



RAVINDRA ENERGY LIMITED

Extraordinary General Meeting

Friday, June 20, 2025

CIN: L40104KA1980PLC075720

Registered Office

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

Contact details :

Tel: +91-831-2406600

Website: www.ravindraenergy.com

Email ID : contact@ravindraenergy.com



**NOTICE OF
EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF “RAVINDRA ENERGY LIMITED” WILL BE HELD ON FRIDAY, THE 20TH DAY OF JUNE 2025, AT 12:00 NOON, THROUGH VIDEO CONFERENCING (‘VC’)/OTHER AUDIO-VISUAL MEANS (‘OAVM’) FACILITY, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS :

1. APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH THE LOAN AVAILED BY ANY OF THE COMPANY'S SUBSIDIARY(IES) OR ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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 185 and other applicable provisions, if any of the Companies Act, 2013 (**“the Act”**) (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors (hereinafter referred to as **“the Board”** which term shall be deemed to include any duly constituted Committee thereof) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members of the Company, be and is hereby accorded to the Board of Directors, for advancing loan(s) in one or more tranches including loan represented by way of book debt, including by way of inter-company deposit or subscription to debentures, and/or giving guarantee(s), and/or providing security(ies) in connection with any financial assistance, loan taken/to be taken /availed/to be availed by any present/subsequent company(ies) which are group companies, associate company(ies), joint venture, or subsidiary company(ies), entity, body corporate, any other person in whom any of the director of the company is interested as specified in the explanation to section 185(2) of the Act, up to an aggregate amount not exceeding INR. 300 Crores (Indian Rupees Three Hundred Crores Only), this limit shall be excluding the present/subsequent exemptions available to company under Companies Act, 2013 or any subsequent exemption would be granted, including for business sector in which company is operating.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized for the purpose of giving effect to this resolution in its absolute discretion as it may deem beneficial and in the best interest of the Company, the aforementioned financial assistance, loan and/or guarantee and/or security which shall only be utilized by the borrower/s for the purpose of its principal business activities and this resolution shall remain in full force and effect until amended or rescinded by the Board and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution/s be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors of the Company and Key Managerial Personnels of the company be and are hereby severally authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid loans/guarantees/securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all such acts, deeds or things incidental or expedient thereto and to settle any question, difficulty or doubt that may arise for the purpose of giving effect to the above resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company and Key Managerial Personnels of the company be and are hereby severally authorized, to sign and certify the copy of this resolution as may be required and filing the same with the Registrar of Companies, Ministry of Corporate Affairs or any other regulatory authorities concerned through prescribed form or e-form to give effect to this resolution.”

2. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS:

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

“**RESOLVED THAT** the applicable provisions the Companies Act, 2013 read with the Rules framed thereunder, if any, and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations, 2015) and applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon the recommendation of the Audit Committee and approval of the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), approval of the members of the Company be and is hereby accorded to the Board, which term shall be deemed to include any duly constituted Committee thereof) to enter into contract(s)/ arrangement(s)/ transaction(s) with respect to giving loans (including by way of inter-company deposit or subscription to debentures)/ guarantees/ providing securities, to ‘Energy In Motion Private Limited’ (EIM), an Associate Entity and a related party, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall not exceed INR. 300 Crores (Indian Rupees Three Hundred Crores Only) and be carried out at an arm’s length basis and in the ordinary course of business of the Company

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized for the purpose of giving effect to this resolution in its absolute discretion as it may deem beneficial and in the best interest of the Company, the aforementioned financial assistance, loan and/or guarantee and/or security shall only be utilized by the borrower/s only for the purpose of its principal business activities, this resolution shall remain in full force and effect until amended or rescinded by the Board and a new resolution is passed by the members in this connection all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution/s be and are hereby approved, ratified and confirmed in all respects.



RESOLVED FURTHER THAT the Board of Directors of the Company and Key Managerial Personnels of the company be and are hereby severally authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid loans/guarantees/securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all such acts, deeds or things incidental or expedient thereto and to settle any question, difficulty or doubt that may arise for the purpose of giving effect to the above resolution.”

