is

[http://www.himachalfibre.com/uploads/CORPORATE%20ANNOUNCEMENTS/Valuation%20Report\\_Rudra%20Ecovation-Signed.pdf](http://www.himachalfibre.com/uploads/CORPORATE%20ANNOUNCEMENTS/Valuation%20Report_Rudra%20Ecovation-Signed.pdf)

**f) Relevant Date:**

The relevant date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company is Friday, May 17, 2024, being the working day preceding the date that is 30 (Thirty) days prior to the date of shareholders meeting i.e. Monday, June 17, 2024 since the date that is 30 (thirty) days prior to the date of shareholders meeting is a holiday i.e., Saturday, May 18, 2024 to approve the proposed Preferential Issue;

**g) The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the proposed allottees as mentioned at point no. (h) below.

**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 percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues:**

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Sr. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding#		Number of Warrants to be issued	Post- Shareholding (Presuming full conversion of Warrants)##	
				No. of Shares	% of holding*		No. of Shares	% of holding**
1.	Simmi Malhotra	Promoter Group	Not Applicable	Nil	Nil	5,00,000	5,00,000	0.41%
2.	Shiva Spinfab Private Limited	Promoter Group	Akhil Malhotra	Nil	Nil	57,50,000	57,50,000	4.71%
3.	Dinesh Pareekh	Non Promoter	Not Applicable	Nil	Nil	41,00,000	41,00,000	3.36%
4.	Vinayak International	Non Promoter	Ramesh Kumar And Hem Singh Rathore	Nil	Nil	29,00,000	29,00,000	2.38%
5.	Race Eco Chain Limited	Non Promoter	Not Applicable###	Nil	Nil	20,85,000	20,85,000	1.71%
6.	Gunjan Agarwal	Non Promoter	Not Applicable	Nil	Nil	10,00,000	10,00,000	0.82%
7.	Raika Investments	Non Promoter	Anil Madanlal Raika	Nil	Nil	5,40,000	5,40,000	0.44%
8.	India Equity Fund 1	Non Promoter	Jatin Chonanas authorized Signatory of Vistra ITCL India Ltd., being the trustee of Sarcap Investment Trust (SEBI Registered Alternate Investment Fund Category III), India Equity Fund being the first scheme of the Trust.	53,50,000	6.20%	5,20,000	58,70,000	4.81%
9.	R A Maxx Private Limited	Non Promoter	1. Kamlesh Vadilal Shah and 2. Nita Kamlesh Shah	Nil	Nil	3,35,000	3,35,000	0.27%
10.	Wow Investments	Non Promoter	1. Brijesh Thakkar 2. Amit Goyal, 3. Ashish Kumar Agrawal	Nil	Nil	2,70,000	2,70,000	0.22%
11.	Shri Bajrang Commodity	Non Promoter	1. Narendra Goel 2. Anand Goel 3. Rajendra Goel	Nil	Nil	2,70,000	2,70,000	0.22%
12.	Rajesh Modi HUF	Non Promoter	Rajesh Harsukhlal Modi	Nil	Nil	2,60,000	2,60,000	0.21%
13.	Sudhir Bheda	Non Promoter	Not Applicable	Nil	Nil	2,10,000	2,10,000	0.17%
14.	Radhika Soni	Non Promoter	Not Applicable	Nil	Nil	2,10,000	2,10,000	0.17%
15.	Bhavna Jitendra Mehta	Non Promoter	Not Applicable	Nil	Nil	2,10,000	2,10,000	0.17%
16.	Vivek Garg	Non Promoter	Not Applicable	25,000	0.03%	2,00,000	2,25,000	0.18%
17.	Hypotenuse Investments	Non Promoter	1. Brijesh Thakkar, 2. Rohit Parakh, 3. Sumant	Nil	Nil	1,80,000	1,80,000	0.15%

