

RAMDEVBABA SOLVENT LIMITED

(Formerly known as Ramdevbaba Solvent Private Limited)

CIN: - U01112MH2008PLC188449

Registered Office: - Bhaiya Building, Anaj Bazar, Itwari, Nagpur – 440002, MH

Corporate Office:- Block No. 205 and 206, Honey Arjun Kaushlya Tower, 2nd Floor, Near HDFC Bank, Central Avenue Road, Nagpur – 440008, Maharashtra, India

Website:- www.ramdevbabasol.com

Contact:- 0712-7968189

Email:- info@rbsl.co.in

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extra Ordinary General Meeting of the Members of Ramdevbaba Solvent Limited will be held on Thursday, 16th day of January 2025, at 11.00 A.M. through Video Conferencing / Other Audio Visual means without physical presence of the members at a common venue to transact the following businesses as mentioned below.

SPECIAL BUSINESS: -

ITEM NO. 1: - APPROVAL FOR ISSUANCE OF 7,36,000 (SEVEN LAKH THIRTY-SIX THOUSAND) EQUITY SHARES OF RS. 10/- EACH (RUPEES TEN ONLY) AT AN OFFER PRICE OF RS. 139/- (ONE HUNDRED AND THIRTY-NINE ONLY) ON PREFERENTIAL ALLOTMENT BASIS:

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

“RESOLVED THAT pursuant to Section 23, 42 and 62 (1)(c), 179 (3)(c) and other applicable provisions of the Companies Act, 2013 (“Companies Act”) and the rules framed there under (including any statutory modification or reenactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) and the Listing Agreement entered into by the Company with the NSE Emerge (“NSE Emerge”) on which the equity shares of the Company are listed and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), and/or any other statutory or regulatory authority(ies), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the “Board” which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches 7,36,000 (Seven Lakh Thirty-Six Thousand) fully paid-up equity shares of face value of Rs. 10/- each (Rupees Ten only), at an issue price of Rs. 139/- (Rupees One Hundred and Thirty-Nine Only) (including a premium of Rs. 129/- per equity share), aggregating to Rs. 10,23,04,000/- (Rupees Ten Crore Twenty-Three Lakh Four Thousand Only) (“Subscription Money”) on a preferential basis and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time to the following allottees (“Proposed Allottees”) as stated below:”

CERTIFIED TRUE COPY

Ramdevbaba Solvent Ltd.

Ramdevbaba

Director

Sr. No.	Name of the Proposed Allottee	Category	No. of Equity Shares
1	Matterhorn India Opportunity Fund	Public	1,84,000
2	Vir Rajeshbhai Patel	Public	1,47,200
3	Fierce Realty LLP	Public	1,47,200
4	Bhumi Denish Patel	Public	73,600
5	Prateek R. Vaid	Public	36,800
6	Nitesh Kishorebhai Bajaj	Public	36,800
7	Girish Jayantibhai Patel	Public	36,800
8	Abhishek Varshal Parikh	Public	36,800
9	Chintan Girishkumar Shah	Public	36,800
	Total		7,36,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the **Relevant Date** for determining the minimum issue price for the Preferential Allotment of the Equity Shares is the **Tuesday, 17th December 2024**, being the date 30 days (Thirty days) prior to the date of this Extra Ordinary General Meeting (“EOGM”) and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed on the NSE Emerge platform where the existing Equity Shares are listed.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- i. The Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- ii. All Subscription Shares to be allotted by way of preferential issue shall be made fully paid-up at the time of the allotment and the consideration must be paid from the respective Proposed Allottees’ Bank Account.
- iii. The Equity Shares so offered, issued and allotted to the proposed allottee, shall be issued by the Company for cash consideration;
- iv. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- v. The Subscription Shares so offered, issued and allotted will be listed on the NSE Emerge platform, subject to receipt of necessary regulatory permissions and approvals as the case may be;
- vi. The Subscription Shares so allotted to the Proposed Allottees 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 there under.
- vii. The Proposed Allottees shall be required to bring in entire consideration for the Equity Shares to be allotted to such Proposed Allottees, on or before the date of allotment thereof.
- viii. The Subscription Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of fifteen (15) days from the date of passing of special resolution, provided that the allotment will be made only upon receipt of in principal approval from the Stock Exchange i.e., NSE Emerge Platform, in accordance with the provisions of the Act and applicable law and within the timelines prescribed under the applicable laws and where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any regulatory authority including, but not limited to NSE and/or SEBI or the Central Government, the issue and allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions;

