



Notice

NOTICE is hereby given that the 14th Annual General Meeting (AGM) of the Members of Rajputana Industries Limited ("the Company") will be held on Thursday, September 18, 2025, at 11:00 A.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM). The venue of the meeting shall be deemed to be the Registered Office of the Company at F - 269B, Road No. 13, VKIA, Jaipur - 302013, Rajasthan, to transact the following business as set out in the Notice:

ORDINARY BUSINESS

1. Adoption of Financial Statements

To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, and the Reports of the Board of Directors and Auditors thereon, and in this regard, to consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered, and adopted."

2. Appointment of Mr. Sheikh Naseem (DIN: 02467366) as a director, liable to retire by rotation

To appoint a director in place of Mr. Sheikh Naseem (DIN: 02467366), who retires by rotation at this Annual General Meeting and being eligible, offers his candidature for reappointment. The Board of Directors recommends his appointment and, in this regard, to consider and, if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, if any, the re-appointment of Mr. Sheikh Naseem (DIN: 02467366), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment, be and is hereby approved; and that he be re-appointed as a Director of the Company, whose office shall be liable to retire by rotation, based on the recommendation of the Board of Directors and the Nomination and Remuneration Committee."

3. Appointment of the Statutory Auditors of the Company:

To approve appointment of M/s. Mohata Baheti & Associates, Chartered Accountants (Firm Reg. No. 020006C) as Statutory Auditors of the Company and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and any other applicable law for the time being in force (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), and based on the recommendations of the Audit Committee and the Board of Directors at their meeting held on June 4, 2025, the approval of the members of the Company be and is hereby accorded for the appointment of M/s. Mohata Baheti & Associates, Chartered Accountants (Firm Registration No. 020006C), as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. Keyur Shah & Company, Chartered Accountants (Firm Registration No. 141173W), who have confirmed their eligibility under Section 141 of the Companies Act, 2013 and applicable rules;

RESOLVED FURTHER THAT M/s. Mohata Baheti & Associates, Chartered Accountants (Firm Registration No. 020006C), shall hold office as Statutory Auditors of the Company from the date of this Annual General Meeting for a term of five (5) consecutive years, i.e., from the conclusion of the 14th Annual General Meeting till the conclusion of the 18th Annual General Meeting of the Company to be held in the year 2030, at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses, as may be recommended by the Audit Committee and approved by the Board of Directors, in consultation with the Auditors;

RESOLVED FURTHER THAT Mr. Sheikh Naseem (DIN:02467366), Whole-time Director and Ms. Shivani Sheikh (DIN:02467557) Managing Director of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, and to sign and execute all such documents, applications, returns, e-forms and writings, as may be necessary, proper or desirable to give effect to this resolution, including filing the necessary forms with the Registrar of Companies, Rajasthan, and intimating the Stock Exchange(s)."

SPECIAL BUSINESS

4. Ratification of remuneration to Cost Auditors for the financial year ending March 31, 2026

To ratify the remuneration of cost auditors for the financial year ending March 31, 2026, and in this regard, to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, remuneration of M/s Rajesh And Company (FRN:000031), the Cost Auditors, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2025-26, be paid remuneration amounting to Rs. 25,000/- (Rupees Twenty-Five Thousand Only) per annum (exclusive of GST and reimbursement of out-of-



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pocket expenses actually incurred by the said Auditors in connection with the Cost Audit) be and is hereby ratified;

RESOLVED FURTHER THAT Mr. Sheikh Naseem (DIN:02467366), Whole-time Director and Ms. Shivani Sheikh (DIN:02467557) Managing Director of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies, Rajasthan, and to intimate the Stock Exchange to give effect to the above resolution.”