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			Rameshkumar Nathani					
18.	Aarson Investments	Non Promoter	Sharad Goel	Nil	Nil	1,80,000	1,80,000	0.15%
19.	Dipak Raheja	Non Promoter	Not Applicable	Nil	Nil	1,80,000	1,80,000	0.15%
20.	Kalpna Kapadia	Non Promoter	Not Applicable	Nil	Nil	1,55,000	1,55,000	0.13%
21.	Aditya Vora	Non Promoter	Not Applicable	Nil	Nil	1,55,000	1,55,000	0.13%
22.	Rashi Pareek	Non Promoter	Not Applicable	12,500	0.01%	1,25,000	1,37,500	0.11%
23.	Nainesh Gunvantlal Jain	Non Promoter	Not Applicable	Nil	Nil	1,05,000	1,05,000	0.09%
24.	Sushant Behl	Non Promoter	Not Applicable	Nil	Nil	1,00,000	1,00,000	0.08%
25.	Swaroop Narain Agarwal	Non Promoter	Not Applicable	Nil	Nil	1,00,000	1,00,000	0.08%
26.	Raadhika Gupta	Non Promoter	Not Applicable	Nil	Nil	1,00,000	1,00,000	0.08%
27.	Amit Kumar HUF	Non Promoter	Amit Kumar	11,000	0.01%	25,000	36,000	0.03%

\*These percentages have been calculated on the basis of pre-preferential share capital of the Company i.e. ₹8,62,50,000 (Eight Crore Sixty Two Lakh Fifty Thousand) divided into 8,62,50,000 (Eight Crore Sixty Two Lakh Fifty Thousand) Equity Shares of ₹1/- (Rupee One Only) each.

\*\*These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹12,20,15,000 (Twelve Crore Twenty Lakhs Fifteen Thousand) divided into 12,20,15,000 (Twelve Crore Twenty Lakhs Fifteen Thousand) Equity Shares of ₹1/- (Rupee One Only) each.

#This holding has been calculated without taking into consideration the warrants allotted under previous preferential issue.

##This holding has been mentioned taking into consideration all the warrants issued by the Company (i.e. 1,50,00,000 Warrants allotted in the previous preferential issue and 2,07,65,000 Warrants to be allotted in the current preferential issue.)

## #As Race Eco Chain Limited is Listed Company.

**Note:** The post holding may vary depending upon any other corporate action in between.

As a result of the proposed preferential issue of Warrants and upon conversion of the such Warrants, there will be no change in the control or management of the Company. However, there will be corresponding changes in the shareholdings of the promoter & promoter group and public shareholding consequent to preferential allotment.

**i) Intention of the promoters/ directors/ or key managerial personnel to subscribe to the offer:**

The Convertible Equity Warrant shall be issued to Mrs. Simmi Malhotra and Shiva Spinfab Private Limited both belongs to Promoter Group. They have indicated their intention to subscribe to the Convertible Equity Warrants on Preferential basis. Other than the above, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Equity Warrants on conversion proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

# RUDRA ECOVATION LIMITED

(Formerly known as HIMACHAL FIBRES LIMITED)

CIN - L17119HP1980PLC031020

Registered Office- Plot No. 43-44, Industrial Area, Barotiwala-174103 (Himachal Pradesh)

**j) Time frame within which the Preferential Issue shall be completed:**

As required under the SEBI ICDR Regulations, the preferential issue/allotment of Warrants shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

