

September 11, 2024

<b>Department of Corporate Services, BSE Limited,</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001, Maharashtra, India.  <b>Scrip Code – 504341</b>	<b>Department of Corporate Services, National Stock Exchange of India Limited</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051, Maharashtra, India.  <b>Scrip Code: RELTD</b>
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**Sub: Submission of copy of the Notice of the “Extraordinary General Meeting” of the Members of the Company”:**

Dear Sir/Madam,

The Extraordinary General Meeting (EGM) of the Members of Ravindra Energy Limited will be held on Saturday, the 5<sup>th</sup> day of October, 2024, at 11:00 AM, at The Theosophical Society Belagavi Lodge, Gogte Rangmandir Hall (School of Culture), 185, Ramghat Road, Camp, Belagavi-590001, Karnataka, India.

The Company will provide to its members the facility to cast their vote(s) on all resolutions, set out in the Notice, by way of remote e-voting and voting through ballot paper at the EGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Saturday, September 28, 2024, only, shall be entitled to avail the facility of remote e-voting as well as voting through ballot paper at the EGM.

With reference to the captioned subject, a copy of the Notice of the Extraordinary General Meeting is submitted herewith.

We request you to please take the same on records.

Thanking you.

Yours faithfully,

**For Ravindra Energy Limited**

**Vadiraj Mutalik**

Company Secretary & Compliance Officer  
M. No. 50738



**RAVINDRA  
ENERGY LIMITED**

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Registered Office: BC 105, Havelock Road,  
Camp, Belgaum – 590001, Karnataka, India.

Extraordinary General Meeting

Saturday, October 5, 2024



## Notice of the Extraordinary General Meeting

**NOTICE** is hereby given that an Extraordinary General Meeting of the Members of Ravindra Energy Limited will be held on Saturday, the 5<sup>th</sup> day of October 2024, at 11:00 am, at The Theosophical Society Belagavi Lodge, Gogte Rangmandir Hall (School of Culture), 185, Ramghat Road, Camp, Belagavi-590001, Karnataka, India, to transact the following business:

### SPECIAL BUSINESS

**1. Reclassification of the Authorised Share Capital of the Company and consequential amendment of the Capital Clause of the Memorandum of Association of the Company:**

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 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby reclassified by increasing the equity share capital and cancellation of the unissued preference share capital, from the existing 2,18,50,00,000 (Rupees Two Hundred Eighteen Crore and Fifty Lakhs only) consisting of 17,55,00,000 (Seventeen Crore Fifty-Five Lakh) equity shares of the face value of Rs. 10/- each and 4,30,00,000 (Four Crore Thirty Lakh) Preference Shares of the face value of Rs. 10/- each, to Rs. 2,18,50,00,000 (Rupees Two Hundred Eighteen Crore and Fifty Lakhs only) divided into 20,00,00,000 (Twenty Crore) equity shares of the face value of Rs. 10/- each and 1,85,00,000 (One Crore Eighty-Five Lakh) Preference Shares of the face value of Rs. 10/- each.

**RESOLVED FURTHER THAT**, Clause V of the Memorandum of Association of the Company be deleted and the following new Clause V be substituted therefore –

- v. The Authorised Share capital of the Company is Rs. 2,18,50,00,000 (Rupees Two Hundred Eighteen Crore and Fifty Lakhs only) divided in to:
- 20,00,00,000 (Twenty Crore) equity shares of the face value of Rs. 10/- each; and
  - 1,85,00,000 (One Crore Eighty-Five Lakh) Preference Shares of the face value of Rs. 10/- each.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient, file necessary form(s), documents, papers, with the Registrar of Companies, Ministry of Corporate Affairs and such other regulatory authority as required, for giving effect to this resolution.

**2. To create, issue and allot up to 2,43,24,313 Equity Shares on Preferential basis, to persons belonging to Public Category.**

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, 42, 62 and 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, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with any other applicable law or regulation, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), as amended, the Foreign Exchange Management Act, 1999 (“FEMA”) and rules and regulations framed thereunder, as amended and other applicable guidelines, clarifications, rules, regulations issued by the Securities and Exchange Board of India (“SEBI”), including BSE Limited and the National Stock Exchange of India Limited (collectively “Stock Exchanges”), on which the Equity Shares of the Company are listed and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the authorities while granting such approvals, consents, permissions and or sanctions, which may be agreed to by the Board of Directors of the Company (“Board”, which term shall be deemed to include any committee/s which the Board has constituted or may hereinafter constitute to exercise any of its powers including the powers conferred by this resolution or on any officer/s of the Company and/or any person/s authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent, authority, sanction and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on preferential basis, in one or more tranches, up to 2,43,24,313 (Two Crore Forty-Three Lakh Twenty-Four Thousand Three Hundred Thirteen) equity shares of face value of Rs. 10/- (Rupees Ten only) each, fully paid up, for cash, at an issue price of

Rs. 74 /- (Rupees Seventy-Four only) per equity share (which includes a premium of Rs. 64 /-(Rupees Sixty-Four only) per equity share), aggregating up to Rs. 1,79,99,99,162/- (Rupees One Hundred Seventy-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand One Hundred Sixty-Two Only), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, and subsequent amendment thereto, with the terms as set out herein, and in the explanatory statement to this Notice calling EGM, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, to the below mentioned Proposed Allottees from the 'Non-Promoter' category as follows:

