



Notice of the 45th Annual General Meeting

(Pursuant to Section 101 of The Companies Act, 2013)

NOTICE is hereby given that the 45th (Forty-Fifth) Annual General Meeting of the members of '**Ravindra Energy Limited**' will be held on Saturday, the 27th day of September, 2025, at 12:00 Noon (IST), through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') facility, to transact the following business:

ORDINARY BUSINESS

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025:

To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors' and Auditors' thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the report of the Auditors' thereon; and in this regard, pass the following resolutions as **Ordinary Resolutions**:

- (a) **"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 laid before this meeting, be and are hereby considered and adopted.
- (b) **RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. APPOINTMENT OF DIRECTOR IN PLACE OF RETIRING DIRECTOR MR. NARENDRA MURKUMBI (DIN: 00009164):

To appoint a director in place of Mr. Narendra Murkumbi (DIN: 00009164) who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Narendra Murkumbi (DIN: 00009164), who is liable to retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment as a Director, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation."

3. APPOINTMENT OF DIRECTOR IN PLACE OF RETIRING DIRECTOR MR. SIDRAM MELEPPA KALUTI (DIN: 00017933)

To appoint a director in place of Mr. Sidram Meleppa Kaluti (DIN: 00017933) who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sidram Meleppa Kaluti (DIN: 00017933), who is liable to retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment as a Director, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

4. RATIFICATION OF REMUNERATION OF COST AUDITOR'S FOR THE FINANCIAL YEAR COMMENCING ON APRIL 1, 2025 AND ENDING ON MARCH 31, 2026:

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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration as approved by the Board of Directors of the Company and set out in the explanatory statement annexed to the notice convening this meeting to be paid to M/s. A. G. Anikhindi & Co., Cost Accountants, (Firm Registration No. 100049) (the Cost Auditors), who are appointed as Cost Auditors to conduct the audit of the cost records prepared, made and maintained by the Company for the financial year commencing on April 1, 2025 and ending on March 31, 2026, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this resolution including providing certified true copy, filing of necessary forms, returns, documents with regulatory authorities."



5. TO APPOINT SECRETARIAL AUDITOR FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS:

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 204 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for appointment of M/s. SANJAY DHOLAKIA & ASSOCIATES, Practicing Company Secretary (Peer Reviewed Firm No. 2036/2022 and FCS 2655) as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing on April 1, 2025, until March 31, 2030, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors and the Key Managerial Personnel of the company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this resolution including providing certified true copy, filing of necessary forms, returns, documents with regulatory authorities.”

6. TO APPROVE REVISION IN LIMITS OF THE REMUNERATION PAYABLE TO DR. VIDYA MURKUMBI AS A WHOLE-TIME DIRECTOR (DIN: 00007588) DESIGNATED AS THE EXECUTIVE CHAIRPERSON OF THE COMPANY:

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

“RESOLVED THAT in accordance with the provisions of Sections 197, 198, read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-

enactment(s) thereof for the time being in force), approval of the members, be and is hereby accorded to the upward revision in the limit of remuneration pursuant to the recommendation of the Nomination and Remuneration Committee payable to Dr. Vidya Murkumbi (DIN: 00007588), Whole-Time Director designated as the Executive Chairperson of the company with effect from October 1, 2025 for her remaining tenure as a Whole-Time Director, as set out in the explanatory statement as annexed to the notice convening this meeting with liberty to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any committee of the Board constituted to exercise its powers including the powers conferred by this resolution) to alter and vary the terms and conditions of remuneration within the said limit as provided in the explanatory statement to this notice.

RESOLVED FURTHER THAT the Board of Directors and the Key Managerial Personnel of the company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this resolution including providing certified true copy, filing of necessary forms, returns, documents with regulatory authorities.”

7. TO APPROVE REVISION IN LIMITS OF REMUNERATION PAYABLE TO MR. SHANTANU LATH AS A WHOLE-TIME DIRECTOR (DIN: 07876175) DESIGNATED AS THE CHIEF EXECUTIVE OFFICER OF THE COMPANY:

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

“RESOLVED THAT in accordance with the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members, be and is hereby accorded to the upward revision in the limit of remuneration pursuant to the recommendation of the Nomination and Remuneration Committee payable to Mr. Shantanu Lath (DIN: 07876175), Whole-time Director designated as Chief Executive Officer of the company for his remaining tenure as a Whole-Time Director on the terms and conditions of remuneration decided by the Nomination and Remuneration Committee and as set out in the explanatory statement as annexed to the notice convening this meeting with liberty to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any committee of the Board constituted to exercise its powers including the powers conferred by this resolution) to alter and vary



the terms and conditions of remuneration within the said limit as provided in the explanatory statement to this notice.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this resolution including providing certified true copy, filing of necessary forms, returns, documents with regulatory authorities."