**k) Shareholding pattern pre and post preferential issue would be as follows:**

Sr. No.	Category	Pre Issue Shareholding#		Post Issue Shareholding (Presuming full conversion of Warrants)##	
		No. of equity shares held	% of Shares*	No. of equity shares held	% of Shares**
<b>A</b>	<b>Promoter &amp; Promoter Group Shareholding</b>				
(a)	Indian Promoter	1,40,41,500	16.28%	2,02,91,500	16.63%
(b)	Foreign Promoter	-	-	-	-
	<b>Sub Total (A)</b>	<b>1,40,41,500</b>	<b>16.28%</b>	<b>2,02,91,500</b>	<b>16.63%</b>
<b>B</b>	<b>Public Shareholding</b>				
(a)	<b>Institutions (Domestic)</b>				
	Mutual Fund	4,000	0.00%	4,000	0.00%
	India Equity Fund 1	53,50,000	6.20%	58,70,000	4.81%
	Banks	24,500	0.03%	24,500	0.02%
	Other Financial Institutions	1,16,000	0.13%	1,16,000	0.10%
(b)	<b>Non-Institutions</b>				
(i)	1. Individual Shareholders holding Nominal Share Capital Up to 2 Lacs	2,44,65,170	28.37%	2,57,10,170	21.07%
(ii)	2. Individual Shareholders holding Nominal Share Capital Above 2 Lacs	1,94,23,695	22.52%	3,33,78,695	27.36%
(iii)	Bodies Corporate	1,75,11,711	20.30%	2,56,81,711	21.05%
(iv)	Non-Resident Indians	9,74,823	1.13%	9,74,823	0.80%
(c)	<b>Any Other (specify)</b>				
(v)	HUF	43,18,600	5.01%	56,03,600	4.59%
(vi)	Clearing Members	20,001	0.02%	20,001	0.02%
(vii)	Firm	0	0.00%	43,40,000	3.56%
	<b>Sub Total (B)</b>	<b>7,22,08,500</b>	<b>83.72%</b>	<b>10,17,23,500</b>	<b>83.37%</b>

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Corporate Office: 4<sup>th</sup> Floor, Wood Stock Tower, B-35/958, Adarsh Nagar, Ferozpur Road, Opposite Waves Mall, Ludhiana-141012, Punjab

# RUDRA ECOVATION LIMITED

(Formerly known as HIMACHAL FIBRES LIMITED)

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	<b>Total Shareholding</b>	<b>8,62,50,000</b>	<b>100.00%</b>	<b>12,20,15,000</b>	<b>100.00%</b>
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\*These percentages have been calculated on the basis of pre-preferential share capital of the Company i.e. ₹8,62,50,000 (Eight Crore Sixty Two Lakh Fifty Thousand) divided into 8,62,50,000 (Eight Crore Sixty Two Lakh Fifty Thousand) Equity Shares of ₹1/- (Rupees One Only) each.

\*\*These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹12,20,15,000 (Twelve Crore Twenty Lakhs Fifteen Thousand) divided into 12,20,15,000 (Twelve Crore Twenty Lakhs Fifteen Thousand) Equity Shares of ₹1/- (Rupees One Only) each.

#This holding has been calculated without taking into consideration the warrants allotted under previous preferential issue.

##This holding has been mentioned taking into consideration all the warrants issued by the Company (i.e. 1,50,00,000 Warrants allotted in the previous preferential issue and 2,07,65,000 Warrants to be allotted in the current preferential issue.)

## l) Change in Control, if any, in the Company consequent to the preferential issue:

There will not be any change in the composition of the Board, the existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Promoter & Promoter Group consequent to preferential allotment.

## m) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, the Company has made a preferential allotment of 1,50,00,000 (One Crore Fifty Lakhs only) Fully Convertible Warrants ('Warrants') at an issue price of ₹10.00/- (Rupees Ten only) each to persons belonging to non-promoter category. The details of persons to whom allotment have already been made during the year is as follows:

Sr No	Name of Proposed Allottees	Category (Promoter/ Non - Promoter)	Maximum number of Convertible Warrants proposed to be allotted	Issue Price
1.	Sangeeta Pareekh	Non Promoter	20,00,000	₹10/- each
2.	Securocrop Securities India Private Limited	Non Promoter	17,50,000	₹10/- each
3.	Securocrop Business Re-Engineering Private Limited	Non Promoter	10,00,000	₹10/- each
4.	BGP 11 Analytics Private Limited	Non Promoter	20,00,000	₹10/- each
5.	Atul Saluja Huf	Non Promoter	10,00,000	₹10/- each
6.	Anisha Malik	Non Promoter	20,00,000	₹10/- each
7.	Lalit Kumar Malik	Non Promoter	20,00,000	₹10/- each
8.	Atul Khosla	Non Promoter	10,00,000	₹10/- each
9.	Shyam Taparia	Non Promoter	6,00,000	₹10/- each
10.	Mable Rajesh	Non Promoter	4,00,000	₹10/- each
11.	Pankaj Mittal	Non Promoter	1,25,000	₹10/- each

