

19th December, 2025



RATNAVEER

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

Sub: **Notice of 2nd Extraordinary General Meeting ("EGM") of financial year 2025-26 of the members of Ratnaveer Precision Engineering Limited**

Pursuant to Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, Notice of 2nd Extraordinary General Meeting of financial year 2025-26 of the Members of the Company scheduled to be held on Saturday, 10th January, 2026 at 01:00 p.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") in compliance with the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India. We are submitting herewith the copy of Notice of EGM along with explanatory statement. The details with respect to Agenda proposed to be taken up, resolution to be passed, manner of approval proposed etc. are provided in the attached notice of EGM. The Notice of EGM is also uploaded at the website of the Company www.ratnaveer.com

Further details with respect to EGM are mentioned below

Sr. No.	Particulars	Details
1.	EGM Details	Day-Saturday Date-10 th January, 2026 Time-01:00 p.m. (IST) Through Video Conference / Other Audio Visual Means
2	Cut-off date for e-voting	Friday, 02 nd January, 2025
3	Remote e-voting start time, day and Date	9:00 a.m. (IST), Wednesday, 07 th January, 2026
4	Remote e-voting end time, day and Date	5:00 p.m. (IST), Friday, 09 th January, 2026
5	E-voting website of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited)	https://instavote.linkintime.co.in

Kindly take the same on your records.

Thanking You
Yours faithfully,

For Ratnaveer Precision Engineering Limited

Vijay Ramanlal Sanghavi
Managing Director
(DIN:- 00495922)



RATNAVEER PRECISION ENGINEERING LIMITED

(Formerly Known as RATNAVEER METALS LIMITED)

Plant : E-77, G.I.D.C. Savli (Manjusar), Dist. Vadodara - 391776. (Gujarat) India.

Office : 703 & 704, "Ocean", Vikram Sarabhai Campus, Vadi Wadi, Vadodara-390023.

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O : ☎ +91 - 84878 78075

CIN : L27108GJ2002PLC040488

Web : www.ratnaveer.com



NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 02ND EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF FINANCIAL YEAR 2025-26 OF RATNAVEER PRECISION ENGINEERING LIMITED ("COMPANY") WILL BE HELD THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS ("VC/OAVM") ON SATURDAY, 10TH JANUARY, 2026, AT 01:00 P.M. (IST) TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

- 1. To approve the issue of 72,32,704 Warrants to the Promoters, Promoter Group on preferential basis.**

To consider and if thought fit, to pass the following resolution as a "**Special Resolution**":

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and all other applicable provisions, if any, 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 the other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations, 2018"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities including relevant Stock Exchanges where the equity shares of the Company are listed and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches, up to a maximum of **72,32,704** (Seventy Two lakhs Thirty Two thousand Seven hundred Four) Warrants, each convertible/exchangeable for 1 (One) fully paid-up equity shares of the Company having face value of Rs.10/- (Rupees Ten only) each, at an issue price / conversion price of Rs.159/- (Rupees One Hundred Fifty Nine only) aggregating upto Rs. **1,149,999,936/-** (Rupees One Hundred Fourteen Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred And Thirty Six only) which may be exercised in one or more

tranches within 18 months from the date of allotment of such warrant to the following Promoters, Promoter Group and Non-promoter (hereinafter referred to as the “Proposed Allottees”)

Sr. No	Name of the Proposed Allottees	Category	No. of warrants to be allotted
1.	Vijay Ramanlal Sanghavi	Promoter	25,15,723
2.	Seema Vijay Sanghavi	Promoter	25,15,723
3.	Ratnaveer Ventures Private Limited	Promoter Group	22,01,258
	Total		72,32,704

RESOLVED FURTHER THAT the said warrants be offered and issued on the following terms and conditions:

- Form:** The warrant shall be allotted in dematerialised form and shall be rupee-denominated, unsecured, unlisted, unrated, compulsorily convertible, and subject to the provisions of the Companies Act, 2013, SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 and the Memorandum and Articles of Association of the Company.
- Consideration payable:** An amount equivalent to at least twenty-five percent. of the consideration determined in terms of regulation 164 shall be paid against each warrant on the date of allotment of warrants and the balance of seventy-five percent of the consideration shall be paid at the time of conversion into the equity shares pursuant to the exercise of options against each warrant by the warrant holder.
- Conversion Ratio / Other Conversion Terms:** Each warrant shall be convertible into 1 (One) equity share of the Company having a face value of Rs. 10/- each.