<b>Sr. No.</b>	<b>Name of Proposed Allottees</b>	<b>Status</b>	<b>Number of equity shares proposed to be allotted</b>
1.	COEUS Global Opportunities Fund	Non-Promoter	24,32,432
2.	Quant Mutual Fund – Quant Manufacturing Fund	Non-Promoter	24,32,432
3.	Mukul Mahavir Agrawal	Non-Promoter	21,62,162
4.	New Vernon India Limited	Non-Promoter	16,89,189
5.	Ashish Rameshchandra Kacholia	Non-Promoter	15,54,054
6.	RBA Finance and Investment Company	Non-Promoter	15,54,054
7.	Lashit Lallubhai Sanghvi	Non-Promoter	15,54,054
8.	Neha Lashit Sanghvi	Non-Promoter	15,54,054
9.	Ashwin Prakashchandra Kedia	Non-Promoter	10,81,081
10.	Varanium India Opportunity Ltd	Non-Promoter	10,13,513
11.	Prafull Rai	Non-Promoter	6,75,675
12.	Lunar Commercials Private Limited	Non-Promoter	6,75,675
13.	Vivek Mundra	Non-Promoter	6,75,675
14.	Unico Global Opportunities Fund Limited	Non-Promoter	5,40,540
15.	Vneet S Jaain	Non-Promoter	5,40,540
16.	PMJ Holdings	Non-Promoter	5,40,540
17.	Aamara Ventures LLP	Non-Promoter	5,40,540
18.	Aadeesh Abhaikumar Nahar	Non-Promoter	4,72,972
19.	Suryatej Advisors LLP	Non-Promoter	4,05,405
20.	Shikhar Pahariya	Non-Promoter	4,05,405
21.	Pratibha Abhai Kumar Nahar	Non-Promoter	3,37,837
22.	Ajay Sharma	Non-Promoter	2,70,270
23.	Kredent Capital Private Limited	Non-Promoter	2,70,270
24.	Neha Ashish Khemani	Non-Promoter	2,02,702
25.	Gayatri G Sinari	Non-Promoter	2,02,702
26.	Smriti Dalmia	Non-Promoter	1,35,135
27.	Swastik Sunil Todi	Non-Promoter	1,35,135
28.	Ashika Global Finance Private Limited	Non-Promoter	1,35,135
29.	Madhu Jain	Non-Promoter	1,35,135
	<b>Total</b>	<b>2,43,24,313</b>	<b>1,79,99,99,162</b>

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the ICDR Regulations, the Relevant Date for determination of the issue price of the Equity Shares is Thursday, September 5, 2024 being the date which is 30 (Thirty) days prior to the date of this EGM.

**RESOLVED FURTHER THAT** the new equity shares shall rank pari-passu with the existing equity shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to dividend, if any, declared including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of equity shares.

**RESOLVED FURTHER THAT** the aforesaid equity shares allotted in terms of this resolution shall be subject to lock-in requirements in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment(s) thereto, from time to time.

**RESOLVED FURTHER THAT** the aforesaid issue of equity shares shall be subject to the following terms and conditions apart from those detailed in the explanatory statement annexed to this Notice and as prescribed under the applicable laws:

- a. The Proposed Allottee of equity shares shall be required to bring in 100% of the consideration, for the equity shares to be allotted, on or prior to the date of allotment thereof;
- b. The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottee from his/her/its bank account(s);
- c. The preferential issue shall not result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the Company, to any Proposed Allottee or to allottee(s) acting-in-concert;
- d. The pre-preferential shareholding of the Proposed Allottee, if any and equity shares to be allotted shall be under lock-in for such period as prescribed under Chapter V of the SEBI ICDR Regulations;
- e. The equity shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder;
- f. Allotment of equity shares shall only be made in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission; and
- g. The equity shares after allotment shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be.

**RESOLVED FURTHER THAT**, consent of the members of the Company be and is hereby accorded for a +/- 10% deviation of the funds raised, from the purposes for which the funds are proposed to be utilized.

**RESOLVED FURTHER THAT** subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above named Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirements including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board and any authorized Key Managerial personnel by the Board in this behalf, be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s), filing of requisite documents with the Registrar of Companies, Depositories and/or such other authorities as may be necessary for the purpose, to resolve and settle any questions/difficulties that may arise in the proposed issue, of the said equity shares, including making an offer to the proposed allottee through private placement offer letter, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance 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 Proposed Allottees inviting them to subscribe to the equity shares.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of the issue of equity shares, subject to the provisions of the Companies Act, 2013 and the ICDR Regulations, without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and the Key Managerial Personnel, be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

**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

**For Ravindra Energy Limited**

Sd/-

**Vadiraj Mutalik**

Company Secretary & Compliance Officer

M. No. 50738

Place: Mumbai

Date: September 11, 2024

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxy form duly completed must reach the registered office of the Company not less than 48 hours before the commencement of the meeting.

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. The proxy so appointed shall prove his identity at the time of attending the meeting.

2. Members/proxies are requested to bring to the meeting details of their shareholding/folio number/DP ID/Client ID. Members/proxies shall hand over the duly filled-in and signed attendance slip, at the entrance of the hall while attending the meeting.
3. For receiving all communications (including Annual Report) from the Company electronically, members are requested to follow the below instructions –

### **Manner of registering/updating email address and mobile:**

Shareholders holding shares in physical form are hereby notified that based on SEBI Circular number: SEBI/HO/ MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite Form ISR 1 along with the supporting documents.

Form ISR 1 can be obtained by accessing the following the link: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared to "KFIN Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.

or

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT Account is being held.

We urge Members to support this Green Initiative effort of the Company and get their email ID registered.