CERTIFIED TRUE COPY

Ramdevbaba Solvent Ltd.

2

(Signature)



Director

- ix. The Subscription Shares so offered, issued and allotted shall not exceed the number as approved hereinabove.
- x. Equity Shares shall be allotted in dematerialized form only.
- xi. The issuer is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any circular or notification issued by the Board thereunder.

“RESOLVED FURTHER THAT the Director and / Company Secretary of the Company be and are hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of ‘Form PAS-4’) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges i.e. NSE Emerge.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to a delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise about the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

ITEM NO. 2: - APPROVAL FOR ISSUANCE OF 11,37,600 (ELEVEN LAKH THIRTY-SEVEN THOUSAND SIX HUNDRED) CONVERTIBLE WARRANTS OF RS. 10/- EACH (RUPEES TEN EACH) AT AN OFFER PRICE OF RS. 139/- (RUPEES ONE HUNDRED AND THIRY-NINE ONLY) INTO EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS:

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

“RESOLVED THAT pursuant to Section 23, 42 and 62 (1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 (“Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing

CERTIFIED TRUE COPY

Ramdevbaba Solvent Ltd. 3

(Signature)

Director

Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and the Listing Agreement entered into by the Company with the NSE Emerge (“NSE Emerge”) on which the equity shares of the Company are listed and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), and/or any other statutory or regulatory authority(ies), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the “Board” which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches **11,37,600 (Eleven Lakh Thirty-Seven Thousand and Six Hundred) Convertible Warrants of Rs. 10/- (Rupees Ten Only) each on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 139/- (Rupees One Hundred and Thirty-Nine only) aggregating to Rs. 15,81,26,400/- (Rupees Fifteen Crores Eighty-One Lakh Twenty-Six Thousand and Four Hundred Only) and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time with the right to the warrant holders to apply for and be allotted 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company (“Equity Shares”) at a premium of Rs. 129/- (Rupees One Hundred and Twenty-Nine Only) per share for each warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, to the below mentioned proposed allottee(s) by way of preferential issue in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws:**

Sr. No.	Name of the Proposed Allottee	Category	No. of Warrants
1	Prashant Kisanlal Bhaiya	Promoter	1,39,200
2	Aayush Prashant Bhaiya	Promoter	1,60,000
3	Anita Prashant Bhaiya	Promoter	64,000
4	Shagun Rajesh Sharma	Promoter	16,000
5	Tushar Ramesh Mohata	Promoter	2,83,200
6	Kavita Tushar Mohata	Promoter	96,000
7	Preeti Nilesh Mohata	Promoter	3,79,200
	Total		11,37,600

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is the **17th December 2024**, being the date 30 days prior to the date of this Extra Ordinary General Meeting (“EOGM”) and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on exercise of the Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

- The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 months (Eighteen Months) from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten) each to the Warrant holders. Each Warrant holder will be entitled to receive one equity share of the Company against one Warrant held by him/her.
- An amount equivalent to 50% (Fifty) of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 50% (Fifty) of the Warrant Price shall be payable in one or more tranches by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The

CERTIFIED TRUE COPY

Ramdevbaba Solvent Ltd.

