



Date: December 12, 2023

To,
Department of Corporate Services,
BSE Limited
25th Floor, Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai – 400 001

Scrip Code: 541945

Dear Sir/Madam,

SUBJECT: Corrigendum to the Notice of the AGM dated 13th November 2023.

This has reference to the Notice of AGM dated 13th December 2023 issued by the Company and circulated on November 21, 2023, for the purpose of seeking members approval on the Resolution as set out in the said Notice of AGM which was already emailed to all the shareholders of the Company.

A corrigendum is being issued to inform the shareholders/beneficial owners of the Company regarding amendment in Item No. 3 of the Explanatory Statement of the said Notice of EGM. A copy of detailed corrigendum is being enclosed herewith.

Except as detailed in the attached corrigendum, all other terms and contents of the Notice of AGM dated 13th December 2023 shall remain unchanged.

This corrigendum will also be available on the Website of the Company <https://www.ranjeet.co.in/CORRIGENDUM.pdf>.

This is for your information and record.

Thanking You,

Yours faithfully,

For RANJEET MECHATRONICS LIMITED

ANKITA SHAH
COMPANY SECRETARY AND COMPLIANCE OFFICER

RANJEET MECHATRONICS LTD.

(FORMERLY KNOWN AS: RANJEET ELECTRIC PVT. LTD. // DESTINY ZONE SECURITY SYSTEMS PVT. LTD. // HIMGIRI SOLUTIONS PVT. LTD.)

REGISTER ADDRESS: - Block A. #407 4th Floor Dev Aurum, Anandnagar Cross Road, Prahaladnagar Road, Ahmedabad. 380015. Gujarat. Tel.: 91 79 40009390. Email: info@ranjeet.co.in and cs.compliance@ranjeet.co.in II

Website:-www.ranjeet.co.in CIN NO. L31100GJ1993PLC019635



CORRIGENDUM / ADDENDUM TO THE NOTICE OF THE ANNUAL GENERAL MEETING

The Annual General Meeting (AGM) of the Shareholders of RANJEET MECHATRONICS LIMITED is being convened on Wednesday, December 13, 2023, at 12:00 p.m. IST at the registered Office of the company. The Notice of the AGM dated November 13, 2023 ("AGM Notice") was dispatched to the Shareholders of the Company on November 21, 2023, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India, respectively. We draw the attention of all the members of the Company towards the said AGM Notice.

Capitalized words and expressions used but not defined herein shall have the same meaning as assigned to them in the AGM Notice. This Corrigendum is being issued to give notice to amend/ provide additional details as mentioned herein and pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Item No. 3

We draw the attention of all the members of the Company that the board of directors in its meeting dated 05.12.2023, decide to issue of equity shares 34,00,020 to same allottees on preferential basis for an Aggregate Consideration of 6,80,00,400/- (Rupees Six Crore Eighty Lakhs Four Hundred And Only) by way of conversion of Unsecured loan into equity and for cash, The Revised Resolution for this issue and revised explanatory statement are mentioned below:

SPECIAL BUSINESS:

3. To Offer, Issue and Allot 34,00,020 Equity Shares Of The Company, Each Having Face Value Of 10/, At A Price Of 20/- Per Equity Share And For An Aggregate Consideration Of 6,80,00,400/- (Rupees Six Crore Eighty Lakhs Four Hundred And Only), On A Preferential Basis, by way of Conversion of Unsecured Loan into Equity and for Cash As Per Below Mentioned Table:

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) 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 other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), the listing agreements entered into by the Company with BSE Limited ("Stock Exchanges") on which the Equity Shares having face value of Rs. 10/- each of the Company ("Equity Shares") are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/ or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of

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Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to issue, offer, and allot, on a preferential basis, 34,00,020 (Thirty Four Lacs Twenty Only) Equity Shares having face value of 10/- each (the "Equity Shares"), at a price of 20/- (Rupees Twenty One Only) per Equity Share ("Preferential Allotment") to the below mentioned proposed allottees ("Proposed Allottees") by way of Conversion of Unsecured Loan into Equity and for Cash:

Sr. No.	Name of proposed Investors	Category	Maximum no. of Equity Shares	Consideration/Object
1.	AUMIT CAPITAL ADVISORS LIMITED	Public - Non - Institutional - Bodies Corporate	13,40,000	Cash
2.	RAKESH VALLABH SWADIA	Promoter - Non - Institutional - Individual	6,40,000	Conversion of Unsecured Loans into Equity shares
3	DEVARSHIBHAI RAKESHBHAI SWADIA	Promoter - Non-Institutional -Individual	1,48,586	Cash
			8,18,434	Conversion of Unsecured Loans into Equity shares
4.	NITABEN RAKESHBHAI SWADIA	Promoter Group Institutional - Individual	4,53,000	Conversion of Unsecured Loans into Equity shares
	TOTAL		34,00,020.00	

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the "Relevant Date" for the purpose of determination of minimum price for the issue and allotment of equity shares as mentioned above shall be Sunday, November 12, 2023, being the date 30 (thirty) days prior to the date of this Annual General Meeting.