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12.	Sapna Mittal	Non Promoter	1,25,000	₹10/- each
13.	Strikersports Academy Private Limited	Non Promoter	10,00,000	₹10/- each

**n) Principal terms of assets charged as securities:**

Not applicable.

**o) Material terms of raising such securities:**

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**p) Lock-In Period & Transferability:**

The Warrants and the equity shares to be allotted pursuant to the exercise of the Warrants issued on Preferential Issue shall be subject to 'lock-in' for such period(s), as may be applicable to each of the investor(s), in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

Further the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of allotment of such securities.

**q) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:**

Existing promoter will continue as promoter of the Company and pursuant to this allotment the proposed allottees other than promoter shall be covered under the head on non - promoter/public under shareholding pattern of the Company.

**r) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:**

S. No.	Name of Proposed Allottees	Percentage of post preferential issue (Presuming full conversion of Warrants) *
1.	Simmi Malhotra	0.41%
2.	Shiva Spinfab Private Limited	4.71%
3.	Dinesh Pareekh	3.36%
4.	Vinayak International	2.38%
5.	Race Eco Chain Limited	1.71%
6.	Gunjan Agarwal	0.82%
7.	Raika Investments	0.44%
8.	India Equity Fund 1	4.81%
9.	R.A. Maxx Private Limited	0.27%
10.	Wow Investments	0.22%

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11.	Shri Bajrang Commodity	0.22%
12.	Rajesh H Modi HUF	0.21%
13.	Sudhir Shivji Bheda	0.17%
14.	Radhika Soni	0.17%
15.	Bhavna Jitendra Mehta	0.17%
16.	Vivek Garg	0.18%
17.	Hypotenuse Investments	0.15%
18.	Aarson Investments	0.15%
19.	Dipak Raheja	0.15%
20.	Kalpana Suresh Kapadia	0.13%
21.	Aditya Tushar Vora	0.13%
22.	Rashi Pareek	0.11%
23.	Nainesh Gunvantlal Jain	0.09%
24.	Sushant Behl	0.08%
25.	Swaroop Narain Agarwal	0.08%
26.	Raadhika Gupta	0.08%
27.	Amit Kumar HUF	0.03%

*\*These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹12,20,15,000 (Twelve Crore Twenty Lakhs Fifteen Thousand) divided into 12,20,15,000 (Twelve Crore Twenty Lakhs Fifteen Thousand) Equity Shares of ₹1/- (Rupees One Only) each.*

**s) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable. Since, the allotment of Warrants and the equity shares pursuant to the exercise of the Warrants is made for consideration payable in cash.

**t) Amount which the company intends to raise by way of such securities:**

Aggregating upto ₹99,67,20,000/- (Rupees Ninety Nine Crore Sixty Seven Lakhs and Twenty Thousand Only).

**u) Certificate of Practicing Company Secretary:**

The copy of certificate from Mr. Ansh Bhambri, Practicing Company Secretary, Proprietor of M/s Bhambri & Associates (C.P. No. 22626), as required under regulation 163(2) of the SEBI ICDR Regulations, shall be placed before the Extra Ordinary General Meeting of the shareholders through electronic means, to be held at 11:00 A.M. at Master Chambers, 19, Feroze Gandhi Market Ludhiana-141001, Punjab. The said certificate shall be hosted on the Company's website and is accessible at link: <https://www.himachalfibre.com/uploads/CORPORATE%20ANNOUNCEMENTS/PCS%20Certificate%20under%20ICDR%20for%20preferential%20issue%202024.pdf>

**v) Other disclosures/Undertaking:**

- i. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance

# **RUDRA ECOVATION LIMITED**

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Registered Office- Plot No. 43-44, Industrial Area, Barotiwala-174103 (Himachal Pradesh)

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with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations is not applicable.

- ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing.
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.
- viii. The Proposed Allottees and the promoter and promoter group has not sold any equity shares during 90 trading days preceding the Relevant Date.
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.
- xi. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The above preferential allotment is proposed for Promoter Group and Non- Promoter, Public Category. None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this Notice except to the extent of their respective shareholding in the Company, if any. In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI

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ICDR Regulations, approval of the Members for issue and allotment of the Convertible Warrants to persons belonging to the Promoter Group and Non-Promoter Category, is being sought by way of a "Special Resolution" as set out in the said item no. 1 of the Notice. The Board of Directors recommends the resolutions as set out in Item No. 1 of this notice for the issue of Equity Shares on a preferential basis, to the proposed allottees by way of Special Resolution.

## **ITEM NO. 02: TO ENTER INTO RELATED PARTY TRANSACTION**

The Company Rudra Ecovation Limited is invest in the Company Shiva Textfabs Limited amounting to INR 150.50 Crores. This investment aims to acquire 7040936 Equity Shares of face value of Rs. 10/- each representing 21.46% of the expanded shares capital of Shiva Textfabs Limited. The purpose of this investment is to support the ongoing expansion of Shiva Textfabs Limited pending the proposed merger between Rudra Ecovation Limited and Shiva Textfabs Limited.

As such transaction falls under the scope of section 188 of The Companies act 2013, which requires approval of the members of the company to give effect to such transaction, the meeting has been called to obtain the approval of members of the Company.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except Mr. Akhil Malhotra, Director or his relatives or to the extent of their shareholding in the Company, if any, is concerned or interested, financially or otherwise, in the aforesaid **Special Resolution**.

## **ITEM NO. 03: TO MAKE INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

As per provisions of the Section 186 of the Companies Act, 2013 the Board of Directors of a Company could give any loan, guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities by way of subscription, purchase or otherwise to any person or body corporate to the extent of Sixty percent paid up share capital, free reserves and securities premium or one hundred percent of its free reserves and securities premium account whichever is more and for giving any loan or providing guarantee and security in excess of limit specified above, the approval of the members of the Company in General Meeting by way of Special resolution has to be obtained.

Moreover, The Company has entered into share purchase agreement with Shiva Textfabs Limited amounting to INR 150.50 Crores, 7040936 Equity Shares of face value of Rs. 10/- each representing 21.46% of the expanded shares capital of Shiva Textfabs Limited which exceeds the limit mentioned under the section 186 of the Companies Act, 2013. So it is proposed to increase the limit of investment or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of limit specified above, and recommend passing of this resolution by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except Mr. Akhil Malhotra, Director or to the extent of their shareholding in the Company, if any, is concerned or interested, financially or otherwise, in the aforesaid **Special Resolution**.

By order of the Board  
For RUDRA ECOVATION LIMITED  
(Formerly HIMACHAL FIBRES LIMITED)

Sd/-

Sd/-

DATE: 18.05.2024

(GIAN CHAND THAKUR)

(AKHIL MALHOTRA)

PLACE: LUDHIANA

Wholetime Director

Director (Non-Executive)

(DIN: 07006447)

(DIN: 00126240)

# **RUDRA ECOVATION LIMITED**

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CIN - L17119HP1980PLC031020

Registered Office- Plot No. 43-44, Industrial Area, Barotiwala-174103 (Himachal Pradesh)

## ATTENDANCE SLIP

Cut here

Member's Folio No .....

Client ID No. ....

DP ID No. ....

Name of the Member .....

Name of Proxy holder .....

No of shares held .....