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

Sd/-

Madhukar Shipurkar
Company Secretary & Compliance Officer
ICSI Mem. No. A64947

Place: Mumbai
Date: May 27, 2025

NOTES:

1. In continuation to the General Circular No. 14/2020 dated 08.04.2020, General Circular No. 03/2022 dated 05.05.2022 and General Circular No. 11/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023, and after due examination the Ministry of Corporate Affairs vide General Circular No. 09/2024 dated 19.09.2024 has allowed Companies to conduct their Extraordinary General Meetings (EGM) through Video Conference (VC) or Other Audio Visual Means (OAVM) in accordance with the framework provided in the aforesaid Circulars, up to 30th September, 2025. All other requirements provided in the said Circulars remain unchanged.

The forthcoming Extraordinary General Meeting ("e-EGM") of the Company will thus be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM). Hence, Members can attend and participate in the ensuing e-EGM through VC/OAVM. The deemed venue of the Extraordinary General Meeting shall be the Registered office of the Company i.e. BC 105, Havelock Road, Camp, Belgaum - 590001, Karnataka, India.

2. The Company has enabled the Members to participate at the e-EGM through VC/OAVM. The Company has appointed KFin Technologies Limited (KFinTech), Registrars and Share Transfer Agent, to provide VC/OAVM facility for the e-EGM. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the e-EGM through VC/OAVM shall be allowed up to 1000 members on a first-come-first-served basis.
3. No restrictions on account of first-come-first-served entry into e-EGM in respect of 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.
4. As per the provisions under the MCA Circulars, Members attending the e-EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. For receiving all communications from the Company electronically, members are requested to follow the below instructions:
 - a) Shareholders holding shares in physical mode are hereby notified that based on SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address along with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register their email IDs. Shareholders can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. Form ISR-1 can be obtained by clicking on the link <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> Form ISR-1 and the supporting documents can be provided by any one of the following modes:
 - i) Through 'In Person Verification' (IPV), the authorised person of KFin shall verify the original documents furnished by the shareholder and retain copy(ies) with IPV stamping with date and initials;
 - or
 - ii) Through hard copies which are self-attested, which can be shared to "KFIN Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032;
 - or
 - iii) Through electronic mode with e-sign by following the link - <https://ris.kfintech.com/clientservices/isc/default.aspx>
 Detailed FAQs are available on KFin's weblink <https://ris.kfintech.com/faq.html>.
 - b) Shareholders holding shares in electronic mode may reach out to the respective Depository Participant(s), where the DEMAT account is being held for updating the email IDs and mobile number.
 - c) Shareholders are requested to support this Green Initiative effort of the Company and get their email ID registered to enable the Company to send documents such as notices, annual reports, and other documents in electronic form. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated



with their Depository Participants / KFin to enable servicing of notice, annual reports, other documents in electronic form.

- d) Please note that as a valued shareholder of the Company, you are always entitled to request and receive all such communication in physical form free of cost.

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

6. In accordance with the provisions of the MCA and SEBI Circulars, the EGM Notice is being sent through email only to the Members whose email IDs are registered with KFinTech; National Securities Depository Limited ("NSDL") and/or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL/CDSL).
7. The EGM Notice is available on the Company's website: www.ravindraenergy.com, the website of KFinTech <https://evoting.kfintech.com> and also on the website of BSE Limited at www.bseindia.com and on, the website of the National Stock Exchange of India Limited at www.nseindia.com
8. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the e-EGM.
9. The Company has provided the facility to the Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the e-EGM. The instructions for remote e-voting is given in the subsequent paragraphs. Such remote e-voting facility is in addition to the voting that will take place at the e-EGM being held through VC/OAVM. The instructions for e-voting at the e-EGM (Insta Poll) is given in the subsequent paragraphs.
10. Members joining the e-EGM through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the EGM. The Members who have cast their vote by remote e-voting prior to the e-EGM may also join the e-EGM through VC/OAVM but shall not be entitled to cast their vote again.
11. The Company has appointed Mr. Ramnath Sadekar - Advocate, as the Scrutinizer to scrutinize the remote e-voting and the Insta Poll process in a fair and transparent manner.
12. Since the EGM 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 e-EGM and hence the Proxy Form, Attendance Slip and the Route Map are not annexed to this Notice.
13. Corporate Members intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email certified copy of the board/governing body resolution/authorisation etc., authorising their representatives to attend and vote on their behalf. The documents shall be emailed to - Madhukar.shipurkar@ravindraenergy.com with copy marked to secretarial@ravindraenergy.com and a copy marked to evoting@kfintech.com with the subject line Ravindra Energy Limited.
14. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special businesses to be transacted at the e-EGM is annexed hereto. Special businesses which are considered to be unavoidable by the Board, are being transacted at the e-EGM. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to - Madhukar.shipurkar@ravindraenergy.com with copy marked to secretarial@ravindraenergy.com

16. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.
17. Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, KFin Technologies Limited (Unit: Ravindra Energy Limited), Selenium Tower B, 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.
18. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.
19. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfer of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository, except in case of request received for transmission or transposition of securities. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
20. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore requested to submit the PAN to their Depository Participants (DPs) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent of the Company KFinTech.