4

(Signature)

Director

amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;

- iii. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- iv. The Equity Share Warrants will be issued at Rs. 139/- (Rupees One Hundred and Thirty-Nine Only) per share warrant.
- v. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- vi. The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- vii. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval or permission;
- viii. The Warrants and the Equity Shares be allotted on exercise of the warrants 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 there under;
- ix. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;
- x. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- xi. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- xii. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

“RESOLVED FURTHER THAT the Directors and / Company Secretary of the Company be and are hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of ‘Form PAS-4’) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges i.e. NSE Emerge.

CERTIFIED TRUE COPY

Ramdevbaba Solvent Ltd.

(Signature)

Director

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

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Convertible Warrants or Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Convertible Warrants including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to a delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise about the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

For and on Behalf of Board of Directors
For Ramdevbaba Solvent Limited

SD/-

SD/-

Place: Nagpur
Date: 20.12.2024

Prashant Kisanlal Bhaiya
Chairman & Whole Time Director
DIN: 02374524

Nilesh Suresh Mohata
Managing Director
DIN: 02374561

CERTIFIED TRUE COPY

Ramdevbaba Solvent Ltd.



Director

NOTES

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020 and No. 20/2020 dated May 05, 2020 , No. 02/2021 dated 13th January 2021, No. 21/2021 dated 14th December 2021, No. 02/2022 dated 5th May, 2022, No. 10/2022 dated 28th December, 2022 further extended relaxation vide Circular No. 09/2023 dated 25th September, 2023 ('MCA Circulars') and in terms of The Securities and Exchange Board of India ('SEBI') in continuation to its previous No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, No. SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated 5th January, 2023 further extended the relaxation vide Circular SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 ('SEBI Circulars'), and in compliance with the provisions of the Act and with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the forthcoming EOGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EOGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and May 05, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited (RTA of the Company) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EOGM will be provided by the RTA
3. The Members can join the EOGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restrictions on account of first come first served basis.
4. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EOGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular 17/2020 dated April 13, 2020, the Notice calling the EOGM has been uploaded on the website of the Company at www.ramdevbabasol.com. The Notice can also be accessed from the websites of the Stock

CERTIFIED TRUE COPY

Ramdevbaba Solvent Ltd.

7

N. Indu

Director

Exchanges i.e. NSE Limited at www.nseindia.com. The EOGM Notice is also disseminated on the website of Bigshare Services Private Limited (agency for providing the Remote e-Voting facility and e-voting system during the EOGM) i.e. www.bigshareonline.com.

7. The EOGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, dated May 05, 2022 and further amendments thereto.
8. In compliance with the applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the MCA Circulars, SEBI Circular and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the Extra Ordinary General Meeting ("EGM") of the Company is scheduled to be held on **Thursday, 16th January 2025 at 11.00 A.M.** through VC/OAVM and the voting for items to be transacted in the Notice to this EGM only through remote electronic voting process ("e-Voting").
9. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
10. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
11. The relevant Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 in respect of the items set out in the Notice of EGM is annexed.
12. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
13. Further in terms of the MCA Circulars and the SEBI Circular, the Company is sending this EGM Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories.
14. The Register of Members and the Share Transfer books of the Company will remain closed from **Friday 10th Day of January 2025 to Thursday, 16th January 2025** (both days inclusive) for Extra Ordinary General Meeting.
15. A person who is not a member as on the record date should treat this Notice for information purpose only.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
18. Members desiring inspection of statutory registers during the EGM may send their request in writing to the Company at cs@rbsl.co.in at least 48 hours before the start of EGM.

CERTIFIED TRUE COPY

Ramdevbaba Solvent Ltd.