5. Approval for related party transactions for the financial year 2025-26

To approve Related Party Transaction(s) and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (the “Act”) and other applicable provisions if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and the Company’s policy on Related Party transaction(s), the approval of members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Regulations”), as the Board of Directors may deem fit, up to a maximum aggregate value as mentioned in the below mentioned table for the financial year 2025-26, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company;

Sl . No.	Name of the Related Party	Description of Contracts/ Arrangement/ Transactions	Tenure of Contracts/ Arrangement/ Transactions	Amount in crores (Proposed FY 2025- 26)
1.	Shera Metal and Eng. (Proprietorship of Director)	Leasing of Property of any kind, Sale, Purchase or Supply of any Goods or Materials	April 01, 2025 to March 31, 2026	1.00
2.	Shera Energy Ltd (Holding Company)	Sale, Purchase or Supply of any Goods or Materials)	April 01, 2025 to March 31, 2026	350.00
3.	Shera Metal Private Limited (Subsidiary Company of Same Holding Company)	Sale, Purchase or Supply of any Goods or Materials)	April 01, 2025 to March 31, 2026	500.00
4.	Shree Khatushyamji Metal Industries Pvt. Ltd.	Sale, Purchase or Supply of any Goods or Materials)	April 01, 2025 to March 31, 2026	50.00
5.	Sahil Sheikh	Appointment to any office or Place of Profit in the company, its Subsidiary Company or Associate Company	April 01, 2025 to March 31, 2026	0.50
6.	Alisha Sheikh	Appointment to any office or Place of Profit in the company, its Subsidiary Company or Associate Company	April 01, 2025 to March 31, 2026	0.50
7.	Isha Sheikh	Appointment to any office or Place of Profit in the company, its Subsidiary Company or Associate Company	April 01, 2025 to March 31, 2026	0.50
8.	Shivani Electricals	Sale, Purchase or Supply of any Goods or Materials)	April 01, 2025 to March 31, 2026	5.00
9.	Ss Structure	Sale, Purchase or Supply of any Goods or Materials)	April 01, 2025 to March 31, 2026	5.00
10.	Shera Zambia Limited (Subsidiary Company)	Sale, Purchase or Supply of any Goods or Materials)	April 01, 2025 to March 31, 2026	50.00
11.	Shera Doaba Industries Limited	Sale, Purchase or Supply of any Goods or Materials)	April 01, 2025 to March 31, 2026	50.00

RESOLVED FURTHER THAT the Board be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle



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any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the company, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s);

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

6. Remuneration to directors exceeding limits under Section 197 of the Companies Act, 2013

To approve remuneration to directors exceeding the overall managerial remuneration limit as per the provisions of Section 197 of the Companies Act 2013 and, in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolutions, as Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013, ("the Act") read with Schedule V of the Act and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for payment of remuneration to the Directors of the Company notwithstanding that aggregate remuneration of such Directors exceeds the overall limit of managerial remuneration from 11% of the net profits of the Company, calculated as per the provisions of Section 198 of the Act;

RESOLVED FURTHER THAT Mr. Sheikh Naseem (DIN:02467366), Whole-time Director and Ms. Shivani Sheikh (DIN:02467557) Managing Director of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies, Rajasthan, to give effect to the above resolution."

7. Approval for increase in borrowing limits under Section 180(1)(c) of the Companies Act, 2013

To approve increase in borrowing limits under Section 180(1)(c) of the Companies Act, 2013 and, in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolutions, as Special Resolution:

"RESOLVED THAT in suppression of Special Resolution passed by the Members in its meeting held on 29th August, 2023 and pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in supersession of all the earlier resolutions, the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, financial facility, or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company's business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to Rs. 500 crores/- (Rupees Five Hundred Crores Only) by way of fund-based facilities and non-fund-based facilities over and above the aggregate, of the paid-up share capital and free reserves of the Company;

RESOLVED FURTHER THAT Mr. Sheikh Naseem (DIN:02467366), Whole-time Director and Ms. Shivani Sheikh (DIN:02467557) Managing Director of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies, Rajasthan, to give effect to the above resolution."

8. Approval for Increasing Limits under Section 180(1)(a) for Securitization and Charge Creation on Company Assets

To Approve increase in limits under Section 180(1)(a) of the Companies Act, 2013 for securitization/ direct assignment and creating charge on the assets of the company and, in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolutions, as Special Resolution:

"RESOLVED THAT in suppression of Special Resolution passed by the Members in its extra-ordinary general meeting held on 29th August, 2023 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the rules made there under and pursuant to the Memorandum of Association and Articles of Association of the Company and in supersession of all the earlier resolutions, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall



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be deemed to include any committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to mortgage, pledge, charge, hypothecate and/ or create security interest of every nature and kind whatsoever as may be necessary on such of the moveable or immovable assets and properties of the Company wherever situated, both present and future, including where such assets and properties constitute the whole or substantially the whole of the undertaking of the Company, in such manner as the Board / Committee of the Board may direct, to or in favour of financial institutions, investment institutions and banks, mutual funds, trusteeship companies, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") to secure the due payment of the principal together with interest, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company or any third party in respect of borrowings availed of from such Lending Agencies of an outstanding aggregate value not exceeding Rs. 500 crores/- (Rupees Five Hundred Crores Only);

RESOLVED FURTHER THAT Mr. Sheikh Naseem (DIN:02467366), Whole-time Director and Ms. Shivani Sheikh (DIN:02467557) Managing Director of the Company be and are hereby authorized to finalize with the Lending Agencies / trustees, the documents for creating the aforesaid security interests and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all acts, deeds, matters, things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies, Rajasthan, to give effect to the above resolution."

9. To approve the limit to make investments, give loans, guarantees and security under section 186 of the Companies Act, 2013

To approve the limits to make investments, give loans, guarantees and security under section 186 of the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the rules framed thereunder the consent of the members on the Company be and is hereby accorded to the Board of Directors to, inter alia, (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time Rs. 100 crores/- (Rupees One Hundred Crores Only) over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more;

RESOLVED FURTHER THAT Mr. Sheikh Naseem (DIN:02467366), Whole-time Director and Ms. Shivani Sheikh (DIN:02467557) Managing Director of the Company be and are hereby severally authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/ or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate."

By Order of the Board of Directors
For **Rajputana Industries Limited**

Preeti Khatore

sd/-

Company Secretary & Compliance Officer

Place: Jaipur

Date: 23.08.2025

Registered Office:

F-269-B, Road No. 13 VKI,

Jaipur, Rajasthan - 302013

CIN: U31909RJ2011PLC035485

Website: www.rajputanaindustries.com

E-mail: cs@rajputanaindustries.com

Phone: +91-75685 22225



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Notes:

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 (MCA Circulars), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30th September, 2025. In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (Listing Regulations) and MCA Circulars, the 14th AGM of the Company shall be conducted through VC/OAVM. National Securities Depository Limited (NSDL) will be providing facilities in respect of:
 - (a) voting through remote e-voting;
 - (b) participation in the AGM through VC/ OAVM facility;
 - (c) e-voting during the AGM.The deemed venue of the 14th AGM shall be the Registered Office of the Company at F-269-B, Road No. 13 VKI, Jaipur, Rajasthan - 302013.
2. The Explanatory Statement pursuant to Section 102 of the Act and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), setting out material facts concerning the business under Item Nos. 3 to 9 of the Notice to be transacted at the AGM is annexed hereto and forms part of this Notice.
3. As per SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 which came into effect from 13th December, 2024, the requirement to send proxy forms is not applicable to general meetings held only through electronic mode. As this AGM would be conducted through VC / OAVM, the requirement to provide facility for appointment of Proxy by the Members is not applicable. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. The details of directors retiring by rotation / seeking appointment / re-appointment in the ensuing AGM as required pursuant to Regulation 26(4) and 36(3) of the SEBI Listing Regulations and SS-2, as applicable, are provided in the Annexure to the Explanatory Statement to the Notice.
5. As per the provisions under the MCA Circulars, Members attending the 14th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. As per Section 105 of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on their behalf. Since the 14th AGM is being held through VC/OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 14th AGM and hence the Proxy Form and Attendance Slip including the route map are not annexed to this Notice.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
8. The Register of Members and Share Transfer books of the company will remain closed from Thursday, September 12, 2025 to Thursday, September 18, 2025 (both days inclusive) for the purpose of AGM.
9. Members are requested to contact the Company's Registrar & Share Transfer Agent M/s. Bigshare Services Private Limited ("RTA") having address at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400093 Maharashtra India.; Tel.: +9122 - 6263 8222 Email id: investor@bigshareonline.com; Website: www.bigshareonline.com for reply to their queries/ redressal of complaints, if any, or contact Ms. Preeti Khatore Company Secretary & Compliance Officer at the Registered Office of the Company (Phone No.: +91 - 75685 22225; Email: cs@rajputanaindustries.com).

DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs:

10. In accordance with the aforesaid MCA and SEBI Circulars, the notice of the 14th AGM along with the Annual Report & Annual accounts for financial year 2024-25 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2024-25 will also be available on the Company's website at www.rajputanaindustries.com websites of the Stock Exchanges i.e., NSE Limited at www.nseindia.com, and on the Company's RTA at www.bigshareonline.com. Members can attend and participate in the AGM through VC/OAVM facility only. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form.

Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the weblink of Company's website from where the Integrated Annual Report for financial year 2024-25 can be accessed.



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11. Members holding shares in physical mode are requested to intimate any change, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to the Company/Registrar and Share Transfer Agent i.e., Bigshare Services Private Limited (hereinafter referred to as "RTA") of the Company at investor@bigshareonline.com and members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records. In case of any queries/ difficulties in registering the e-mail address, Members may write to cs@rajputanaindustries.com or investor@bigshareonline.com.
12. As per Listing Regulations, physical copy of the Annual Report is required to be sent only to those Members who specifically request for the same. Accordingly, Members who wish to obtain a physical copy of the Integrated Annual Report for the financial year 2024-25, may write to the Company at cs@rajputanaindustries.com, requesting for the same by providing their holding details.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

13. In compliance with the provisions of Section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended till date and Regulation 44 of the SEBI Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force), the circulars issued by the Ministry of Corporate Affairs and the SS-2 the Company is pleased to provide a facility to its members to exercise their right to vote from a place other than the venue of the AGM ("remote E-voting"), on all resolutions proposed to be considered at the AGM electronically through electronic voting (E-voting) services facilitated by the National Securities Depository Limited (hereinafter referred to as "NSDL"). Those Shareholders, who are present in the meeting through VC/OAVM facility and have not cast their vote on the resolutions through remote E-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting available during the meeting. The Members who have cast their vote by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their vote again.
14. The Cut-off date for determining the names of shareholders eligible to get Notice of Annual General Meeting is Friday, August 22, 2025.
15. The detailed instructions and the process for accessing and participating in the 14th AGM through VC/OAVM facility and voting through electronic means including remote e-voting forms part of the notice.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

16. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company before the date of the AGM through Email on cs@rajputanaindustries.com. The same will be replied by/ on behalf of the Company suitably.
17. As the meeting is being conducted through VC/OAVM, Members are encouraged to express their views/send their queries in advance mentioning their name, DP Id / Client Id / Folio Number, and mobile number to cs@rajputanaindustries.com to enable smooth conduct of the meeting. Queries received by the Company on the aforementioned Email Id by Wednesday, September 17, 2025, 5:00 P.M. IST. shall only be considered and responded.
18. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., mobile number at cs@rajputanaindustries.com on or before Wednesday, September 17, 2025, 5:00 P.M. (IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.
19. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

OTHER INFORMATION

20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM.
21. In terms of Section 152 of the Act, Mr. Sheikh Naseem (DIN: 02467366) retires by rotation at the AGM and being eligible, offers himself for re-appointment. The Board of Directors recommends his re-appointment. Pursuant to Regulation 36 of the SEBI Listing Regulations and SS-2, the particulars of the Directors seeking appointment/ re-appointment at the AGM, forms integral part of the notice.
22. 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



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for consolidating their holding in one folio as per the procedure stipulated in SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022.

23. Pursuant to Regulation 40(1) of the SEBI Listing Regulations and SEBI Circular dated January 25, 2022, transfer, transmission, and transposition of securities held in physical form are permitted only in demat mode. Additionally, all service requests such as issuance of duplicate certificates, name correction, split/consolidation, or transmission must also be processed in dematerialized form. Shareholders holding shares in physical form are strongly advised to dematerialize their holdings to enable seamless transfer, reduce risks, and participate in corporate actions. For assistance, members may contact the Company or its Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited.
24. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filed in the Company or Company's RTA. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
25. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA 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) Particulars of their bank account maintained in India with complete name, branch, account type, IFSC, account number and address of the bank with pin code number, if not furnished earlier.

DECLARATION OF VOTING RESULTS

26. The Board has appointed Mr. Sanjay Kumar Joshi (Membership No. F-6745), Practicing Company Secretaries as the Scrutinizer for conducting the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
27. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL, CDSL and RTA and will also be displayed on the Company's website i.e., www.rajputanaindustries.com and on the website of RTA i.e., www.bigshareonline.com.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on September 14, 2025 at 9:00 A.M. (IST) and ends on September 17, 2025 at 5:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 22, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 22, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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Type of shareholders	Login Method
	<p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>3. If you are 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</p> <p>4. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="742 1126 1125 1350" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. 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.</p>



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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.