Further, SEBI has mandated to update PAN and Bank particulars with the RTAs, to exercise enhanced due diligence to streamline and strengthen the procedures and processes with regard to handling and maintenance of records, transfer of securities and payment of dividend / interest / redemption by the RTAs, Issuer Companies and Bankers to Issue.

Accordingly, the shareholders whose ledger folios do not have or having incomplete details with regard to PAN and Bank particulars are requested to compulsorily furnish the details to the RTA for registration in the folio. As per the records with RTA, your folio needs to be updated with the PAN / complete Bank details so that the investments held by you will be fully protected with proper KYC compliance.

21. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be : -
 - a) the change in the residential status on return to India for permanent settlement, and
 - b) the particulars of the NRE account with a Bank in India, if not furnished earlier.
22. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar & Share Transfer Agent KFinTech or the Secretarial Department of the Company at its registered office or the same can be downloaded from the website of the Company at www.ravindraenergy.com.
23. The following documents will be available for inspection by the Members electronically. Members seeking to inspect such documents can send an email to Madhukar.shipurkar@ravindraenergy.com with copy marked to - secretarial@ravindraenergy.com
 - a) Register of Directors and Key Managerial Personnel and their shareholding;
 - b) Register of Contracts or Arrangements in which the Directors are interested, maintained under Companies Act, 2013;
 - c) All other documents referred to in the accompanying notice.

24. In case of any queries, the Members may write to Madhukar.shipurkar@ravindraenergy.com with copy marked to secretarial@ravindraenergy.com to receive an email response.
25. In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and SEBI circular issued in this regard, the Company is pleased to provide the facility of voting through electronic means (remote e-voting) to its members provided by KFinTech. Members of the Company can transact all the items of business with the facility of voting through electronic means.
- Further, the facility of electronic voting system will also be made available during the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.
26. The remote e-voting shall commence at 9:00 AM on Tuesday, June 17, 2025 and will end at 5:00 PM on Thursday, June 19, 2025. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
27. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cutoff date i.e. Friday, June 13, 2025.
28. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.
29. Any person who becomes a member of the Company after dispatch of the notice of the meeting and holding shares as on the cut-off date may obtain the user ID and password by sending request at evoting@kfintech.com.
- 30. Members are requested to take note that, in compliance with the MCA Circulars, the Notice of the e-EGM is being sent to all the Members of the Company only in electronic mode to those members whose email address is registered with the Company/Depository Participant(s)/Registrar and Transfer agents. The requirements of sending physical copy of aforesaid documents has been dispensed with vide MCA Circulars. The aforesaid documents will also be available on the Company's website at www.ravindraenergy.com under the section "INVESTORS", on the website of BSE Limited at www.bseindia.com, on the website of the National Stock Exchange of India Limited at www.nseindia.com and on the website of Company's Registrar and Share Transfer Agent, KFin Technologies Limited (KFinTech) at <https://evoting.kfintech.com>**

INSTRUCTIONS TO THE MEMBERS FOR ATTENDING THE E-EGM THROUGH VIDEO CONFERENCE :

1. **Attending e-EGM through Video Conference:** Member will be provided with a facility to attend the e-EGM through video conferencing platform provided by KFin Technologies Limited or view the live webcast of the e-EGM at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the EVENT for Company's e-EGM. Members may access the same at https://emeetings.kfintech.com and click on the "video conference" tab and access the shareholders/members login by using the remote e-voting credentials. The link for EGM will be available in shareholders/members login where the EVENT and the name of the Company can be selected.
2. 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.
3. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
4. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. **EGM Questions prior to Meeting:** Shareholders who would like to express their views/ask questions may log into <https://emeetings.kfintech.com/> and click on "Post Your Questions" and post their queries/views/questions in the window provided by mentioning the name, DEMAT account number/folio number, email id, mobile number.