(Amolada)

Director

19. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to cs@rbsl.co.in at least 48 hours before the start of EGM.
20. This EGM Notice is being sent by e-mail only to those eligible Members who have already registered their e-mail address with the Depositories/the DP/the Company's RTA/the Company.
21. 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 record date i.e. **Thursday, 09th January 2025**.
22. The Cut Off date / record date for the purpose of determining the eligibility of the Members to attend & vote in the Extra Ordinary General Meeting of the Company is **Thursday, 09th January 2025**.
23. M/s Nishtha Khandelwal & Associates, (Mem. No. 71865) Practicing Company Secretaries, Nagpur, has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the voting process through E-Voting for the Extra Ordinary General Meeting in a fair and transparent manner.
24. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the EGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting shall be available by RTA Bigshare Services Pvt. Ltd. for voting 15 minutes after the conclusion of the Meeting.
25. The Scrutinizer shall, after the conclusion of voting at the EGM, first count the votes cast during the EGM and, thereafter, unblock the votes cast through remote e-Voting and shall make, not later than 48 hours from the conclusion of the EGM, 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.
26. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.ramdevbabasol.com immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. NSE and be made available on their respective websites viz. www.nseindia.com.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **13.01.2025 from 10.00 A.M. and ends on 15.01.2025 at 05.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date 09.01.2025 of 09.01.2025** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

CERTIFIED TRUE COPY

Ramdevbaba Solvent Ltd.

9

Amolada

Director

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.

CERTIFIED TRUE COPY
Ramdevbaba Solvent Ltd.

Ramdevbaba

Director

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at cvoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
--	--

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.
- NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
 - Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

VOTING METHOD FOR SHAREHOLDERS ON I-VOTE E-VOTING PORTAL:

- After successful login, **Bigshare E-voting system page** will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.

CERTIFIED TRUE COPY
Ramdevbaba Solvent Ltd.

(Signature)

Director

- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address)

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
 - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
 - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “VOTE FILE UPLOAD” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “UPLOAD”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

CERTIFIED TRUE COPY

Ramdevbaba Solvent Ltd.

Ramdevbaba

Director

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the EGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on **"VIEW EVENT DETAILS (CURRENT)"** under 'EVENTS' option on investor portal.
- Select event for which you are desire to attend the EGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of **"VIDEO CONFERENCE LINK"** option.
- Members attending the EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the EGM are as under:-

- The Members can join the EGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

Other Instructions:-

1. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

CERTIFIED TRUE COPY

Ramdevbaba Solvent Ltd.

(Signature)

Director

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 48 hours before the start of EGM mentioning their name, demat account number/folio number, email id, mobile number at cs@rbsl.co.in. The shareholders who do not wish to speak during the EGM but have queries may send their queries at least 48 hours before the start of EGM mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. Shareholders are requested to please speak only when the Host will announce the name of speaker.
7. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
8. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

For and on Behalf of Board of Directors
For Ramdevbaba Solvent Limited

SD/-

SD/-

Place: Nagpur
Date: 20.12.2024

Prashant Kisanlal Bhaiya
Chairman & Whole Time Director
DIN: 02374524

Nilesh Suresh Mohata
Managing Director
DIN: 02374561

CERTIFIED TRUE COPY
Ramdevbaba Solvent Ltd.

Nmohata

Director

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 & 2 of the accompanying EGM Notice.

Item No. 1 & 2:-

The Special Resolution contained in Item No. 1 & 2 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to **7,36,000 Equity shares (Seven Lakh Thirty-Six Thousand) of face value of Rs. 10/- each (Rupees Ten) at an issue price of Rs. 139/- each (including Premium of Rs. 129/- per Equity Share), aggregating up to Rs. 10,23,04,000/- (Rupees Ten Crore Twenty-Three Lakh Four Thousand only) and 11,37,600 (Eleven Lakh Thirty-Seven Thousand Six Hundred) Convertible Warrants into equity shares of Face Value of Rs. 10/- each (Rupees Ten) at an issue price of Rs. 139/- (Including Premium of Rs. 129/-) each aggregating up to Rs. 15,81,26,400 (Rupees Fifteen Crore Eighty-One Lakh Twenty-Six Thousand Four Hundred Only).**