I hereby record my presence at the Extra-ordinary General Meeting of the Company held on Monday, the 17th day of June, 2024 at 03.30 p.m. at the Corporate Office 4th Floor, Wood Stock Tower, B-35/958, Adarsh Nagar, Ferozepur Road, Opposite Waves Mall, Ludhiana-141012.

No.	Resolution	For	Against
1.	Issue Of Warrants Convertible Into Equity Shares To The Proposed Allottees, On A Preferential Basis (Special resolution)		
2.	To Enter Into Related Party Transaction (Special resolution)		
3.	To Make Investments Under Section 186 Of The Companies Act, 2013 (Special resolution)		

\_\_\_\_\_  
Signature of Member/Proxy

### Notes :

- Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.



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## **PROXY FORM**

Member's Folio No : \_\_\_\_\_

I/We \_\_\_\_\_ S/Do \_\_\_\_\_

R/o \_\_\_\_\_ in the district of \_\_\_\_\_  
being a member/members of RUDRA ECOVATION LIMITED (Formerly HIMACHAL FIBRES LIMITED), hereby appoint \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company held Monday, the 17th day of June, 2024 at 03.30 p.m. and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

Affix Re. 1/- Revenue Stamp here
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### **Note :**

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll instead of himself / herself.
2. If it is intended to appoint a proxy, the form of proxy should be deposited at the Registered Office of the Company at least 48 hours before the commencement of meeting.

# RUDRA ECOVATION LIMITED

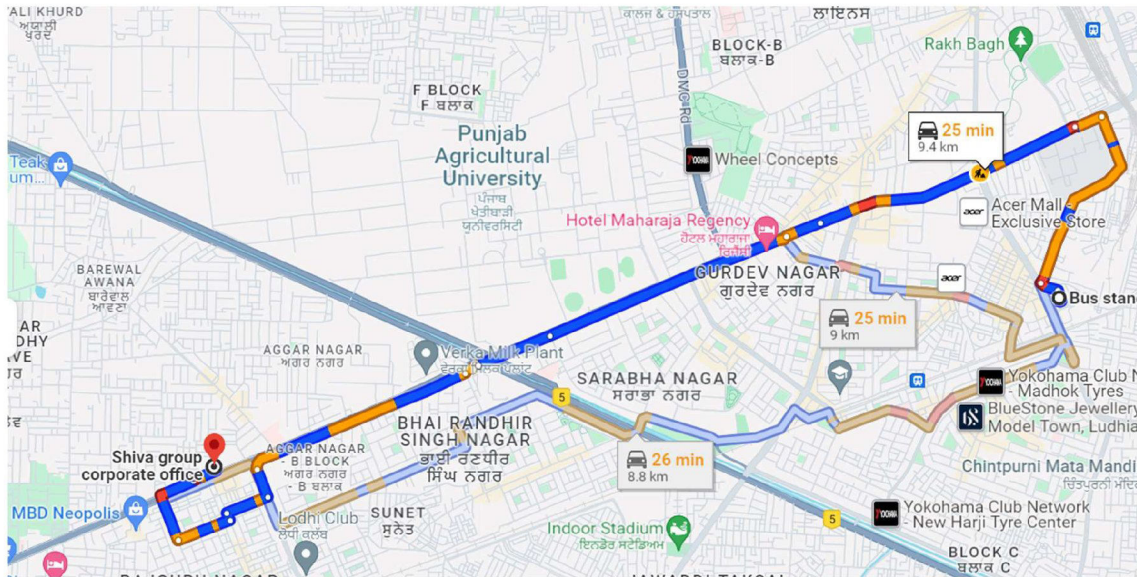
(Formerly known as HIMACHAL FIBRES LIMITED)

CIN - L17119HP1980PLC031020

Registered Office- Plot No. 43-44, Industrial Area, Barotiwala-174103 (Himachal Pradesh)

## Venue for Extra General Meeting

### For Attending the EGM (Physical Mode only)



Google Maps code: VQPP+JW4

30.88794080413466, 75.78720760451891

<https://maps.app.goo.gl/UCSmr42ggEtEtEEXA>

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