Please note that, members' questions will be answered only, the shareholders who continue to hold the shares as of the cut-off date BENPOS. The window shall remain active during the remote e-voting period.

7. **Speaker Registration:** Log into <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the DEMAT account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence from '9:00 AM on Tuesday, June 17, 2025 and will end at 5:00 PM on Thursday, June 19, 2025'.

Alternatively, Members holding shares as on the cut-off date may also visit https://emeetings.kfintech.com and click on the tab 'Post Your Queries' and post their queries / views / questions in the window provided, by mentioning their name, DEMAT account number, folio number, email ID and mobile number. The window shall remain active during the remote e-voting period.

8. Members who need assistance before or during the e-EGM, relating to use of technology, can contact KFinTech at 1800 309 4001 or write to them at evoting@kfintech.com
9. Facility of joining the e-EGM through VC / OAVM shall open 30 minutes before the time scheduled for the e-EGM and shall be kept open throughout the e-EGM.
10. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual DEMAT account holders', by way of a single login credential, through their DEMAT accounts / websites of Depositories / Depository Participant(s) ("DP").
11. Individual Members having DEMAT account(s) would be able to cast their vote without having to register again with the e-voting service provider ("ESP") i.e. KFinTech, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access the e-voting facility.

INSTRUCTIONS FOR E-VOTING DURING THE E-EGM SESSION:

1. The e-Voting "Thumb Sign" on the left hand corner of the video screen shall be activated upon instructions of the Chairperson during the e-EGM proceedings. Shareholders shall click on the same to take them to the "Insta Poll" page.

2. Members may click on the “Insta poll” icon to reach the resolution page and follow the instructions to vote on the resolution.
3. Only those shareholders, who are present in the e-EGM 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 system available during the e-EGM.

REMOTE E-VOTING:

1. The process and manner for remote e-voting and joining and voting at the e-EGM are explained below:

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

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

Step 3: Access to join the e-EGM on KFinTech system and to participate and vote thereat.

Details on Step 1 are mentioned below:

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

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<p>For OTP based login you can click - https://eservices.nsdl.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 the company name or e-Voting service provider name and you will be re-directed 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> <p>Existing Internet-based DEMAT Account Statement (“IDeAS”) facility Users:</p> <ol style="list-style-type: none"> 1. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. 2. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. 3. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. 4. Click on company name i.e. ‘Ravindra Energy Limited’ or e-voting service provider i.e. KFin. 5. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period and voting during the e-EGM.

Those not registered under IDeAS:

1. Visit <https://eservices.nsdl.com> for registering.
2. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-voting website of NSDL <https://www.evoting.nsdl.com/>
4. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open.
5. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.
6. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.
7. Click on company name i.e. Ravindra Energy Limited or e-voting service provider name i.e. KFin after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period and voting during the EGM.
8. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



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

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

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259

Details on Step 2 are mentioned below:

II) Login method for e-voting for Members other than Individual's Members holding shares in demat mode and Members holding securities in physical mode.

A. Members whose email IDs are registered with the Company / Depository Participants(s), will receive an email from KFinTech which will include details of e-voting Event Number (EVEN), USER ID and password.

They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFinTech for e-voting, they can use their existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on **"LOGIN"**.
- iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.
- v. Members would need to login again with the new credentials.
- vi. On successful login, the system will prompt the Member to select the "EVENT" i.e., 'Ravindra Energy Limited - EGM' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A Member may also choose the option ABSTAIN. If a Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- ix. Voting has to be done for each item of the notice separately.
- x. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.
- xi. A Member may then cast their vote by selecting an appropriate option and click on "Submit".
- xii. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a Member has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution/s.

B. Members whose email IDs are not registered with the Company/Depository Participants(s), and

consequently the notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address, thereby not being in receipt of the Notice of EGM and e-voting instructions, may temporarily get their email address and mobile number submitted with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
- ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the e-EGM Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to einward.ris@kfintech.com.
- iii. Alternatively, Members may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self- attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of e - EGM and the e-voting instructions or at at <https://kprism.kfintech.com/signup>.
- iv. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the e-EGM of the Company through VC/OAVM and e-voting during the meeting.

- i. Members will be able to attend the e-EGM through VC/OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFinTech.
- ii. After logging in, click on the Video Conference tab and select the EVENT of the Company.
- iii. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that Members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned above.