4. Copy of the EGM Notice is being sent through email to Members whose email IDs are registered with KFinTech; National Securities Depository Limited (“NSDL”) and/or Central Depository Services (India) Limited (“CDSL”) (collectively referred to as Depositories or NSDL/CDSL), and in physical form to their registered address, to those who have not registered their email address.
5. The EGM Notice is available on the Company’s website: [www.ravindraenergy.com](http://www.ravindraenergy.com), the website of KFinTech at <https://evoting.kfintech.com>, on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM.
7. The Company has provided the facility to the Members to exercise their right to vote by electronic means both through remote e-voting and voting through ballot paper at the EGM. The instructions for remote e-voting, is given in the subsequent paragraphs. Such remote e-voting facility is in addition to the voting through ballot that will take place at the EGM.
8. Members holding shares in physical mode are requested to inform about change of address to KFin Technologies Limited (KFIN).
9. The Company has engaged KFIN as the Agency to provide e-voting facility.
10. Members attending the meeting at the venue, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through ballot voting at the EGM. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
11. The Company has appointed Mr. Ramnath Sadekar - Advocate, as the Scrutiniser to scrutinise the remote e-voting and voting through ballot process, in a fair and transparent manner.
12. Corporate Members intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email/courier certified copy of the board/governing body resolution/authorisation etc., authorising their representatives to attend and vote on their behalf. The documents shall be emailed to [secretarial@ravindraenergy.com](mailto:secretarial@ravindraenergy.com) and a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) with the subject line “Ravindra Energy Limited.”
13. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special businesses to be transacted at the EGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection at the registered office of the Company during business hours up to the date of the EGM.
15. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.
16. Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, KFIN Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.
17. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes, thereon. Members are requested to use the Share Transfer Form SH-4 for this purpose.
18. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfer of securities of the Company shall be processed only in dematerialized form, except in case of request received for transmission or transposition of securities. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
19. 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 the PAN to their Depository Participants (DPs) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to KFinTech.
20. Further, SEBI has mandated to update PAN and Bank particulars with the RTAs, to exercise enhanced due diligence to streamline and strengthen the procedures and processes with regard to handling and maintenance of records, transfer of securities and payment of dividend / interest / redemption by the RTAs, Issuer Companies and Bankers to Issue.



21. Accordingly, the shareholders whose ledger folios do not have or having incomplete details with regard to PAN and Bank particulars are requested to compulsorily furnish the details to the RTA for registration in the folio. As per the records with RTA, your folio needs to be updated with the PAN / complete Bank details so that the investments held by you will be fully protected with proper KYC compliance.
22. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or KFinTech or the concerned Depository Participant, as the case may be: -
  - a. The change in the residential status on return to India for permanent settlement, and
  - b. The particulars of the NRE account with a Bank in India, if not furnished earlier.
23. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH- 13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its registered office.
24. The following documents will be available for inspection by the Members at the registered office of the Company during business hours, up to the date of the EGM:
  - a. Register of Directors and Key Managerial Personnel and their shareholding;
  - b. The Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013; and
  - c. All other documents referred to in the accompanying notice.
25. In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide the facility of voting through electronic means (remote e-voting) to its members provided by KFinTech. Members of the Company can transact all the items of business with the facility of remote e-voting.  
Further, the facility of voting through ballot paper will also be made available during the Meeting and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through ballot paper.
26. The remote e-voting shall commence at 9:00 AM on Wednesday, October 2, 2024 and will end at 5:00 PM on Friday, October 4, 2024. The facility for remote e-voting shall forthwith be blocked at the end of the period of remote e-voting.
27. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 28, 2024.
28. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of remote e-voting as well as voting through ballot paper at the EGM.
29. Any person who becomes a member of the Company after dispatch of the notice of the meeting and holding shares as on the cut-off date may obtain the user ID and password by sending request at [evoting@kfintech.com](mailto:evoting@kfintech.com).

**Remote E-Voting:**




1. The process and manner for remote e-voting is explained below:

Step 1: Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Step 2: Access to KFinTech e-voting system in case of Members holding shares in physical and non- individual Members in demat mode.

Details on Step 1 are mentioned below:

**I) Login for remote e-voting for Individual Members holding equity shares in demat mode.**

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<p>Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ol style="list-style-type: none"> <li>1. Visit the e-services website of NSDL <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile.</li> <li>2. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.</li> <li>3. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</li> <li>4. Click on company name i.e. ‘Ravindra Energy Limited’ or e-voting service provider i.e. KFin.</li> <li>5. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period.</li> </ol>
Individual Members holding securities in demat mode with CDSL	<p>Those not registered under IDeAS:</p> <ol style="list-style-type: none"> <li>1. Visit <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> for registering.</li> <li>2. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-voting website of NSDL <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a>.</li> <li>4. 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.</li> <li>5. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</li> <li>6. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>7. Click on company name i.e. Ravindra Energy Limited or e-voting service provider name i.e. KFin after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.</li> <li>8. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin: 10px 0;">  <p>NSDL Mobile App is available on   App Store     Google Play</p> </div> <ol style="list-style-type: none"> <li>1. Existing user who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:             <ol style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> </ol> </li> </ol>