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

I. In accordance with the provisions of Chapter V of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price (inclusive of premium) for the purpose of issue of Equity Shares is Sunday, November 12, 2023, which is the date falling 30 (Thirty) days prior to the date of Extraordinary General Meeting or such other date as may be prescribed in accordance with the SEBI(ICDR) Regulations. 100% of the Preferential Allotment Price shall be payable at the time of application to the Equity Shares.

II. That the said equity shares shall be issued and allotted by the Company to Proposed Allottee within a period of 15 (Fifteen) days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of delay of any approval for such allotment by any regulatory

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authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval.

III. Equity Shares will be listed on the BSE Limited, a Stock Exchange subject to the receipt of necessary regulatory permissions and approvals as the case may be.

IV. The Equity Shares allotted shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations relating to Preferential Issues.

V. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

VI. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of ICDR Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of equity shares, and to authorize all such persons as may be deemed 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 shareholders of the Company and that the decision of the Board shall be final and conclusive.

“RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the Investors be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Investors inviting them to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares.”

“RESOLVED FURTHER THAT the monies received by the Company from the Investors for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and

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execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified, and confirmed in all respects.”

By Order of the Board of Directors
FOR, RANJEET MECHATRONICS LIMITED

Sd/-

Mr. Rakesh V. Swadia

Chairman and Managing Director

DIN: 00356657

Date: 07/12/2023

Place: Ahmedabad

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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.3 of the accompanying Notice:

3. To Offer, Issue And Allot 34,00,020 Equity Shares Of The Company, Each Having Face Value Of 10/, At A Price Of 20/- Per Equity Share And For An Aggregate Consideration Of 6,80,00,400/- (Rupees Six Crore Eighty Lakhs Four Hundred And Only), On A Preferential Basis, by way of Conversion of Unsecured Loan into Equity and for Cash: SPECIAL RESOLUTION:

In terms of Sections 23(1)(b), 42, 62(1)(c) 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 other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘SEBI ICDR Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the ‘SEBI Listing Regulations’), the listing agreement entered into by the Company with BSE Limited (‘Stock Exchange’) on which the Equity Shares having face value of Rs.10/- each of the Company (‘Equity Shares’) are listed, approval of shareholders of the Company by way of special resolution is required for issuance of Equity Shares on preferential basis to the Person forming part of Promoter Group and to persons other than the Promoter and Promoter Group (‘Proposed Allotees’).

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

The Company has obtained the Permanent Account Numbers of the proposed allottees.

The Proposed Allottees have represented and declared to the Company that they have not sold nor transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the

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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, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

Necessary information/details/disclosures in relation to the preferential issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 ("Act") read with the rules issued thereunder, are set forth below:

(1) Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors at its meeting held on December 05, 2023, has revised and passed the resolution, subject to the approval of the members and such other approvals as may be required, to Offer, Issue And Allot 34,00,020 (Thirty-Four Lacs and Twenty Only) equity shares of the Company of face value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 20/- (Rupees Twenty Only) each aggregating Rs. 6,80,00,400/- (Rupees Six Crore Eighty Lakhs and Four Hundred Only), to the allottees, for consideration of Conversion of Unsecured Loan into Equity and for cash, by way of a preferential issue on a private placement basis.

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

Issue of 34,00,020 (Thirty-Four Lacs and Twenty Only) Equity Shares of the Company of face value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 20/- (Rupees Twenty Only) each payable for consideration of Conversion of unsecured loan into equity and for cash being not less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations aggregating to Rs. 6,80,00,400/- (Rupees Six Crore Eighty Lakhs and Four Hundred Only).

(3) Objects of the Issue:

The object of the proposed preferential issue for consideration other than cash (Conversion of loan into equity) and for cash is to allot Subscription Shares to Allottees mentioned below to discharge the total consideration of Rs. 6,80,00,400/- (Rupees Six Crore Eighty Lakhs and Four Hundred Only) payable by the Company for Conversion of unsecured loan of promoter and promoter group persons into equity shares and to public to meet working capital requirement.