Other Instructions:

- I. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the e-EGM.
- II. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, June 13, 2025.
- III. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of e-EGM and holding shares as of the cut-off date may obtain the User ID and Password in the manner as mentioned below:
 - a) If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS:

MYEPWD<space>E-voting Event Number + Folio No. or DP ID Client ID to +91 92129 93399

Example for NSDL: MYEPWD<SPACE> IN12345612345678

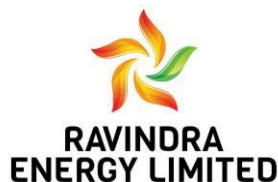
Example for CDSL: MYEPWD<SPACE> 1402345612345678

Example for Physical: MYEPWD<SPACE> XXX1234567890

- b) If email ID of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c) Members may call on the toll free number 1800 309 4001.
 - d) Members may send an email request to: evoting@kfintech.com. If the Member is already registered with the KFinTech e-voting platform then such Member can use his / her existing User ID and password for casting the vote through remote e-voting.
- IV. The Board of Directors have appointed Mr. Ramnath Sadekar - Advocate, as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the e-EGM, in a fair and transparent manner.
- V. The procedure for e-voting during the e-EGM is same as the instructions mentioned above for remote e-voting since the e-EGM is being held through VC/OAVM. The e-voting window shall be activated upon instructions of the Chairman of the e-EGM. E-voting during the e-EGM is integrated with the VC/OAVM platform and no separate login is required for the same.
- VI. The results declared along with the Scrutinizer's report will be filed to display on the website of BSE Limited at www.bseindia.com, on the website of the National Stock Exchange of India Limited at www.nseindia.com; be displayed at the Registered Office of the Company and simultaneously uploaded on the Company's website viz. www.ravindraenergy.com and that of KFinTech at <https://evoting.kfintech.com>.

• **GENERAL GUIDELINES FOR MEMBERS:**

1. Institutional members (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 signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to inward.ris@kfintech.com with the subject line "XXX Company Name XXX Postal Balot YEAR".
2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions ("FAQs") available at the download section of <https://evoting.kfintech.com> or contact KFin at the email ID evoting@kfintech.com or call KFin's toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.



Explanatory Statement

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

THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS UNDER ITEM NO. 1 AND 2 MENTIONED IN THE ACCOMPANYING NOTICE OF THE EXTRAORDINARY GENERAL MEETING.

ITEM NO. 1: APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH THE LOAN OBTAINED BY ANY OF THE COMPANY'S SUBSIDIARY(IES) OR ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

Pursuant to the provisions of section 185 of the Companies Act, 2013 (the Act) and rules framed thereunder, no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by — (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

Provided that, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested (as specified under section 185(2) of the Act), subject to the condition that (a) a special resolution is passed by the company in general meeting, (b) the loans are utilized by the borrowing company for its principal business activities.

For the purpose of growth and expansion of the company's business activities including but not limited to investment in renewable energy business, investment in electric vehicle business etc. and to render support for the business requirements of its Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested, it is proposed to give loan(s) including loan represented by way of book debt including by way of inter-company deposit or subscription to debentures, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by any present/subsequent company(ies) which are group companies, associate company(ies), joint venture, or subsidiary company(ies), entity, body corporate, any other person in whom any of the director/s of the company is/are interested as specified in section 185(2) of the Act, of an aggregate amount not exceeding INR. 300 Crores (Indian Rupees Three Hundred Crores Only) excluding the present/subsequent exemptions available to company under Companies Act, 2013 or any subsequent exemption would be granted for the sector in which company is operating.

The members may note that the Board of Directors of the Company would carefully evaluate the proposals and provide such loan including by way of inter-company deposit or subscription to debentures, / guarantee or security through deployment of funds out of surplus funds/internal resources/accruals/financial assistance from any banks/financial institutions/body corporates and/or any other appropriate sources, from time to time, at such rate of interest allowed under the Companies Act 2013, Income Tax Act, and such other applicable law, rules, regulation, Act which company govern to comply, and as agreed by the parties in the best interest of the Company, and shall be used by the borrowing company/entity/ any other person in whom any of the director/s of the company is/are interested for its principal business activities only.

The resolution as set forth in Item No. 1 of this Notice has been recommended by the Audit Committee at their meeting held on Tuesday, May 27, 2025 to the Board, and the Board has approved the same at their meetings held on Tuesday, May 27, 2025.

Therefore, it is placed before the members for their approval by way of **special resolution**.