	<ul style="list-style-type: none"> <li>ii. Click on New System Myeasi.</li> <li>iii. Login to MyEasi option under quick login.</li> <li>iv. Login with the registered user ID and password.</li> <li>v. Members will be able to view the e-voting Menu.</li> <li>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</li> </ul> <p><b>2. User not registered for Easi / Easiest</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> for registering.</li> <li>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ul> <p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Provide demat Account Number and PAN.</li> <li>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'Ravindra Energy Limited' or select KFin.</li> <li>v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</li> </ul>
Individual Members login through their demat accounts / Website of Depository Participant	<ul style="list-style-type: none"> <li>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</li> <li>ii. Once logged-in, Members will be able to view e-voting option.</li> <li>iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>iv. Click on options available against Ravindra Energy Limited or KFin.</li> <li>v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</li> </ul>

**Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.**

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through NSDL/CDSL**

Login type	Helpdesk details
Securities held with NSDL	Please 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.: <b>1800 1020 990 and 1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-2305 8738 or 022-2305 8542 / 43</b>

**Details on Step 2 are mentioned below:**

- I) Login method for e-voting for Members other than Individual's Members holding shares in demat mode and Members holding securities in physical mode.
- A. Members whose email IDs are registered with the Company / Depository Participants(s), will receive an email from KFinTech which will include details of e-voting Event Number (EVEN), USER ID and password.

**They will have to follow the following process:**

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFinTech for e-voting, they can use their existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a- z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.
  - v. Members would need to login again with the new credentials.
  - vi. On successful login, the system will prompt the Member to select the "EVENT" i.e., 'Ravindra Energy Limited - EGM' and click on "Submit"
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A Member may also choose the option ABSTAIN. If a Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
  - ix. Voting has to be done for each item of the notice separately. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.
  - x. A Member may then cast their vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a Member has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM/ EGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address, thereby not being in receipt of the Annual Report, Notice of AGM/ EGM and e-voting instructions, may temporarily get their email address and mobile number submitted with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
  - ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the EGM Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - iii. Alternatively, Members may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self- attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of EGM and the e-voting instructions.

- iv. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

**Other Instructions:**

- I. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e- voting as well as voting by ballot paper at the EGM.
- II. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. September 28, 2024.
- III. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of EGM and holding shares as of the cut-off date, may obtain the User ID and Password in the manner as mentioned below:
  - a. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD<space>E-voting Event Number + Folio No. or DP ID Client ID to +91 9212993399  
  
Example for NSDL: MYEPWD<SPACE> IN12345612345678  
Example for CDSL: MYEPWD<SPACE> 1402345612345678  
Example for Physical: MYEPWD<SPACE> XXX1234567890
  - b. If email ID of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - c. Members may call on the toll-free number 1800 309 4001.
  - d. Members may send an email request to: [evoting@kfintech.com](mailto:evoting@kfintech.com). If the Member is already registered with the KFinTech e-voting platform then such Member can use his / her existing User ID and password for casting the vote through remote e-voting.
- IV. The Board of Directors has appointed Mr. Ramnath Sadekar - Advocate, as the Scrutinizer to scrutinize the remote e-voting process and the process of voting by ballot paper at the EGM, in a fair and transparent manner.
- V. The results declared along with the Scrutinizer's report will be forwarded to the Stock Exchanges; be displayed on the Company's website viz. [www.ravindraenergy.com](http://www.ravindraenergy.com).

## Explanatory Statement

(Pursuant to Section 102(1) of the Companies Act, 2013)

The following Explanatory Statement sets out all material facts relating to the business under items 1 and 2 mentioned in the accompanying notice of the Extraordinary General Meeting.

### **Item No. 1: Reclassification of the existing Authorised Capital of the Company.**

The Board of Directors, in their meeting held on September 11, 2024, approved the issue of Equity Shares on preferential basis, subject to the approval of the Shareholders of the Company. Since the number of equity shares proposed to be issued was exceeding the number of unissued equity shares available with the Company, it is proposed to increase the existing authorised equity share capital of the Company by reclassifying the Authorised Share Capital of the Company as mentioned in the resolution set out at Item No: 1 of this Notice.

The existing Authorised Equity Shares Capital of the Company is proposed to be increased from 17,55,00,000 (Seventeen Crore Fifty-Five Lakh) equity shares of the face value of Rs. 10/- each to 20,00,00,000 (Twenty Crore) equity shares of the face value of Rs. 10/- each by cancelling and reclassifying 2,45,00,000 (Two Crore Forty-Five Lakh) unissued Authorised Preference Share Capital of the Company.

The revised Authorised Share Capital of the Company shall be Rs. 2,18,50,00,000 (Rupees Two Hundred Eighteen Crore and Fifty Lakhs only) divided into 20,00,00,000 (Twenty Crore) equity shares of the face value of Rs. 10/- each and 1,85,00,000 (One Crore Eighty-Five Lakh) Preference Shares of the face value of Rs. 10/- each.

Article 55 of the Articles of Association of the Company, permits the Company to alter its Authorised Share Capital. The proposed change of capital clause requires the approval of shareholders through Special Resolution pursuant to the applicable provisions of the Companies Act, 2013.

The Board at its meeting held on September 11, 2024, considered and approved the reclassification of the authorised Share Capital of the Company and consequent amendment to the Memorandum of Association of the Company, subject to the approval of the shareholders.

The Memorandum of Association of the Company shall be available for inspection at the Registered Office of the Company during business hours up to the date of the EGM.