8. APPROVAL OF RELATED PARTY TRANSACTIONS:

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

"RESOLVED THAT pursuant to the provisions of Section 2(76), 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies

(Meetings of Board and its Powers) Rules, 2014, and pursuant to Regulations 2(1)(zc), Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Related Party Transaction(s) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, 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 include any Committee constituted by the Board or any other person(s) authorized by the Board to exercise its powers, including the powers conferred by this resolution) for the related party/material related party transactions(s), entered into or to be entered into the, below mentioned transactions by the Company and to renew these transactions from time to time at any time in future as per the details given below:

Name of the Related Party	Nature of Relationship	Nature, Duration of the Contract and Particulars of the Contract or Arrangement	Proposed amount of transaction for the financial year 2025-26
Khandepar Investments Private Limited	Promoter of the Company and having Common Directors	Borrowing / Re-payment of money in the form of loan / perpetual debt.	Rs. 100 Crores
Mr. Narendra Murkumbi	Director of the Company and Relative of Dr. Vidya Murkumbi (Executive Chairperson)	Borrowing / Re-payment of money in the form of loan, lease/rent, perpetual debt.	Rs. 20 Crores
Dr. Vidya Murkumbi	Executive Chairperson of the Company and Relative of Mr. Narendra Murkumbi (Non-Executive Director)	Borrowing / Re-payment of money in the form of loan, lease, rent, remuneration including perquisites.	Rs. 10 Crores

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this resolution including providing certified true copy, filing of necessary forms, returns, documents with regulatory authorities."

9. APPROVAL FOR ISSUE AND ALLOTMENT OF SECURITIES THROUGH QUALIFIED INSTITUTIONAL PLACEMENT ('QIP'):

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

"RESOLVED THAT pursuant to the provisions of Section 23, 41, 42, 62, 71 and other applicable provisions of the Companies Act, 2013, read with the applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) ("Act"), the provisions of the Memorandum of Association and the Articles of Association of the Company, all other applicable laws, rules and regulations, including the provisions of the Foreign Exchange Management Act, 1999 as amended and rules and regulations framed thereunder including Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended, the current Consolidated FDI Policy issued by the



Department for Promotion of Industry and Internal Trade, Ministry of Commerce, Government of India, as amended and the applicable rules and regulations made thereunder including applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended ("SEBI IL-NCS Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"), the Companies (Issue of Global Depository Receipts) Rules, 2014, the Depository Receipts Scheme, 2014, as amended, the Framework for issue of Depository Receipts notified by SEBI vide circular dated October 10, 2019, as amended, Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 as amended and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India, the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") ("Stock Exchanges") where the equity shares of the Company of face value of Rs. 10/- (Rupee Ten Only) each ("Equity Shares") are listed, and any other appropriate authority under any other applicable laws and subject to all other approval(s), consent(s), permission(s) and/or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA and the Stock Exchanges (hereinafter singly or collectively referred to as "Appropriate Authorities") and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval(s), permission(s) and sanction(s), consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board), to create, issue, offer and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Securities (as defined hereinafter), for cash, in one or more tranches, with or without green shoe option, whether Rupee denominated or denominated in foreign currency, for an aggregate amount up to Rs. 500 Crores (Rupees Five Hundred Crores Only), by way of one or more public and/or private offerings and/or on a QIP to "Qualified Institutional Buyers" as defined in the SEBI ICDR Regulations and/or any combination thereof and/or any other permitted modes through issue of prospectus and/