The Board of Directors of the Company ("Board") in their meeting held on Friday, 20th December 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot **7,36,000 Equity shares (Seven Lakh Thirty-Six Thousand) of face value of Rs. 10/- each (Rupees Ten) at an issue price of Rs. 139/- each (including Premium of Rs. 129/- per Equity Share), aggregating up to Rs. 10,23,04,000/- (Rupees Ten Crore Twenty-Three Lakh Four Thousand only) and 11,37,600 (Eleven Lakh Thirty-Seven Thousand Six Hundred) Convertible Warrants into equity shares of Face Value of Rs. 10/- each (Rupees Ten) at an issue price of Rs. 139/- (Including Premium of Rs. 129/-) each aggregating up to Rs. 15,81,26,400 (Rupees Fifteen Crore Eighty-One Lakh Twenty-Six Thousand Four Hundred Only) on preferential basis to the Proposed Allottees as mentioned in the resolution no. 1 & 2 in such form and manner and in accordance with the provisions of SEBI ICDR Regulations.**

As per Companies Act, 2013 and Rules made there under ("Companies Act"), and in accordance with the provisions of the SEBI ICDR Regulations as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the SEBI ICDR Regulations, the issue of Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

1. Objects of the Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

- 1) Capital Enhancement in RBS Renewables Private Limited – For subscribing to the enhancement of equity share capital of RBS Renewables Private Limited (Associate Company) in addition to the present holding of 30% by Ramdevbaba Solvent Limited, consequently resulting into RBS Renewables Private Limited becoming a subsidiary of the company and for the purpose of deployment of existing and new renewables projects either in the form of equity / quasi equity / margin money for working capital / repayments of unsecured loans by RBS Renewables Private Limited etc.
- 2) General Corporate Purpose - Up to 25% (twenty five percent) of the Issue Proceeds will 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.

CERTIFIED TRUE COPY

Ramdevbaba Solvent Ltd.



Director

Utilization of Issue Proceeds:-

Sr. No.	Particulars	Total Estimated amount to be utilized (In Rs.)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	(i) Capital Enhancement in RBS Renewables Private Limited	5,20,50,000.00	Within 12 months from receipt of funds for the Warrants (as set out herein)
	(ii) Infusion of Funds towards repayment of unsecured loan by RBS Renewables Private Limited	11,50,00,000.00	
	(iii) Margin money for working capital purpose for RBS Renewables Private Limited	3,25,00,000.00	
2	General Corporate Purpose	6,08,80,400.00	
	TOTAL	26,04,30,400.00	

Note: Considering 100% conversion of Warrants into equity shares within the stipulated time.

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Warrants (as set out herein).

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.

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.

2. Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares and Convertible Warrants is **Tuesday, 17 December 2024**, being the date 30 days prior to the date of this Extra Ordinary General Meeting.

3. Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board, at its meeting held on 20th December, 2024 has, subject to the approval of the Company's Members and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of 7,36,000 Equity shares (Seven Lakh Thirty-Six Thousand) of face value of Rs. 10/- each (Rupees Ten) at an issue price of Rs. 139/- each (including Premium of Rs. 129/- per Equity Share), aggregating up to Rs. 10,23,04,000/- (Rupees Ten Crore Twenty-Three Lakh Four Thousand only) and 11,37,600 (Eleven Lakh Thirty-Seven Thousand Six Hundred) Convertible Warrants of Face Value of Rs. 10/- each (Rupees Ten) at an issue price of Rs. 139/-

CERTIFIED TRUE COPY

Ramdevbaba Solvent Ltd.