Detailed object mentioned below:

Sr. No	Name of the Allottees	Category	Object/Consideration	Unsecured Loan Amount	Pre-Issue Shareholding	No of shares Issued	Amount of Consideration/unsecured loan converted into equity	% of Post issue Shareholding
1	Aumit Capital Advisors Limited	Public - Non Institutional Bodies Corporate	In Cash to working capital requirement	-	6,60,000	13,40,000	2,68,00,000	20.00

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2	Devarshibhai Rakeshbhai Swadia	Promoter - Non - Institutional - Individual	In cash to working capital requirement	-	12,53,240	148586	29,71,720	22.20
			Conversion of unsecured loan to equity shares	1,64,00,135		818434	1,63,68,680	
3	Rakesh Vallabhshai Swadia	Promoter - Non - Institutional - Individual	Conversion of unsecured loan to equity shares	1,28,16,389.00	19,12,120	6,40,000	1,28,00,000	25.52
4	Nitaben Rakeshbhai Swadia	Promoter Group - Non-Institutional - Individual	Conversion of unsecured loan to equity shares	90,60,011.00	10,46,680	4,53,000	90,60,000	15.00

(4) Intention of promoters, directors or key managerial personnel of the Company to subscribe to the offer:

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 preferential issue except DEVARSHIBHAI RAKESHBHAI SWADIA, RAKESH VALLABHBHAI SWADIA, NITABEN RAKESHBHAI SWADIA who are director and shareholders in promoter and promoter group category.

(5) Basis on which the price has been arrived at and justification for the price.

The equity shares of the company are listed on stock exchange (BSE Limited) and are In-frequently traded in accordance with regulation 165 of the ICDR Regulations

The price determined by the valuation report dated November 12, 2023, issued by CS Abhishek Chhajer, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674): Rs. 20/- per share.

The Board proposes to issue the share at a price of Rs. 20/- per Equity Share, which is not less than the above floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

The Link of valuation reports link is <https://www.ranjeet.co.in/Valuation-Report-Equity-Share.pdf>

(6) The price or price band at/within which the allotment is proposed:

The issue price is Rs. 20/- per Equity share.

(7) Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the preferential issue is November 12, 2023 being the working day preceding 30 days prior to the date of Annual General Meeting (AGM) which is on December 13, 2023.

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(8) The class or classes of persons to whom the allotment is proposed to be made

The preferential Issue of the Equity Shares is proposed to be made to the below mentioned investors under the class/ category as mentioned below:

Sr. No.	Name of proposed Investors	Category	Maximum no. of Equity Shares	Consideration/Object
1.	AUMIT CAPITAL ADVISORS LIMITED	Public - Non - Institutional - Bodies Corporate	13,40,000	Cash
2.	RAKESH VALLABH SWADIA	Promoter - Non - Institutional - Individual	6,40,000	Conversion of Loans into Equity shares
3	DEVARSHIBHAI RAKESHBHAI SWADIA	Promoter - Non-Institutional -Individual	1,48,586	Cash
			8,18,434	Conversion of Unsecured Loans into Equity shares
4.	NITABEN RAKESHBHAI SWADIA	Promoter Group-Non-Institutional - Individual	4,53,000	Conversion of Unsecured Loans into Equity shares
	TOTAL		34,00,020.00	

(9) Proposed time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this resolution provided that where the allotment of the proposed equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

(10) Principal terms of assets charged as securities

Not applicable.

(11) Shareholding pattern of the Company before and after the Preferential Issue

Please refer Annexure - A to this notice for details.

(12) Name and address of valuer who performed valuation:

The valuation was performed by CS Abhishek Chhajed, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674) having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra , Kankaria, Ahmedabad , Gujarat – 380001.

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(13) Amount which the Company intends to raise by way of such securities

Conversion of promoter and Promoter Group's unsecured loan into equity of Rs. 3,82,28,680/- (Three crore Eighty-Two lakhs Twenty-Eight Thousand Six Hundred and Eighty Only) and raising additional fund of Rs. 2,97,71,720/- (Two Crore Ninety-Seven lakhs Seventy-one Thousands Seven hundred and Twenty).

(14) Material terms of the proposed Preferential Issue of the Equity Shares

The material terms of the proposed preferential issue of the shares are stipulated in the special resolution as set out at Item No. 3 of this Notice.

(15) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue.

The Equity Shares are proposed to be allotted to persons belonging to promoter group and to persons other than promoter and Promoter Group of the Company. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of Equity Shares. The pre and post issue holding of the proposed allottees are as under:

Name of The Allottees	Category	PAN	Ultimate Beneficial Owner	Pre-Preferential Allotment		Number of shares proposed to be issued	*Post- Preferential Allotment	
				No. of Shares	% of voting rights		No. of Shares	% of voting rights
AUMIT CAPITAL ADVISORS LIMITED	Public - Non-Institutional - Body Corporate	AACCJ5572B	Pratik Gandhi (AKZPG3393B) Vipul Gandhi (AKZPG3383R) Bhartiben Gandhi (ACBPG0997P)	660000	10%	1340000	2000000	20.00