Except Mr. Narendra Murkumbi, Mr. Shantanu Lath, Dr. Vidya Murkumbi, Directors and their relatives, none of the other directors, Key Managerial Personnel of the Company or any of their relatives, are in any way concerned or interested, financially or otherwise, in the aforesaid special resolution, except to their equity holdings and Directorships in the Company.

ITEM NO. 2: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS:

Section 188 of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2015 ("the Rules") states that no Company shall enter in to material related party transactions except with the consent of the members of the Company, where such transactions are either not (a) in the ordinary course of business or (b) on an arm's length basis. Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") states that all material related party transactions shall require approval of the shareholders through resolution.

Further, Regulation 23 of the Listing Regulations, 2015 also 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 a financial year, exceeds Rs. 1000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned, on mutually agreed terms and conditions, and the aggregate of such transaction(s), may be expected to cross the applicable materiality thresholds as mentioned above.

Thus, Item no. 2 of this notice seeks approval of the members for entering in to related party transaction of giving loan or guarantee or providing security to 'Energy In Motion Private Limited' (EIM), an Associate Entity and related party of the company. The aforesaid transaction is not covered under section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014. However, as the value of such transaction exceeds 10% of the consolidated turnover of the Company, being the threshold limit for material related party transactions provided under regulation 23 of SEBI LODR, approval of the members is being sought for the proposed transaction.

The Board is of the view that, Company is financially sound enough, even if it gives loan/guarantee(s)/providing security(ies) for an amount not exceeding INR. 300 Crores (Indian Rupees Three Hundred Crores Only) to EIM an Associate Entity and related party of the company, EIM shall be using the proposed loan/guarantee/security provided for its principal business activities only.

RAVINDRA ENERGY LIMITED (REL) COMPANY HAS PROVIDED REQUISITE INFORMATION FOR THE REVIEW OF THE AUDIT COMMITTEE FOR APPROVAL OF PROPOSED MATERIAL RPT. MEMBERS ARE BEING PROVIDED WITH THE FOLLOWING INFORMATION AS A PART OF THE EXPLANATORY STATEMENT:

Name of the related party and other details including corporate details	Energy In Motion Private Limited (EIM) CIN : U29304KA2024PTC186460 Registration No. 186460 Incorporated on March 19, 2024 Registered office : BC 105 Havelock Road, Camp, Belgaum Camp, Belgaum, Karnataka, India 590001.
Country of incorporation of the related party	Indian entity
Nature of business of the related party	To carry on in India or abroad the business of providing energy services and energy storage services to electrical vehicles, manufacture of motor vehicle electrical equipment, such as generators, alternators, spark plugs, ignition wiring harnesses, power window and door systems, assembly of purchased gauges into instrument panels, voltage regulators, etc.
Relationship between the listed entity and the related party	EIM is an Associate Entity of the company
Shareholding or contribution % or profit & loss sharing % of the listed entity/in the related party	49.50% Shareholding, Contribution, P&L Sharing
Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	No shareholding of related party EIM in Ravindra Energy Limited
Standalone turnover, net worth, net profits of the related party for each of the last three financial years	# Turnover Rs. 52,19,241/-; Net worth Rs.97,41,59,355; Net profits/(loss) Rs. (2,99,43,979)
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years and nature of it.	# Total amount of all the transactions Rs. Rs.63,13,53,703/- Nature of Transactions - Equity investment/ Expenses Reimbursements/ Inter corporate deposit/ Others (Interest on ICD)
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	# No transaction in current year till May 27, 2025
Whether prior approval of Audit Committee has been taken for the above mentioned transactions ?	The requisite necessary approval is obtained.
Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No such default

Total amount of all the proposed transactions being placed for approval in the current meeting.	As mentioned in item no. 2 resolution of this notice
Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards ?	By considering proposed transaction it would be material RPT and hence prior approval is sought
Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	119.80%
Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	N.A.
Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	576.92% (Note: EIM has just started operations)
Details for specific transactions	
Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	It is proposed to provide loan/guarantee/providing security to EIM an Associate Entity a related party
Details of the proposed transaction	The company has proposed to provide loan/guarantee/providing security to the extent of amount as mentioned in item no. 2 of the resolution. This transaction is proposed for expansion the business of Associate Entity EIM and for its business project.
Tenure of the proposed transaction (tenure in number of years or months to be specified)	As still financial facility proposal is under finalization period is yet to be confirmed, proposed period is 7-8 years.
Whether omnibus approval is being sought? Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	The approval of the audit committee in it's meeting held on May 27, 2025 has been obtained for providing loan/guarantee/providing security to the extent of amount as mentioned in item no. 2 of the resolution
Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	The proposed transaction is not prejudicial to the interest of public shareholders/stakeholders and going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party for business operation and expansion purpose.
Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	As the related party EIM is an Associate Entity, and company has stake of 49.50% in EIM, for business activities purpose EIM has proposed to obtain loan from financial institution/Bank/etc. and would require corporate guarantee for this proposal, since this transaction would be non-fund and it would be contingent liability, it has no direct impact on the