17

(N. Mohata)

Director

(Including Premium of Rs. 129/-) each aggregating up to Rs. 15,81,26,400 (Rupees Fifteen Crore Eighty-One Lakh Twenty-Six Thousand Four Hundred Only) each, on a preferential basis to the Proposed Allottees, such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

4. Basis or justification for the price (including premium, if any) at which the offer or invitation is being:

The Equity Shares of the Company are listed at the NSE Emerge Platform. There is frequent trading of shares of the Company on NSE. In terms of Regulation 164 of the SEBI ICDR Regulations, 2018, where the shares are frequently traded, the price determined by the Issuer shall take into account valuation as prescribed under Regulation 164 of the SEBI ICDR Regulations, 2018.

The floor price of Rs.138.55/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and it is higher of the following:

a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs.110.15/- per Equity Share

b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 138.55/- per Equity Share

Hence, the Board proposes to issue Equity Shares and fully convertible warrants into equity shares on preferential basis at price of Rs. 139/- (Rupees One Hundred Thirty Nine Only) per Equity Share which consists of Rs.10/- (Rupee Ten Only) as face value and Rs.129/- (Rupees One Hundred Twenty Nine Only) as a premium per Equity Share, which is not less than the floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

Company has obtained a valuation certificate / report dated 20th December, 2024 from Mr. Anurag Singal, Registered Valuer having Membership No.: ICAIRVO/06/RV-P005/2022-2024 and Reg. No. IBBI/RV/06/2022/14679 having office situated at Suite 2AB, Vivekanand House, 268/2/B/2 GT Road, Kolkata - 711204 ('RV' or 'Independent Valuer') and same has been updated on the website of the Company (www.ramdevbabasol.com).

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

5. The Price Band at/within which the allotment is proposed:

There shall be no price band. All the equity shares and convertible warrants under this preferential issue shall be made at an issue price of Rs. 139/- (Rupees One Hundred and Thirty-Nine Only) including a security premium of Rs. 129/- (Rupees One Hundred and Twenty-Nine only) being the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

6. Amount which the company intends to raise by way of such Equity Shares:

The Company intends to raise an amount of Rs. 10,23,04,000/- (Rupees Ten Crore Twenty-Three Lakh Four Thousand only) by way of issue of Equity Shares and an amount of Rs. 15,81,26,400 (Rupees Fifteen Crore Eighty-One Lakh Twenty-Six Thousand Four Hundred Only) by way of issue of convertible warrants into equity shares on preferential basis aggregating amount of Rs. 26,04,30,400/- (Rupees Twenty-Six Crore Four Lakh Thirty Thousand Four Hundred Only).

7. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:

Except as details mentioned below, None of the Promoters, Directors or Key Managerial Personnel intend to subscribe this offer and no contribution being is made by the promoters or directors either as part of the offer or separately in furtherance of these objects.

CERTIFIED TRUE COPY

Ramdevbaba Solvent Ltd.

(Signature)

Director

Names	No. of Warrants	Category	Post issue %	Amount
Prashant Kisanlal Bhaiya	1,39,200	Promoter	9.19%	1,93,48,800
Aayush Prashant Bhaiya	1,60,000	Promoter	1.31%	2,22,40,000
Anita Prashant Bhaiya	64,000	Promoter	2.78%	88,96,000
Shagun Rajesh Sharma	16,000	Promoter	0.10%	22,24,000
Tushar Ramesh Mohata	2,83,200	Promoter	16.79%	3,93,64,800
Kavita Tushar Mohata	96,000	Promoter	1.03%	1,33,44,000
Precti Nilesh Mohata	3,79,200	Promoter	1.58%	5,27,08,800
Total	11,37,600			15,81,26,400

8. Proposed time within which the preferential issue shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of equity shares and convertible warrants on or before the expiry of 15 (fifteen) days from the date of passing of this resolution by the shareholder 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 (fifteen) days from the date of receipt of last of such approvals.