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DEVARSHIBHAI RAKESHBHAI SWADIA	Promoter - Non- Institutional - Individual	BCTPS5713C	NA	1253240	18.99%	967020	2220260	22.20
RAKESH VALLABHBHAI SWADIA	Promoter - Non- Institutional - Individual	ACVPS6065J	NA	1912120	28.97%	640000	2552120	25.52
NITABEN RAKESHBHAI SWADIA	Promoter Group- Non- Institutional - Individual	ADKPS6308J	NA	1046680	15.86%	453000	1499680	15.00%

(16) Listing

The equity shares issued by way of preferential issue will be listed on the Stock Exchange at which the existing shares are listed i.e. BSE Limited subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

(17) Lock-in Period

- The Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

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

Sr.No	Name of Allottees	Current Status	Proposed Status
1	AUMIT CAPITAL ADVISORS LIMITED	Public – Non Institutional - Bodies Corporate	Public – Non Institutional – BodiesCorporate
2	DEVARSHIBHAI RAKESHBHAI SWADIA	Promoter -Non- Institutional - Individual	Promoter -Non- Institutional - Individual
3	RAKESH VALLABHBHAI SWADIA	Promoter -Non- Institutional - Individual	Promoter -Non- Institutional - Individual

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REGISTER ADDRESS: - Block A. #407 4th Floor Dev Aurum, Anandnagar Cross Road, Prahaladnagar Road, Ahmedabad. 380015. Gujarat. Tel.: 91 79 40009390. Email: info@ranjeet.co.in and cs.compliance@ranjeet.co.in II

Website:-www.ranjeet.co.in CIN NO. L31100GJ1993PLC019635

4	NITABEN RAKESHBHAI SWADIA	Promoter Group- Non- Institutional - Individual	Promoter Group- Non- Institutional - Individual
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(19) Undertakings

- a) Neither the Company nor any of its Directors and/ or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- b) Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) The Company is eligible to make the preferential issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- d) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- e) The proposed allottees have confirmed that they have not sold any equity shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- f) The Company shall re-compute the price of the equity shares to be allotted under the preferential allotment in terms of the regulation 166 of SEBI ICDR Regulations if it is required to do so.
- g) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the allottees.

The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares.

(20) Company Secretary's Certificate

The certificate from M/s. SCS AND CO. LLP, Practicing Company Secretary (Membership No.11334/COP:15131) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link <https://www.ranjeet.co.in/PCS-CERTIFICATE.pdf>

(21) Other disclosures

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- a) During the period from April 01, 2023 until the date of Notice of this AGM, the Company has not made any preferential issue of equity shares.
- b) Proposed allottees holds the shares of the company and all pre preferential holding are locked in as per SEBI (ICDR) Regulation, 2018.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, the approval of the members for issuance of Equity Shares on Preferential basis is being sought by way of a special resolution as set out in the said item no. 3 of the Notice.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No.3 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

The documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

By Order of the Board of Directors
FOR, RANJEET MECHATRONICS LIMITED

Sd/-

Mr. Rakesh V. Swadia

Chairman and Managing Director

DIN: 00356657

Date: 07/12/2023
Place: Ahmedabad

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Annexure - A - Pre and Post Preferential Issue Shareholding Pattern of the Company

Category of Investor	Pre-Issue Equity Shares				*Post Issue Equity Shares	
	No. of fully paid-up Shares	No. of Partly Paid Shares	Total No. of Shares	% Of Total Shares	Total No. of Shares	% of Total Shares
Promoters and Promoter Group Holding Indian Promoters/Promoter Group						
Individuals / HUF	47,50,380	-	47,50,380	71.98%	68,10,400	68.10%
Bodies Corporate	-	-	-	-	-	-
Sub Total	47,50,380	-	47,50,380	71.98%	68,10,400	68.10%
Foreign Promoters/Promoter Group	-	-	-	-	-	-
Total Shareholding of Promoter and Promoter Group	47,50,380	0	47,50,380	71.98 %	68,10,400	68.10
Non-Promoters shareholding						
Institutions	-	-	-	-	-	-
Mutual Funds	-	-	-	-	-	-
Banks / FI	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-
FIs	-	-	-	-	-	-
Sub Total	0	0	0	0	0	0
Non- Institutions						
Bodies Corporate	6,72,000	-		10.18%	20,12,000	20.12%
Resident Indian	-	-	-	-	-	-
Overseas	-	-	-	-	-	-
Resident Individuals	9,61,600	-	9,61,600	14.57%	9,61,600	9.62%
Resident Ordinary	-	-	-	-		
Any Other	216000	-	216000	3.27 %	2,16,000	2.16%
Sub Total	1849600	0	1849600	28.02%	31,89,600	31.90%
Total Non-Promoters' Shareholding	1849600	0	1849600	28.02%	31,89,600	31.90%
GRAND TOTAL	6599980	0	6599980	100%	1,00,00,000	100.00%

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