The Board of Directors recommends passing of the resolution as set out at Item No. 1 of this Notice as Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

### **Item No. 2: Create, issue and allot up to 2,43,24,313 Equity Shares on Preferential basis, to the persons belonging to Non-Promoter Group.**

The Board of Directors of the Company, at its meeting held on September 11, 2024 approved the raising of funds of up to the limit of Rs. 1,79,99,99,162/- (Rupees One Hundred Seventy-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand One Hundred Sixty-Two Only), by creating, issuing, offering and allotting to the extent of 2,43,24,313 (Two Crore Forty-Three Lakh Twenty-Four Thousand Three Hundred Thirteen) fully paid-up equity shares of face value of Rs. 10/- each of the Company to the "Proposed Allotees", the individuals who presently are not Promoters or Member of the Promoter Group of the Company, by way of a preferential issue on a private placement basis ("Preferential Issue") at an issue price of Rs. 74 /- (Rupees Seventy-Four Only) per equity share (including a premium of Rs. 64 /- (Rupees Sixty-Four only) per equity share).

The Proposed Allotees have confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") to subscribe to the equity shares to be issued pursuant to the Preferential Issue.

As per the provisions of Sections 23, 42, 62 and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, a Company can undertake preferential issue of Equity Shares only after obtaining prior approval of the shareholders by way of special resolution on the terms and conditions and formalities as stipulated in the Act and ICDR Regulations.

## Disclosure under the Companies Act, 2013 and the Rules made thereunder and SEBI Regulations:

### a) The object of the preferential issue:

- i. For Investment in Renewable Energy Business: The Company intends to utilize the proceeds raised through the Preferential Issue to support the capital expenditure, for investment in Subsidiaries/Associates/Joint Ventures, and to meet the working capital requirements and , business expenses for the purposes of building, owning and operating new generation projects and battery storage projects, expanding electricity trading business, acquiring generation projects and battery storage projects, developing renewable energy parks and expansion of solar pumps business, in the form of equity / quasi equity / unsecured loan (referred to below as “Investment in Renewable Energy Business”).
- ii. For Investment in Electric Vehicle Business: The Company intends to utilize the proceeds raised through the Preferential Issue to support the capital expenditure, for investment in Subsidiaries/Associates/Joint Ventures, and to meet the working capital requirements and , business expenses for the purposes of setting up electric vehicle battery charging and swapping infrastructure, supply of batteries, supply//assembling of electric vehicle and any other activity required for expansion of the business, either in the form of equity / quasi equity / unsecured loan (referred to below as “Investment in Electric Vehicle Business”).
- iii. Up to 25% (Twenty Five Percent) of the Issue Proceeds may be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as “General Corporate Purposes”).

The Board is expected to utilize the proceeds within a period of twelve months from the date of allotment of equity shares.

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

### Utilization of Issue Proceeds

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects (Rs. In crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Investment in Renewable Energy Business	90.00	Within twelve months from the date of allotment of equity shares.
2.	Investment in Electric Vehicle Business	60.00	
3.	General Corporate Purposes	30.00	
<b>Total</b>		<b>180.00</b>	

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors.

Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

### Interim Use of Issue Proceeds

The Company will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by Government of India or any other investments as permitted under applicable laws.

**b) Monitoring of utilisation of funds**

- i. Since, the issue size exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed India Ratings and Research Private Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue (“Monitoring Agency”).
- ii. The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

**c) Relevant Date:**

The Relevant Date, as per Chapter V of the SEBI (ICDR) Regulations for the determination of issue price of the Equity Shares is September 5, 2024 being the date which is 30 (thirty) days prior to the date of this EGM i.e. October 5, 2024.

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

The Board, at its meeting held on September 11, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 2,43,24,313 (Two Crore Forty-Three Lakh Twenty-Four Thousand Three Hundred Thirteen) equity shares of the face value of Rs. 10/- each at a premium of Rs.64/- per equity share to the proposed allottees.

**e) 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 is proposing to issue a maximum of 2,43,24,313 (Two Crore Forty-Three Lakh Twenty-Four Thousand Three Hundred Thirteen) equity shares of the face value of Rs. 10/- (Rupees Ten only) each, at a premium of Rs. 64/- (Rupees Sixty-Four only) per equity share aggregating to Rs. 1,79,99,99,162/- (Rupees One Hundred Seventy-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand One Hundred Sixty-Two Only), i.e. the issue price is Rs. 74/- per equity share. The issue price shall not be less than the price determined in accordance with Chapter V of the ICDR Regulations.

**f) Basis or justification for the price (including the premium, if any) has been arrived at:**

In terms of the SEBI ICDR Regulations the offered price at which the equity shares can be issued is Rs. 74/- per equity share, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is not less than the higher of the following:

- i. 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date i.e. Rs. 72.57 per equity share;
- ii. 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date i.e. Rs. 73.11 per equity share.
- iii. The articles of association of the Company does not provide for any method of determination for valuation of shares.

Since the Proposed Preferential Issue shall not result in a change in control, or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, to any of the Proposed Allottee or to Allottee(s) acting in concert with any other Allottee(s), the Company is not required to obtain a valuation report from an Independent Registered Valuer and consider the same for determining the price.

**g) Amount which the Company intends to raise by way the proposed preferential issue:**

Amount aggregating to the limit of Rs. 1,79,99,99,162/- (Rupees One Hundred Seventy-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand One Hundred Sixty-Two Only).

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

The Preferential Issue of equity shares is proposed to be made to the Proposed Allottees, who are grouped under the Non-Promoters Category.