The warrants shall be converted into equity shares of the Company, as per the conversion ratio specified above within 18 months from the date of allotment as defined in the SEBI ICDR Regulations, at the conversion price of Rs. 159/- including a premium of Rs. 149/- per share.

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

RESOLVED FURTHER THAT in accordance with Regulation 161(a) of the ICDR Regulations, the “Relevant Date”, for determining the price of the warrant and the equity shares to be allotted to the Proposed Allottees pursuant to the conversion of warrant allotted on a preferential basis, is 12th December, 2025, being a date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed preferential issue.

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

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

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

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

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

Sd/-

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

**Date: 19.12.2025
Place: Vadodara**

Notes:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May, 5 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 ("MCA Circulars") and the Securities and Exchange Board of India (SEBI) vide its various circulars, permitted holding of the EGM through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations, 2015'), MCA and SEBI Circulars, the EGM of the Company is being conducted through VC/OAVM (hereinafter called as 'EGM').
2. Members attending the EGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/ her behalf. Since the EGM is being held through VC/OAVM pursuant to the relevant MCA Circulars and the SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. In pursuance of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the EGM held through VC or OAVM. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization, etc., authorizing their representative to attend the EGM on its behalf and to vote in the EGM.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), is attached with this Notice of EGM.
6. The facility of joining the EGM through VC /OAVM will be opened 30 minutes before and will remain open till 15 minutes after the conclusion of the EGM.
7. Notice of the EGM is being sent only through electronic mode to the Members whose e-mail address is registered with the Company or the Depository Participant(s). Notice calling the EGM has been uploaded on the website of the Company at www.ratnaveer.com .
8. To receive communications through electronic means, including Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares are held in physical form, the members are advised to register their e-mail address with enotices@in.mpms.mufg.com
9. SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that with effect from 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. The Company has complied

with the necessary requirements as applicable, including sending of letters to members holding shares in physical form and requesting them to dematerialize their physical holdings.

10. To comply with the above mandate, members who still hold share certificates in physical form are advised to dematerialize their shareholding with a view to avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
11. The Company has been maintaining, inter alia, the following statutory registers at its registered office situated at Office No. E- 77 G I D C Savli (Manjusar) Dist.- Baroda, Gujarat, India, 391775.
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
12. In accordance with the MCA circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
13. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send their questions/comments in advance to cs@ratnaveer.com latest by Saturday, 03rd January, 2026. The queries may be raised precisely and in brief to enable the Company to answer the same suitably at the meeting.
14. In conformity with the applicable regulatory requirements, the Notice of this EGM is being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.
15. Investor Grievance Redressal: - The Company has designated Mr. Umang Lalpurwala, Company Secretary & Compliance Officer, Office No. 703 & 704 Ocean Building, 7th Floor, Vikram Sarabhai Campus, Genda Circle Wadiwadi, Vadodara, Gujarat, India, 390023 and E-mail: cs@ratnaveer.com to enable investors to register their complaints, if any.
16. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI Listing Regulations, the Company has provided facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by MUFG Intime India Private Limited ("MUFG") previously known as Link Intime India Private Limited. Shareholders who have cast their votes by remote e-voting prior to the EGM may participate in the EGM but shall not be entitled to cast their votes again. The manner of voting remotely by shareholders holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.
17. The e-voting period begins on Wednesday, 07th January, 2026 at 9:00 a.m. (IST) and ends on Friday, 09th January, 2026 at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date of Friday, 02nd January, 2026 ("cut-off date for e-voting"), may cast their vote electronically. The e-voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter.

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

27. Members are requested to send all their documents and communications pertaining to shares to the Registrar and Share Transfer Agent of the Company – MUFG Intime India Private Limited, at their email address at enotices@in.mpms.mufig.com, for both physical and demat segments of Equity Shares.