	<p>company as EIM is a separate entity and has its own assets, project and funds.</p> <p>It may also require to provide an intercorporate loan to EIM for business purpose with terms and conditions as permitted under the Companies Act, 2013 and all other applicable laws.</p>
<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives. Name of the director / KMP Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>None of the Directors of the company have stake more than 2% in EIM.</p> <p>Mr. Narendra Murkumbi, Non-Executive Director and promoter of REL is appointed as the Managing Director in EIM an Associate Entity for controlling and operation purpose and he does not hold any individual shareholding in EIM.</p>
<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p><i>Explanation:</i> Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.</p> <p>Name of the director / KMP/ partner</p> <p>Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity</p>	<p>Mr. Narendra Murkumbi, Managing Director in EIM, is a non-executive director and one of the Promoter of Ravindra Energy Limited, with 23.26% stakes of the Company,;</p> <p>Mrs. Vidya Murkumbi, an Executive Chairperson and a Whole-Time Director of REL, is the mother of Mr. Narendra Murkumbi.</p> <p>Khandepar Investments Private Limited (KIPL) is one of the Promoter Company with 34.65% stakes in in REL.</p> <p>In KIPL Mr. Narendra Murkumbi is the Managing Director and also a shareholder.</p> <p>Mrs. Apoorva Narendra Murkumbi, wife of Mr. Narendra Murkumbi, has 5.88% stakes in REL.</p> <p>None of the other directors/shareholders/ relatives of directors of the related party EIM, have more than 2% stakes in REL.</p> <p>Directors of EIM –</p> <p>Mr. Narendra Murkumbi, DIN: 00009164, Managing Director, Since incorporation March 19, 2024.</p> <p>Mr. Dhruv Kotak, DIN: 00013988, Director, Since incorporation March 19, 2024.</p> <p>Shareholding in EIM more than 2%:</p> <p>1)Ravindra Energy Limited - 49.50%</p> <p>Golden Green Innovations Private Limited - 49.254%</p>

A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee/shareholders.	Not Applicable for proposed transaction.
Other information relevant for decision making.	Requisite information is provided in this notice and explanatory statement of item no. 2.
Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary	
Source of funds in connection with the proposed transaction.	The company has sufficient existing funds for proposed transaction.
Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: Nature of indebtedness Total cost of borrowing Tenure ; Other details	As REL will not have any cost of borrowing for this proposed transaction.
Material covenants of the proposed transaction	<p>The proposal is to provide loan/ guarantee/ providing security, the proposed loan is to be given on terms and conditions as permitted under Companies Act 2013, and applicable other laws.</p> <p>The corporate guarantee is non fund based and contingent liability it has no direct impact on the company, as EIM is a separate entity and has its own assets, project and funds, this transaction is proposed for supporting the Associate Entity in its business.</p>
Interest rate charged on loans / inter-corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: To any party (other than related party): To related party.	9% per annum
Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position	<p>As the transaction is under finalization with financial institution/Bank/ etc.</p> <p>However, the interest rate for EIM approximately be 10%-11%,</p>
Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or The rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	<p>As REL is not borrowing party in this transaction it is not applicable for REL.</p> <p>Rate of interest of EIM already provided.</p>
Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	9% per annum
Maturity / due date	As on date no such loan is outstanding with EIM
Repayment schedule & terms	Not applicable - As on date no such loan is outstanding with EIM