**i) Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the offer:**

None of the Directors, Promoters or Key Managerial Personnel, intend to subscribe to any shares pursuant to this preferential issue of equity shares.



j) Shareholding pattern of the issuer before and after the preferential issue:

Sr. No.	Category of shareholder	Pre-Issue		Post-Issue	
		No. of Shares Held	% Holding	No. of Shares Held	% Holding
<b>A</b>	<b>Promoter &amp; Promoter Group</b>				
1	Individuals/Hindu undivided Family	5,37,87,310	34.87	5,37,87,310	30.12
2	Any Other - Indian Body Corporate	6,18,70,666	40.12	6,18,70,666	34.65
	<b>Total A</b>	<b>11,56,57,976</b>	<b>74.99</b>	<b>11,56,57,976</b>	<b>64.77</b>
<b>B</b>	<b>Public – Institutions</b>				
1	Alternate Investment Funds	2,79,366	0.18	2,79,366	0.16
2	Foreign Portfolio Investors	1,35,716	0.09	47,97,877	2.69
	<b>Total B</b>	<b>4,15,082</b>	<b>0.27</b>	<b>50,77,243</b>	<b>2.84</b>
<b>C</b>	<b>Public Non-Institutions</b>				
1	Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	1,95,75,736	12.69	1,95,65,736	10.96
2	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	77,37,374	5.02	1,98,41,962	11.11
3	Directors and Relatives	39,800	0.03	39,800	0.02
4	Non-Resident Indians (NRIs)	14,40,602	0.93	14,40,602	0.81
5	Overseas Corporate Bodies	52,55,000	3.41	52,55,000	2.94
6	Bodies Corporate	6,03,638	0.39	41,84,716	2.34
7	H U F	2,40,642	0.16	2,40,642	0.13
8	TRUSTS	32,64,300	2.12	32,64,300	1.83
9	Other - Mutual Funds	-	-	24,32,432	1.36
10	Other - Firms	-	-	15,54,054	0.87
	<b>Total C</b>	<b>3,81,57,092</b>	<b>24.74</b>	<b>5,78,19,244</b>	<b>32.38</b>
	<b>Total Holding A + B + C</b>	<b>15,42,30,150</b>	<b>100.00</b>	<b>17,85,54,463</b>	<b>100.00</b>

k) Time frame within which the preferential issue shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, the preferential allotment of equity shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange(s) or other concerned authorities.

l) Principal terms of assets charged as securities:

Not Applicable.

m) 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 and percentage of the post-preferential issue capital that may be held by the Proposed Allottees and change in control, if any, in the Company consequent to the Preferential Issue:

Sr. No.	Name of Proposed Allottee	Category	Pre-Issue Shareholding	Post-Issue Shareholding	% of Post Issue Capital
1.	COEUS Global Opportunities Fund	Non-Promoter	-	24,32,432	1.36
2.	Quant Mutual Fund – Quant Manufacturing Fund	Non-Promoter	-	24,32,432	1.36

3.	Mukul Mahavir Agrawal	Non-Promoter	-	21,62,162	1.21
4.	New Vernon India Limited	Non-Promoter	-	16,89,189	0.95
5.	Ashish Rameshchandra Kacholia	Non-Promoter	-	15,54,054	0.87
6.	RBA Finance and Investment Company	Non-Promoter	-	15,54,054	0.87
7.	Lashit Lallubhai Sanghvi	Non-Promoter	-	15,54,054	0.87
8.	Neha Lashit Sanghvi	Non-Promoter	-	15,54,054	0.87
9.	Ashwin Prakashchandra Kedia	Non-Promoter	-	10,81,081	0.61
10.	Varanium India Opportunity Ltd	Non-Promoter	-	10,13,513	0.57
11.	Prafull Rai	Non-Promoter	-	6,75,675	0.38
12.	Lunar Commercials Private Limited	Non-Promoter	-	6,75,675	0.38
13.	Vivek Mundra	Non-Promoter	-	6,75,675	0.38
14.	Unico Global Opportunities Fund Limited	Non-Promoter	-	5,40,540	0.30
15.	Vneet S Jaain	Non-Promoter	-	5,40,540	0.30
16.	PMJ Holdings	Non-Promoter	10,000	5,50,540	0.31
17.	Aamara Ventures LLP	Non-Promoter	-	5,40,540	0.30
18.	Aadeesh Abhaikumar Nahar	Non-Promoter	-	4,72,972	0.26
19.	Suryatej Advisors LLP	Non-Promoter	-	4,05,405	0.23
20.	Shikhar Pahariya	Non-Promoter	-	4,05,405	0.23
21.	Pratibha Abhai Kumar Nahar	Non-Promoter	-	3,37,837	0.19
22.	Ajay Sharma	Non-Promoter	-	2,70,270	0.15
23.	Kredent Capital Private Limited	Non-Promoter	-	2,70,270	0.15
24.	Neha Ashish Khemani	Non-Promoter	-	2,02,702	0.11
25.	Gayatri G Sinari	Non-Promoter	-	2,02,702	0.11
26.	Smriti Dalmia	Non-Promoter	-	1,35,135	0.08
27.	Swastik Sunil Todi	Non-Promoter	-	1,35,135	0.08
28.	Ashika Global Finance Private Limited	Non-Promoter	-	1,35,135	0.08
29.	Madhu Jain	Non-Promoter	-	1,35,135	0.08