The convertible warrants may be exercised by the proposed allottee, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

9. Shareholding Pattern before and after the Preferential Issue:

SN	Category	Pre-Issue (as on 13 December 2024)		Post Issue of Equity Shares & after Conversion of Warrants	
		No. of Share Held	% of Share Holding	No. of Share Held	% of Share Holding
A.	Promoters & Promoter Group Holding				
1	Indian				
a.	Individual & HUF	1,35,15,750	61.09	1,46,53,350	61.06
b.	Body Corporate	0	0	0	0
	Sub Total	1,35,15,750	61.09	1,46,53,350	61.06
2.	Foreign promoter	0	0	0	0
	Sub Total (A)	1,35,15,750	61.09	1,46,53,350	61.06
B.	Non-Promoter Holding				
1	Institutional Investors	1,42,400	0.64	3,26,400	1.36
2	Non-Institutional Investors				
a.	Individuals				
(i)	Individual shareholders holding nominal share capital upto Rs. 2 lakhs	28,60,400	12.93	32,65,200	13.61
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	37,86,400	17.11	37,86,400	15.78
b.	Non - Resident Indians (NRI)	62,400	0.28	62,400	0.26
c.	Bodies Corporate	5,08,400	2.30	6,55,600	2.73
d.	Any Other, Specify				

CERTIFIED TRUE COPY

Ramdevbaba Solvent Ltd.

19

(Signature)

Director

	Clearing Member	2,00,000	0.90	2,00,000	0.83
	Hindu Undivided Family	9,48,800	4.29	9,48,800	3.95
	Sub Total (B)	85,08,800	38.46	92,44,800	38.52
C.	Non-Promoter Non-Public	1,00,800	0.46	1,00,800	0.42
	Sub Total (C)	1,00,800	0.46	1,00,800	0.42
	Grand Total (A+B+C)	2,21,25,350	100.00	2,39,98,950	100.00

*The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

10. 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:

SN	Name of the Proposed Allottees	Name Of Ultimate Beneficiary Owners
1.	Matterhorn India Opportunity Fund	Sushil Kumar Agarwal
2.	Fierce Realty LLP	Yoginkumar Ashokbhai Patel

11. The names of the proposed allottees, status and the percentage of post preferential offer capital that may be held by them:

SN	Name of the Proposed Allottee	Current Status / Category**	Pre-Preferential Allotment	Proposed Allotment	Post Preferential Allotment of Equity Shares	Post Preferential Allotment (Post Issue of Equity Shares Assuming Full Conversion of Warrants into Equity Shares)	
			Holding	Holding	Holding	Holding	%
1	Matterhorn India Opportunity Fund	Public	0	1,84,000	1,84,000	1,84,000	0.77%
2	Vir Rajeshbhai Patel	Public	27,200	1,47,200	1,74,400	1,74,400	0.73%
3	Fierce Realty LLP	Public	0	1,47,200	1,47,200	1,47,200	0.61%
4	Bhumi Denish Patel	Public	0	73,600	73,600	73,600	0.31%
5	Prateek R. Vaid	Public	3,200	36,800	40,000	40,000	0.17%
6	Nitesh Kishorebhai Bajaj	Public	0	36,800	36,800	36,800	0.15%
7	Girish JayantiBhai Patel	Public	0	36,800	36,800	36,800	0.15%
8	Abhishek Varshal Parikh	Public	0	36,800	36,800	36,800	0.15%
9	Chintan Girishkumar Shah	Public	0	36,800	36,800	36,800	0.15%
10	Prashant Kisanlal Bhaiya	Promoter	20,65,560	1,39,200	0	22,04,760	9.19%
11	Aayush	Promoter	1,54,500	1,60,000	0	3,14,500	1.31%

CERTIFIED TRUE COPY

Kardevdaba Solvent Ltd.