or an offer document and/or a private placement offer letter and/or placement document and/or such other documents/writings/circulars/memoranda in such a manner, in such tranche or tranches, by way of an issue of Equity Shares or by way of an issue of any instrument or security including convertible/redeemable preference shares, fully/partially convertible debentures or by way of a composite issue of non-convertible debentures, issue of Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs") or any other eligible securities (instruments listed above collectively with the Equity Shares to be hereinafter referred to as the "Securities") or any combination of Securities, with or without premium, to be subscribed to in Indian and/or any foreign currencies by all eligible investors, including, residents or non-resident investors/ whether institutions, foreign portfolio investors and/or incorporated bodies and/or trusts or otherwise)/ Qualified Institutional Buyers/ mutual funds/ pension funds/ venture capital funds/ banks/ alternate investment funds/ Indian and/or multilateral financial institutions, insurance companies/ trusts/ stabilising agents and any other category of persons or entities who are authorised to invest in the Securities of the Company as per extant regulations/ guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors or members of the Company (collectively called "Investors"), to all or any of them, jointly or severally through a prospectus and/or an offer document and/or a private placement offer letter and/or placement document and/or such other documents/writings/circulars/memoranda in such a manner on such terms and conditions, considering the prevailing market conditions and other relevant factors wherever necessary, at such price or prices (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable laws and regulations), with authority to retain over subscription up to such percentage as may be permitted under applicable regulations, including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilising agent in terms of green shoe option, if any, exercised by the Company and where necessary in consultation with the book running lead manager(s), global coordinator(s) and/or underwriters and/or stabilising agent and/or other advisors or otherwise on such terms and conditions, including the security, rate of interest etc., issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, deciding of other terms and conditions like number of securities to be issued, face value, number of Equity Shares to be allotted on conversion/ redemption/ extinguishment of debt(s), terms of issue, period of conversion, fixing of record date or book closure terms, if any, as the Board may in its



absolute discretion decide, in each case subject to applicable laws and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion and without requiring any further approval or consent from the members at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company so as to enable the Company to list on any stock exchange in India or overseas jurisdictions.

RESOLVED FURTHER THAT pursuant to the above-mentioned resolutions:

- (a) the Securities proposed to be issued, offered and allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, the Companies Act and other applicable laws;
- (b) the number and/or price of the Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organization or restructuring.

RESOLVED FURTHER THAT in case of issue and allotment of Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning rendered to such term under Regulation 171(a) of the SEBI ICDR Regulations):

- i. The allotment of Securities shall only be made to Qualified Institutional Buyers as defined in the SEBI ICDR Regulations ("QIBs");
- ii. The Eligible Securities to be so created, offered, issued and allotted, shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company, the Companies Act 2013 and other applicable laws;
- iii. The allotment of the Eligible Securities, or any combination of the Eligible Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of the special resolution by the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations;
- iv. The Equity Shares issued and allotted under the Issue, or allotted upon conversion of the equity linked instruments issued in QIP, shall rank pari-passu inter se in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company in all respects;

- v. The number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;
- vi. The Eligible Securities (excluding warrants) under the QIP shall be issued and allotted as fully paid-up securities;
- vii. In the event Equity Shares are issued, the "Relevant Date" for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of directors authorised by the Board decides to open the proposed issue of such Equity Shares, subsequent to the receipt of members' approval in terms of the provisions of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares;
- viii. In the event that Eligible Securities issued are eligible convertible securities, the relevant date for the purpose of pricing of the convertible securities to be issued, shall be, either the date of the meeting at which the Board or a committee of directors authorised by the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for Equity Shares, as decided by the Board;
- ix. The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;
- x. Issue of Eligible Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with Regulation 176 under Chapter VI of the SEBI ICDR Regulations ("QIP Floor Price") and applicable law and the Board may, however, at its absolute discretion in consultation with the book running lead managers, issue Eligible Securities at a discount of not more than 5% (five percent) or such other discount as may be permitted under applicable regulations to the QIP Floor Price;
- xi. No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;
- xii. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;
- xiii. The Eligible Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a



period of one year from the date of allotment, except on a recognised stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations; and

- xiv. Any subsequent QIP shall not be undertaken until the expiry of two weeks (or such other period as may be prescribed) from the date of the prior QIP made pursuant to this special resolution.

RESOLVED FURTHER THAT in case of issue of Equity Shares, by way of QIP as per Chapter VI of SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

- (a) makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
- (b) makes a rights issue of Equity Shares;
- (c) consolidates its outstanding Equity Shares into a smaller number of shares;
- (d) divides its outstanding Equity Shares including by way of stock split;
- (e) re-classifies any of its Equity Shares into other securities of the issuer; and
- (f) is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.

RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and/or in the market and/or at the place of issue of the Securities in the international market and may be governed by the applicable laws.