**List of ultimate beneficial owners:**

Sr. No.	Name of Proposed Allottee	Ultimate Beneficial Owner
1.	COEUS Global Opportunities Fund	Li Hoy Choo Li Kim
2.	New Vernon India Limited	Arshad Rafiq Zakaria
3.	RBA Finance and Investment Company	Arnit Agarwal
4.	Varanium India Opportunity Ltd	Sajeeve Thomas Koppara
5.	Lunar Commercials Private Limited	Sanjay Poddar, Nilu Poddar, Samridh Poddar, Malvika Poddar, Nisanj Advisory Private Limited
6.	Unico Global Opportunities Fund Limited	Rajendra Bhat
7.	PMJ Holdings	PMK Family Trust, PMJD Family Trust, Seema Jain
8.	Aamara Ventures LLP	Kishor Shah, Mridul Shah
9.	Suryatej Advisors LLP	Girish Kulkarni
10.	Kredent Capital Private Limited	Bajrang Lal Bajaj, Binay Bajaj, Vikash, Bipin Kumar Bajaj
11.	Ashika Global Finance Private Limited	Pawan Jain, Daulat Jain, Shashi Jain

There will be no change in the composition of the Board nor any change in the control of the Company consequent to the Proposed Preferential Issue.

It is further confirmed that:

- a) None of the above Proposed Allottee is acting in concert with any other Allottee(s).
- b) The Company has obtained and verified the details of the Permanent Account Number (PAN) of each of the Proposed Allottee.

**n) Contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of objects:**

No contribution is being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of objects.

**o) Undertakings**

- i. The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- ii. The Company Undertakes to re-compute the price of the specified securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166.
- iii. The Company undertakes that, if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.
- iv. None of the Promoters or Directors of the Company are categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are therefore not applicable. Further, none of the Company's Promoters or Directors are fugitive economic offenders, as defined under the SEBI (ICDR) Regulations.

**p) The current and proposed status of the Proposed Allottee post preferential issue:**

The Proposed Allottee(s) are under the 'Non-Promoter' category group. There will be no change in the status of the Proposed Allottee(s) post the preferential issue.

**q) 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 the price:**

The Company has not made any preferential allotment during the current financial year 2024-25.

**r) Practicing Company Secretary's Certificates:**

The certificate from Vinita D. Modak, Practicing Company Secretary, Nashik, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, is available on the website of the Company at the following weblink: [www.ravindraenergy.com](http://www.ravindraenergy.com) under the head "Investors".

Further, the Company has obtained a certificate from Vinita D. Modak, Practicing Company Secretary, Nashik, certifying that the minimum issue price of the proposed preferential issue, is calculated in accordance with Regulation 164 of Chapter V of the SEBI ICDR Regulations.

**s) Valuation and Justification for the allotment proposed to be made for consideration other than cash:**

Not Applicable.

**t) Lock-in Period:**

The provisions of Chapter V of the SEBI ICDR Regulations, the equity shares allotted pursuant to this resolution shall be subject to a lock-in for such period, as mentioned therein.

**t) Report of Registered Valuer:**

Since, the equity shares of the Company are listed on the Stock Exchanges and the proposed preferential issue will not result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, valuation report from an independent registered valuer is therefore not obtained.

**u) Compliances:**

The Company has complied with the requirements of Rule 19A of the Securities Contracts (Regulations) Rules, 1957, maintaining a minimum of 25% of the paid-up capital in the hands of the public.

**v) Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, inter-alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of equity shares, such equity shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 62 of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the individuals from the 'Non-Promoter' category on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit. It is also hereby confirmed that the instant issue is also authorized by the Articles of Association of the Company.

**w) Holding of shares in demat form, non-disposal of shares by the Proposed Allottee and lock-in period of shares:**

The entire pre-preferential allotment shareholding of such allottees, if any, shall be in dematerialized form and under lock-in from the Relevant Date up to a required period from the date of trading approval from the BSE Limited and the National Stock Exchange of India Limited, the stock exchanges where the securities of the Company are listed. The shareholder who has sold their shares during the ninety trading days period prior to the relevant date shall not be eligible for allotment of equity shares on a preferential basis. The Company has obtained and verified the details of the Permanent Account Number (PAN) of each of the Proposed Allottee. The Company shall issue and allot the equity shares to the Allottees in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Allottees. After the necessary approvals, all equity shares shall be credited into the demat account of Allottees after allotment of equity shares.

**x) SEBI Takeover Code:**

In accordance with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Proposed Allottee would not be under obligation to give an open offer to the public.

**Z) Approvals:**

The Company will take the necessary steps to obtain the required approvals from the Stock Exchange, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

None of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 2 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with the applicable Rules made thereunder and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said equity shares to the Proposed Allottees is being sought by way of a special resolution as set out in the said Item No. 2 of the Notice. The issue of the equity shares would be within the increased/reclassified authorised share capital of the Company.

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. 2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