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- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csskjoshi@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on.: 022 - 4886 7000 or send a request to Mr. Kartik Arora at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@rajputanaindustries.com.



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2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@rajputanaindustries.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members 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.

By Order of the Board of Directors
For **Rajputana Industries Limited**

Preeti Khatore
sd/-

Company Secretary & Compliance Officer

Place: Jaipur
Date: 23.08.2025

Registered Office:

F-269-B, Road No. 13 VKI,
Jaipur, Rajasthan - 302013
CIN: U31909RJ2011PLC035485
Website: www.rajputanaindustries.com



Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013:

The following Statement sets out all material facts relating to the Ordinary/Special Business mentioned in the accompanying Notice:

ITEM NO. 3:

M/s. Keyur Shah & Co., Chartered Accountants Firm Registration No. 141173W were appointed as Statutory Auditors of the Company by the members at the 11th Annual General Meeting for a period of five years to hold office from the conclusion of Annual General Meeting held in year 2022 till the conclusion of the 16th Annual General Meeting of the Company to be held in the year 2027. Further, M/s. Keyur Shah & Co., Chartered Accountants Firm Registration No. 141173W expressed their inability to continue as the Statutory Auditor of the Company and resigned from the same on 29th May, 2025 resulting in a casual vacancy in the office of Statutory Auditors of the Company.

Accordingly, in order to fill the casual vacancy in the office of Auditors your Board approached to M/s Mohata Baheti & Associates, Chartered Accountants having Firm Registration No. 020006C to act as Statutory Auditor of the Company and received their affirmation. The Board of Directors of the Company at its meeting held on 4th June, 2025, on the recommendation of Audit Committee has recommended the appointment of M/s Mohata Baheti & Associates, Chartered Accountants having Firm Registration No. 020006C Statutory Auditors of the Company to fill the casual vacancy and to hold office as the Statutory Auditor of the Company till the conclusion of the ensuing Annual General Meeting of the Company to be held in the year 2025, subject to the approval by the members, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

M/s Mohata Baheti & Associates, Chartered Accountants have confirmed that they satisfy the Independence criteria required under the Companies Act, 2013 and Code of Ethics issued by the Institute of Chartered Accountants of India and also confirm that they are eligible for appointment and that they have not been disqualified in any manner from continuing as Statutory Auditor.

M/s. Keyur Shah & Co., Chartered Accountants, Statutory Auditors of the Company as on March 31, 2025 have submitted Auditors' Report on the financial statements of the Company for the financial year ended March 31, 2025. The reports do not contain any reservation, qualification or adverse remark. Information referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends, the Ordinary Resolution set out at Item No. 3 of the Notice for ratification by the Members of the Company.

ITEM NO. 4

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with Rule 6 of the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a cost accountant in practice and the remuneration of Rs. 25,000 payable to the Cost Auditors has to be ratified by the shareholders of the Company.

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Rajesh & Company (Firm Registration No. 000031), Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 at a remuneration of Rs. 25,000 (Rupees Twenty-Five thousand only) excluding applicable taxes and out of pocket expenses, if any payable to the Cost Auditors which has to be ratified by the shareholders of the Company.

In making the decision on the appointment and remuneration of the Cost Auditors, the Audit Committee considered the Cost Auditors' performance during the previous year(s) in examining and verifying the accuracy of the cost accounting records maintained by the Company.

M/s Rajesh & Company have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act. Pursuant to Section 148(3) of the Act, approval by the Members is required for the payment of above remuneration to the cost auditor.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.



Notice

The Board recommends, the Ordinary Resolution set out at Item No. 4 of the Notice for ratification by the Members of the Company.

ITEM NO. 5

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section requires a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm's length basis.