28. INSTRUCTION ON REMOTE E-VOTING AND INSTA MEET

Notes:

Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

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

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

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".
(Home page of e-voting will open.
Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders holding shares in **NSDL form**, shall provide 'D' above
 - o Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no, registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

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

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

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

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

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

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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on **“Login”** under ‘SHARE HOLDER’ tab.
- Click **“forgot password?”**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

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

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

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

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

ITEM NO. 1

The Board has resolved to raise fund upto Rs. 115 Crores by way of offer, allot, and issue upto 72,32,704 (Seventy Two Lakhs Thirty Two Thousand Seven hundred Four only) **Warrants** on preferential basis to Promoter Group and Non-promoter at an issue price of Rs.159/- per warrants, each Warrant convertible into 1 (one) Equity Share of face value of Rs. 10/- each fully paid up at a premium of Rs. 149/- each, aggregating to Rs. 1,14,99,99,936 /- (Rupees One Hundred Fourteen Crores Ninty Nine Lakhs Ninty Nine Thousand Nine Hundred and Thirty Six Only) in accordance with the provisions of the SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended. ("**Preferential Allotment**")

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

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

Sr. No.	Particulars
1.	Meeting working capital requirements including funding ongoing and future projects
2.	General corporate purposes

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

b. Maximum number of specified securities to be issued: It is proposed to offer, issue and allot up to 72,32,704 (Seventy Two Lakhs Thirty Two Thousand Seven hundred Four only) Equity shares to be allotted on conversion of Warrants.

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

Warrants :- Except Vijay Ramanlal Sanghavi (Promoter), Seema Vijay Sanghavi (Promoter), and Ratnaveer Ventures Private Limited (Promoter Group), none of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe any warrants proposed to be issued under the aforesaid Preferential Allotment.

d. Pricing of the Issue: To offer, issue and allot from time to time in one or more tranches, up to a maximum of **72,32,704** warrants, each convertible/exchangeable for 1 (One) fully paid-up equity shares of the Company having face value of Rs.10/- (Rupees Ten only) each. The issue of equity shares will be at Rs. **159** /-per Equity Share (including a premium of Rs. **149**/-) which is calculated in accordance with the SEBI (ICDR) Regulations, 2018.

e. Basis on which the price has been arrived at along with report of the registered valuer:
Since the equity shares of the Company are listed and are frequently traded shares, the issue price shall be an amount not less than the minimum price determined in accordance with Regulation 164 (1) of SEBI (ICDR) Regulations, 2018, and other applicable laws. The Floor

Price is Rs. 158.60/- is determined as per the pricing formula prescribed under Regulation 164 of SEBI (ICDR) for the Preferential Issue of Equity shares and warrants.

Further, the company has obtained the valuation report dated 14th December, 2025 from True Valuation Services Private Limited, Registered Valuer. The said report is also available on the Company's website <https://ratnaveer.com/>

- f. **Relevant Date:** The 'Relevant Date' for the purpose of determining the issue price is 12th December, 2025 being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed issue.
- g. **Proposed time within which allotment shall be completed:** As required under the SEBI (ICDR) Regulations, 2018, the Company shall complete the allotment of Equity Shares and warrants on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.
- h. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees:** The names of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and warrants proposed to be allotted:-

Warrants (proposed allottees)

Sr. No	Name of the Proposed Allottees	Category	Ultimate beneficial owners
1.	Vijay Ramanlal Sanghavi	Promoter	NA
2.	Seema Vijay Sanghavi	Promoter	NA
3.	Ratnaveer Ventures Private Limited	Promoter Group	Vijay Ramanlal Sanghavi Seema Vijay Sanghavi

Sr. No	Name of the Proposed Allottees	Category / Current Status	Category / Proposed Status	Pre-issue Shareholding Structure		No. of Equity Shares to be allotted	No. of warrants to be allotted	Post-issue Shareholding Structure (Assuming full conversion of warrants)	
				Number	% of shares			Number	% of shares
1.	Vijay Ramanlal Sanghavi	Promoter	Promoter	27995972	41.2491	-	2515723	30511695	40.6264
2.	Seema Vijay Sanghavi	Promoter	Promoter	937560	1.3814	-	2515723	3453283	4.5981
3.	Ratnaveer Ventures Private Limited	Promoter group	Promoter group	NIL	NIL	-	2201258	2201258	2.9309
Total									