Amolata

20

Director

	Prashant Bhaiya						
12	Anita Prashant Bhaiya	Promoter	6,03,000	64,000	0	6,67,000	2.78%
13	Shagun Rajesh Sharma	Promoter	9,000	16,000	0	25,000	0.10%
14	Tushar Ramesh Mohata	Promoter	37,46,250	2,83,200	0	40,29,450	16.79%
15	Kavita Tushar Mohata	Promoter	1,50,000	96,000	0	2,46,000	1.03%
16	Preeti Nilesh Mohata	Promoter	0.00	3,79,200	0	3,79,200	1.58%

****There is No Change in the Status/Category post allotment.**

12. Change in control, if any in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

13. Undertaking as to re-computation of price and lock-in of specified securities:

Since, the Company's Equity Shares are listed and traded for a period more than 90 trading days, therefore, there is no need for the Company to re-compute the price of Preferential Allotment of the Equity Shares and Convertible Warrants in terms of the provisions of the SEBI (ICDR) Regulations, 2018.

14. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the FY 2024-2025, the Company allotted 59,13,600 equity shares of Rs. 10 each at a price of Rs. 85 per share (including a premium of Rs. 75) to 1,678 allottees through an IPO. However, no preferential allotment has been made by the company to any person as of the date of this Notice during the year.

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

The Proposed allotment is made by cash so the same is not applicable.

16. Lock-in period:

The convertible Warrants and equity Shares issued pursuant to the exercise of the Warrants and Equity Shares issued to the Proposed, including the pre-preferential allotment shareholding of the Proposed Allottee, if any will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable.

17. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects, including dividend, if any and voting rights.

18. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

19. Name and address of the Valuer who performed valuation of the security offered:

Company has obtained a valuation certificate / report dated 20th December, 2024 from Mr. Anurag Singal, Registered Valuer having Membership No.: ICAIRVO/06/RV-P005/2022-2024 and Reg. No.

CERTIFIED TRUE COPY

Ramdevbaba Solvent Ltd.

21

(Signature)

Director

IBBI/RV/06/2022/14679 having office situated at Suite 2AB, Vivekanand House, 268/2/B/2 GT Road, Kolkata - 711204 ('RV' or 'Independent Valuer').

20. Principle terms of assets charged as securities:

Not Applicable.

21. Practicing Company Secretary Certificate:

The certificate from M/s Nishtha Khandelwal & Associates, Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements contained in the Regulation 163(2) of SEBI ICDR Regulations and the said certificate shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: www.ramdevbabasol.com.

a) Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

Not Applicable

b) Other disclosures/undertaking

- a) The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations is not applicable.
- b) None of its Directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
- c) The Company does not have any outstanding dues to SEBI, Stock Exchange or any of the depositories;
- d) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principal approval is made by the Company to the stock exchange where its equity shares are listed;
- e) The Company shall be making application seeking in-principal approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of a special resolution;
- f) The Company is in compliance with the conditions for continuous listing; The company is eligible to make preferential issue to its investors under Chapter V of the SEBI ICDR Regulations.
- g) The proposed allottees have not sold any of the equity shares during 90 trading days preceding the relevant date;
- h) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- i) No person belonging to the promoters / promoter group has previously subscribed to any equity shares of the company during the last one year;
- j) The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.
- k) The Company has complied with the applicable provisions of the Companies Act, 2013 and rules made thereunder. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI (ICDR) Regulations, 2018 provide, inter alia, that when it is

CERTIFIED TRUE COPY

Ramdevbaba Solvent Ltd.

(Signature)

22

Director

proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

- 1) The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 1 and Item No. 2 in the accompanying notice for your approval.

Except as disclosed in this notice none of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investor is being sought by way of a special resolution as set out in the said item no. 1 & 2 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

For and on Behalf of Board of Directors
For Ramdevbaba Solvent Limited

SD/-

SD/-

Place: Nagpur
Date: 20.12.2024

Prashant Kisanlal Bhaiya
Chairman & Whole Time Director
DIN: 02374524

Nilesh Suresh Mohata
Managing Director
DIN: 02374561

CERTIFIED TRUE COPY

Ramdevbaba Solvent Ltd.

Nmohata

Director