Parties given in the below inserted table are related parties of your Company, within the meaning of sub-section (76) of section 2 of the Act and Regulation 2 (1)(zb) of SEBI Regulations. Your company does sale, purchase, provides / receives services to / from them and also provides financial support to them, which are significant for expansion and growth of your Company. The Board is of the opinion that proposed transactions with above related parties are in the best interest of the Company and the Members. Your Company proposes to enter into transactions with these parties during financial year 2024-25 which are likely to be material transactions.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings are hereby placed before the shareholders for their approval by way of ordinary resolution to enable the Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration, are proposed to be entered into by the Company with the following related parties in the ordinary course of business and at arms' length basis. The particulars of proposed material related party transaction are as below:

Sl. No.	Name of the Related Party	Description of Contracts/ Arrangement/ Transactions	Tenure of Contracts/ Arrangement/ Transactions	Amount in crores (Proposed FY 2025-26)
1.	Shera Metal and Eng. (Proprietorship of Director)	Leasing of Property of any kind, Sale, Purchase or Supply of any Goods or Materials	April 01, 2025 to March 31, 2026	1.00
2.	Shera Energy Ltd (Holding Company)	Sale, Purchase or Supply of any Goods or Materials)	April 01, 2025 to March 31, 2026	350.00
3.	Shera Metal Private Limited (Subsidiary Company of Same Holding Company)	Sale, Purchase or Supply of any Goods or Materials)	April 01, 2025 to March 31, 2026	500.00
4.	Shree Khatushyamji Metal Industries Pvt. Ltd.	Sale, Purchase or Supply of any Goods or Materials)	April 01, 2025 to March 31, 2026	50.00
5.	Sahil Sheikh	Appointment to any office or Place of Profit in the company, its Subsidiary Company or Associate Company	April 01, 2025 to March 31, 2026	0.50
6.	Alisha Sheikh	Appointment to any office or Place of Profit in the company, its Subsidiary Company or Associate Company	April 01, 2025 to March 31, 2026	0.50
7.	Isha Sheikh	Appointment to any office or Place of Profit in the company, its Subsidiary Company or Associate Company	April 01, 2025 to March 31, 2026	0.50
8.	Shivani Electricals	Sale, Purchase or Supply of any Goods or Materials)	April 01, 2025 to March 31, 2026	5.00
9.	Ss Structure	Sale, Purchase or Supply of any Goods or Materials)	April 01, 2025 to March 31, 2026	5.00
10.	Shera Zambia Limited (Subsidiary Company)	Sale, Purchase or Supply of any Goods or Materials)	April 01, 2025 to March 31, 2026	50.00
11.	Shera Doaba Industries Limited	Sale, Purchase or Supply of any Goods or Materials)	April 01, 2025 to March 31, 2026	50.00



Notice

As per the requirements of Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions shall require the approval of Members through a Resolution. Further, the explanation to Regulation 23(1) of the SEBI Listing Regulations provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds one thousand crore or ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Accordingly, consent of the members is sought for the above-mentioned related party Contract(s) / Arrangement(s) / Transaction(s) as set out at Item No. 5 of the Notice for the financial year 2025-2026.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends, the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members of the Company.

ITEM NO. 6 :

In accordance with Section 197 of the Companies Act, 2013, the total managerial remuneration payable to all Directors, including Independent Directors, should not exceed 11% of the net profits of the Company calculated as per Section 198, unless approved by shareholders through a special resolution.

Considering the nature of responsibilities, contributions, and time commitment of the Directors, it is proposed to approve the payment of remuneration exceeding the prescribed limit of 11% of net profits. This resolution seeks the consent of the members to enable the Company to pay such remuneration during the tenure of the Directors.

The Board recommends the resolution set out at Item No. 6 of the Notice for approval of the members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

ITEM NO. 7 :

Keeping in view the company's long term strategic and business objectives, the company is in need additional funds. For this purpose, the company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up share capital, free reserves and securities premium of the Company except with the consent of the members of the Company obtained through Special Resolution in a General Meeting.

In order to carry out the business smoothly, business plan and to meet the working Capital requirements, the Board of Directors has given their approval and recommended the same to shareholders to increase the existing limit from Rs. 300 Crores (Rupees Three Hundred Crores Only) to Rs. 500 Crores (Rupees Five Hundred Crores Only) as required u/s 180(1)(c) of the Companies Act, 2013 and rules made there under.

Hence, in terms of the provisions of section 180(1)(c) of the Companies Act, 2013, it is proposed to seek shareholder's approval for increase in the limit of overall borrowing u/s 180(1)(c) upto Rs. 500/- Crores (Rupees Five Hundred Crores Only).

Accordingly, consent of the members is sought for increase in the limit of overall borrowing u/s 180(1)(c) as set out at Item No. 7 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends, the Special Resolution set out at Item No. 7 of the Notice for approval by the Members of the Company.