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

j. **Shareholding Pattern of the issuer before and after the issue:** The shareholding pattern of the Company before and after considering all the preferential allotment under this Notice is provided in an **Annexure 1** forming part of this Notice.

k. **Changes in control, if any, in the Company consequent to the issue:** There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

l. **Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price:**

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

Sr.No	Type of Securities	Date of Allotment	No of Securities	Price per Securities (Rs.)
1.	Equity shares	04.12.2025	1,27,93,102	145
2.	Equity shares	12.12.2025	20,27,972	143

m. **Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:** NA

n. **Lock in restrictions:** The equity shares to be issued and allotted to the proposed allottees shall be subject to lock-in as per the requirement of the provisions of the SEBI (ICDR) Regulations, 2018.

o. **Certificate from Practicing Company Secretary:** A certificate from the Practicing Company Secretary certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed before the shareholders at the Extraordinary General Meeting of the Company. The Certificate is also available on the Company's website <https://ratnaveer.com/>

p. **Undertaking to re-compute the price:** The Company hereby undertakes that it shall re-compute the price of the equity shares specified above in terms of the provisions of the SEBI ICDR Regulations, 2018 where it is required to do so.

q. **Undertaking to put under Lock-in till the recomputed price is paid:** The Company hereby undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, 2018, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

r. **Undertaking:** In accordance with SEBI ICDR Regulations 2018;

i. all the Equity Shares and warrants held by the proposed allottees in the Company are in dematerialized form only;

ii. No person belonging to the aforesaid promoter and promoter group have sold/transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.

iii. No person belonging to the aforesaid promoter group has previously subscribed to any warrants of the Company but failed to exercise them;

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

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommend the Special Resolution set out at item no. 1 for the approval of the members.

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

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

Sd/-

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

**Date: 19.12.2025
Place: Vadodara**

Annexure 1 - Pre and Post shareholding pattern

Sl. No.	Category	Pre issue Shareholding		Pre issue Shareholding (assuming conversion of 1850000 CCPS into 124772 Equity Shares allotted on 27/09/2024)		Post issue Shareholding after allotment of Equity on conversion of warrants	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
A	Promoter Holding						
1	Indian						
	Individual/ HUF	28933548	42.63	29058320	42.74	36291024	48.24
	Bodies Corporates	0		0			
	Any Other Specify	0		0			
	Sub-Total (A1)	28933548	42.63	29058320	42.74	36291024	48.24
2	Foreign Promoters	0	0	0			
	Sub-Total (A2)	0	0	0			
	Total Shareholding of Promoters and Promoter group (A)= (A1)+(A2)	28933548	42.63	29058320	42.74	36291024	48.24
B	Non-Promoter Holding						
1	Institutional Investors						
	Foreign Portfolio Investors	0	0	0		0	0
	Alternative Investment Funds	1744138	2.57	1744138	2.56	1744138	2.32
	Total (B1)	1744138	2.57	1744138	2.56	1744138	2.32
2	Institutions (Domestic)						
	NBFCs registered with RBI	0	0	0		0	
3	Institutions (Foreign) FPI	9046967	13.33	9046967	13.30	9046967	12.03
4	Non-Institutions - KMP	0	0	0		0	
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	15219863	22.43	15219863	22.38	15219863	20.23
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	8077325	11.90	8077325	11.88	8077325	10.74
	NRI	2140744	3.15	2140744	3.15	2140744	2.84
	Bodies Corporate	1364303	2.01	1364303	2.01	1364303	1.81
	Any Other	1343575	1.98	1343575	1.98	1343575	1.79
	Total Shareholding of Non-Promoters (B)= (B1)+(B2)+(B3)+(B4)	38936915	57.37	38936915	57.26	38936915	51.76
	Total (A+B)	67870463	100.00	67995235	100.00	75227939	100.00