Whether secured or unsecured?	Proposed loan from of EIM from the Financial institution/Bank/Financial Corporation etc. will be a secured loan Loan to be given by REL to EIM will an unsecured considered as good as inter corporate deposit.
If secured, the nature of security & security coverage ratio	First Pari Passu charge over the movable fixed assets secured for the Facility, First Pari Passu charge over the current assets, revenue, cash flows secured for the facility.
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For business activities, operation and project purpose.
Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)) If credit rating of the related party is not available, Audit Committee to comment on credit worthiness of the related party	The related party EIM is sound enough having paid up capital of Rs. 100 Crores and has prospective business projects for expansion of the activities.
Amount of total borrowings (long-term and short-term) of the related party over the last three financial years	# Nil
Interest rate paid on the borrowings by the related party from any party in the last three financial years.	9% per annum
Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.	No default
Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary	
Rationale for giving guarantee, surety, indemnity or comfort letter	For expansion of business activities and project purpose EIM has proposed to obtain loan from financial institution/Bank/etc. and would require corporate guarantee for this proposal, since this transaction would be non-fund and it would be contingent liability, it has no direct impact on the company as EIM is a separate entity and has its own assets, project and funds.
Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The corporate guarantee is non fund based and contingent liability it has no direct impact on the company as EIM is a separate entity and has its own assets, project and funds.
The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	For proposed transaction it is required to the extent of EIM will borrow, with limit as mentioned in item no. 2 of this resolution.

Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Not available.
Details of solvency status and going concern status of the related party during the last three financial years:	#The related party EIM is sound enough having paid up capital of Rs. 100 Crores and has prospective business projects for expansion of the activities.
Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	No such default.
Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary or related party	
Material covenants of the proposed transaction	Refer item no. 2 of explanatory statement and this table.
Interest rate (in terms of numerical value or base rate and applicable spread)	As the transaction is under finalization with financial institution/Bank/ etc. the interest rate may vary subject to finalization proposed rate is MCLR-1Y is 8.85% and Spread in range of 1% to 2%.
Cost of borrowing (This shall include all costs associated with the borrowing)	The proposal is under discussion. However, this expected to be approximately 1%.
Maturity / due date	As still financial facility proposal is under finalization period is yet to be confirmed, proposed period is 7-8 years
Repayment schedule & terms	
Whether secured or unsecured?	Refer item no. 2 of explanatory statement and this table.
If secured, the nature of security & security coverage ratio	
The purpose for which the funds will be utilized by the listed entity / subsidiary	
Debt to Equity Ratio of the listed entity or its subsidiary or related party based on last audited financial statements	REL : Before transaction ; 0.01: 1 & After transaction : 0.01: 1 EIM : Before transaction ; 0 & After transaction : 1.68: 1
Debt Service Coverage Ratio of the listed entity or its subsidiary or related party based on last audited financial statements	REL : Before transaction 36.68: 1 After transaction 36.68: 1 EIM : Before transaction ; 0 & After transaction : 0 (EIM has just started operations and hence the ratio is not relevant)

Since EIM is incorporated in previous year and audit is yet to be completed unaudited data of 1 year is provided.

Justification of transaction - Energy In Motion Private Limited (EIM) is in business process operation project of launch of Electric Heavy Commercial Vehicles in India and in addition to manufacturing of Electric Trucks, EIM will build a battery swapping and charging network across India and supply renewable energy through its parent, Ravindra Energy Limited, for charging of the batteries and for this operation of activities financial arrangement is required which will help both entities.



The company had placed relevant disclosure as required as per the provisions, regulations, guidelines, etc. before audit committee, and it has determined that, the promoter/s will not be benefit from this transaction at the expense of public shareholders. The Audit committee has reviewed certificate provided by CEO, CFO, promoter directors that, this transaction not prejudicial to the interest of public shareholders, and terms and conditions of the transaction are not unfavorable to company, compared to the terms and conditions, had similar transaction been entered into with unrelated party. As this transaction does not required valuation report it is not provided. The Board and Audit committee has no other comments for the said transaction.

The resolution as set forth in Item No. 2 of this Notice has been recommended by the Audit Committee and upon such recommendation, the Board has approved the same at their meetings held on Tuesday, May 27, 2025.

Therefore, it is placed before the members for their approval by way of **ordinary resolution**.

Except Mr. Narendra Murkumbi, Mr. Shantanu Lath, Dr. Vidya Murkumbi, Directors and their relatives, none of the other directors, Key Managerial Personnel of the Company or any of their relatives, are in any way concerned or interested, financially or otherwise, in the aforesaid ordinary resolution, except to their equity holdings and Directorships in the Company.

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

Sd/-

Madhukar Shipurkar

Company Secretary & Compliance Officer
ICSI Mem. No. A64947

Place: Mumbai

Date: May 27, 2025