ITEM NO. 8 :

The Board has given their approval to increase the existing limit from Rs. 300 Crores (Rupees Three Hundred Crores Only) to Rs. 500 Crores (Rupees Five Hundred Crores Only) to mortgage, pledge, charge, hypothecate and/ or create security interest of every nature on moveable or immoveable assets and properties of the Company to secure the due payment in respect of borrowings of the Company as required u/s 180(1)(a) of the Companies Act, 2013. The powers mentioned under section 180(1)(a) of the Companies Act, 2013 require consent of members of the Company by way of passing Special resolution.

Hence, in terms of the provisions of section 180(1)(a) of the Companies Act, 2013, it is proposed to seek shareholder's approval Increase in the limit for creating charge on the assets of the Company for securing borrowings upto Rs. 500/- Crores (Rupees Five Hundred Crores Only).



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Accordingly, consent of the members is sought for increase in the limit of overall borrowing u/s 180 (1)(a) as set out at Item No. 8 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board recommends, the Special Resolution set out at Item No. 8 of the Notice for approval by the Members of the Company.

ITEM NO. 9 :

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by (i) giving any loan to any person or other body corporate; (ii) giving any guarantee or provide any security in connection with a loan to any other body corporate or person and; (iii) making investment/acquisition by way of subscription, purchase or otherwise in the equity shares, preference shares, units of mutual funds, debentures, bonds, treasury bills, fixed deposits, Fixed Income Plans, Government Securities, Commercial Papers (CP) etc. (referred to as "the Securities") issued by banks, body corporate(s), entity(ies), trust(s), Central or State Government, from time to time, in one or more tranches, as and when required.

Pursuant to the provisions of section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors of a Company can give any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time, which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of the paid-up share capital of the Company and its free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs. 100 crores (Rupees One Hundred Crores only) outstanding at any time over and above the limits prescribed under Section 186 of the Companies Act, 2013.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board recommends, the Ordinary Resolution set out at Item No. 9 of the Notice for ratification by the Members of the Company.

By Order of the Board of Directors
For **Rajputana Industries Limited**

Preeti Khatore
sd/-

Company Secretary & Compliance Officer

Place: Jaipur
Date: 23.08.2025

Registered Office:

F-269-B, Road No. 13 VKI,
Jaipur, Rajasthan - 302013
CIN: U31909RJ2011PLC035485
Website: www.rajputanaindustries.com
E-mail: cs@rajputanaindustries.com
Phone: +91-75685 22225



Notice

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment/reappointment at the 15th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Item No. 2

Name	Sheikh Naseem
DIN	02467366
Date of Birth	September 19, 1970
Date of First Appointment	Director since June 01, 2020
Qualifications	Bachelor of Engineering (Hons.), Electrical, from PT. Ravishankar Shukla University, Raipur (M.P.).
Terms and conditions of Appointment	Re-appointment as a Director, liable to retire by rotation
Details of remuneration sought to be paid	Remuneration of Rs. 4,50,000/- (Rupees Four Lakhs Fifty Thousand only) per month.
Details of Remuneration last drawn	Remuneration of Rs. 3,00,000/- (Rupees Two Lakhs only) per month.
Expertise in specific functional area	His exceptional expertise and special insights in troubleshooting technical issues have earned him accolades. Holding a merit-filled Bachelors of Engineering (Hons.) degree in Electrical from Pt. Ravi Shankar Shukla University, Raipur (M.P.), boasts over 23 years of diverse experience across various sectors, notably the metal industry.
Directorship in other Companies	Director in 3 Companies other than Rajputana Industries Limited.
No. of Board Meetings attended during the Year	14
Memberships/Chairmanship of Committees across all Public Companies	—
Relationship with other Directors / Key Managerial Personnel	Husband of Ms. Shivani Sheikh – Managing Director
No. of shares held in the Company either by self or on a beneficial basis for any other person	NIL
Name of listed Entities from which the Director has resigned in the last three (3) years	NA
Information as required under Circular No. LIST / COMP/14/2018-19 and NSE/CML /2018/02 dated June 20, 2018 issued by the BSE and NSE, respectively.	The appointing Director is not debarred from holding office of director by virtue of any SEBI order or any other such authority.