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

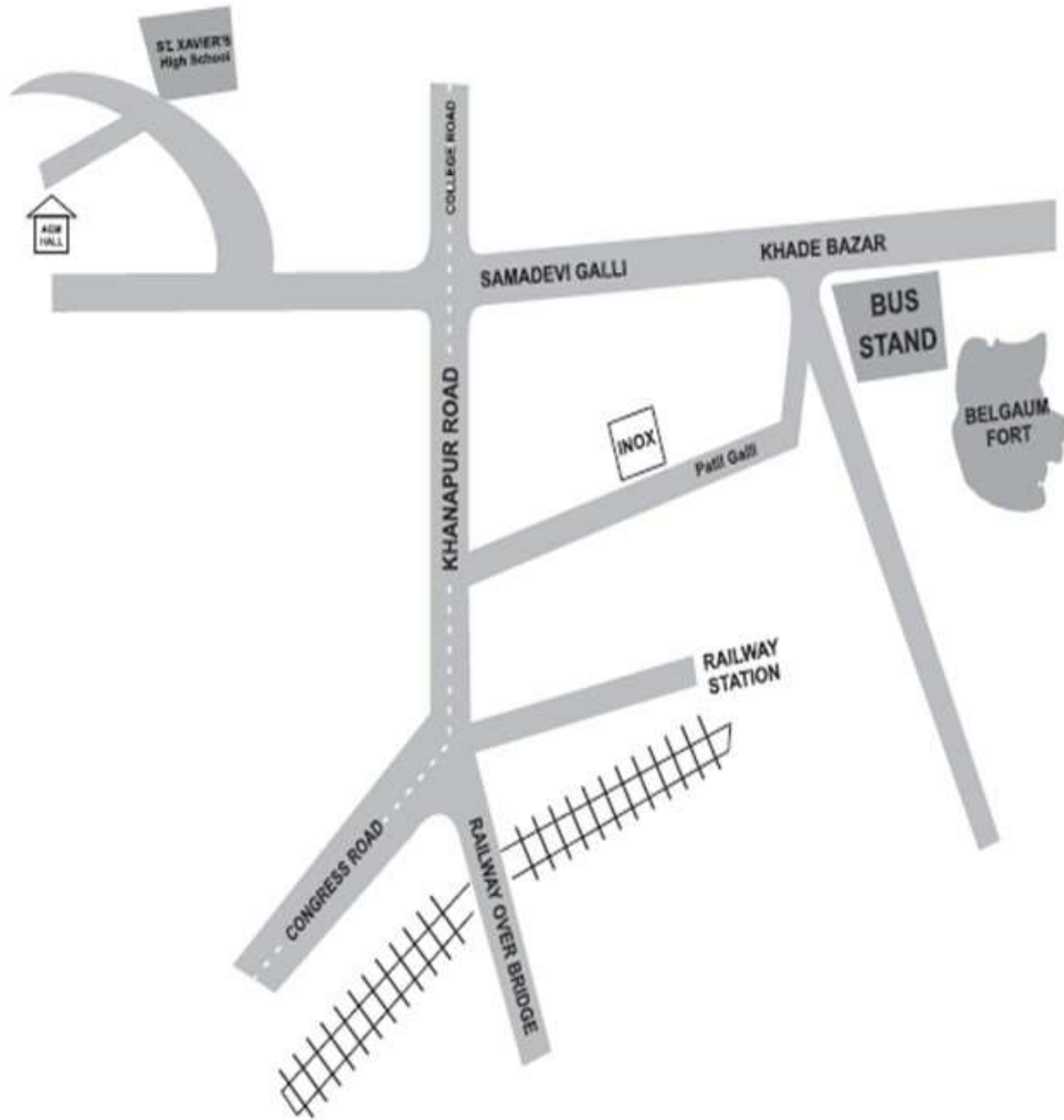
By Order of the Board  
For **Ravindra Energy Limited**

Sd/-  
**Vadiraj Mutalik**

Company Secretary & Compliance Officer  
M. No. 50738

Place: Mumbai  
Date: September 11, 2024

**Route Map for the Venue of the meeting pursuant to the provisions  
of Secretarial Standard one is as below**



**EGM Hall Venue**

The Theosophical Society Belagavi Lodge,  
Gogte Rangmandir Hall (School of Culture), 185, Ramghat Road,  
Camp, Belagavi-590001, Karnataka, India  
Saturday, 5<sup>th</sup> day of October 2024,  
11:00 AM



## Attendance Slip

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Extraordinary General Meeting of the Company held at The Theosophical Society Belagavi Lodge, Gogte Rangmandir Hall (School of Culture), 185, Ramghat Road, Camp, Belagavi-590001, Karnataka, India, on Saturday, October 5, 2024 at 11:00 AM.

Full Name	
Address	
Folio No.	
DP ID No.	
Client ID No.	
No. of Shares held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

\_\_\_\_\_  
Full name of the shareholder/  
proxy (in block letters)

\_\_\_\_\_  
Signature of shareholder/Proxy

**Note:**

1. Only Member/Proxy holder can attend the meeting.
2. Member Proxy holder should bring his/her copy of the Annual Report for reference at the meeting



## Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies(Management and Administration Rules, 2014)

Name of the Member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Folio No./Client ID No. \_\_\_\_\_

DP ID No. \_\_\_\_\_

I/We, being the holder(s) of \_\_\_\_\_ Equity Shares of Ravindra Energy Limited, appoint:

1. Mr./Mrs. \_\_\_\_\_ of \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or failing him/her Signature: \_\_\_\_\_

2. Mr./Mrs. \_\_\_\_\_ of \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or failing him/her Signature: \_\_\_\_\_

3. Mr./Mrs. \_\_\_\_\_ of \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or failing him/her Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Saturday, the 5<sup>th</sup> October, 2024, at 11.00 AM and at any adjournment thereof in respect of such resolutions as are indicated below;

1. Reclassification of the Authorised Share Capital of the Company and consequential amendment of the Capital Clause of the Memorandum of Association of the Company;
2. To create, issue and allot up to 2,43,24,313 Equity Shares on Preferential basis, to persons belonging to Public Category.

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**Ravindra Energy Limited**

**Registered Office**

BC 105, Havelock Road, Camp, Belgaum - 590001, Karnataka, India.

**Tel:** +91-831-2406600

**Website:** [www.ravindraenergy.com](http://www.ravindraenergy.com)

**Email:** [contact@ravindraenergy.com](mailto:contact@ravindraenergy.com)

**CIN:** L40104KA1980PLC075720