RESOLVED FURTHER THAT in the event of issue of GDRs/ ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme 1993, the Companies (Issue of Global Depository Receipts) Rules, 2014, the Depository Receipts Scheme, 2014, the Framework for issue of Depository Receipts notified by SEBI vide circular dated October 10, 2019, as amended and other applicable pricing provisions issued by the Ministry of Finance and other applicable laws, the Relevant Date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting at which the Board decides to open such issue after passing of this Special Resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to enter into any arrangement with any agencies or bodies for the issue of GDRs and/or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international/domestic capital markets for instruments

of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and/or international practice and regulations and under the norms and practices prevalent in the domestic/international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalisation and approval of the offer document(s), placement letter/document, determining the form and manner of the issue, including the class of investors to whom the Securities are to be offered, issued and allotted, number of Securities to be allotted, issue price, face value, fixing the record date, execution of various transaction documents and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilisation of the proceeds as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board, be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed in accordance with the applicable Act, Rules, Regulation, etc.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Securities to be created, issued allotted and offered in terms of this resolution shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and the fully paid-up Equity Shares that may be issued by the Company (including issuance of Equity Shares pursuant to conversion of any Securities as the case may be in accordance with the terms of the offering) shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, or allotment of Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and



conditions for the issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue/ conversion of the Securities, if any, rate of interest, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, opening and maintaining bank accounts, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilising agent, paying and conversion agent, trustee, escrow agent, monitoring agency and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s) or agreements including but not limited to the placement document and filing such documents (in draft or final form) with any Indian or Foreign regulatory authority or stock exchanges and sign all deeds, documents and writing and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilisation of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek 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 and all actions taken by the Board, to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed, in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers conferred by this resolution herein, to any committee of directors formed, Directors or one or more executives/officers, Key Managerial Personnel of the Company to give effect to the above resolutions, in accordance with applicable Act, Rules, Regulation, etc. including providing certified true copy, filing of necessary forms, returns, documents with regulatory authorities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment, application/ letter/document filing with National Securities Depositories Limited (NSDL), Central Depository Services (India) Limited (CDSL), listing approval and trading approval of the Securities from any statutory or regulatory authority or the Stock Exchanges and/ or internationally recognised stock exchanges, delegate the signing and execution of documents pertaining to the statutory filings done with the Registrar of Companies/Ministry of

Corporate Affairs, including any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purpose of the Issue and settle any questions or difficulties that may arise in this regard to the Issue, are hereby approved and ratified by the members."

10. RECLASSIFICATION OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO AUTHORISED SHARE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION :

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby re-classified by increasing the equity share capital and cancellation of the unissued preference share capital, from the existing Rs. 218,50,00,000/- (Rupees Two Hundred Eighteen Crore and Fifty Lakhs Only) consisting of 20,00,00,000 (Twenty Crore) equity shares of the face value of Rs. 10/- (Rupees Ten Only) each and 1,85,00,000 (One Crore Eighty-Five Lakh) Preference Shares of the face value of Rs. 10/- (Rupees Ten Only) each, to revised authorised share capital Rs. 218,50,00,000/- (Rupees Two Hundred Eighteen Crore and Fifty Lakhs Only) divided into 21,85,00,000 (Twenty One Crore Eighty Five Lakhs) equity shares of the face value of Rs. 10/- (Rupees Ten Only) each.

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

- v. The Authorised Share capital of the Company is Rs. 218,50,00,000/- (Rupees Two Hundred Eighteen Crore and Fifty Lakhs Only) divided into 21,85,00,000 (Twenty-One Crore Eighty-Five Lakhs) equity shares of the face value of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers conferred by this resolution herein, to any committee of directors formed, Directors or one or more executives/officers, Key Managerial Personnel of the Company to give effect to the above resolution, in accordance with applicable Companies Act, 2013, Rules framed therein, any other applicable Regulation, etc. including providing certified true copy, filing of necessary



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

11. INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY :

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

“**RESOLVED THAT**, pursuant to the provisions of Sections 4, 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Article 55 of the Articles of Association of the Company, the authorized share capital of the Company be and is hereby increased from the existing Rs. 218,50,00,000/- (Rupees Two Hundred Eighteen Crore and Fifty Lakhs Only) divided in to 21,85,00,000 (Twenty-One Crore Eighty-Five Lakhs) equity shares of the face value of Rs. 10/- (Rupees Ten Only) each to revised authorised share capital Rs. 240,00,00,000/- (Rupees Two Hundred Forty Crores Only) divided into 24,00,00,000 (Twenty-Four Crore) equity

shares of the face value of Rs. 10/- (Rupees Ten Only) each.

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

- v. The Authorised Share capital of the Company is Rs. 240,00,00,000/- (Rupees Two Hundred Forty Crores Only) divided into 24,00,00,000 (Twenty-Four Crore) equity shares of the face value of Rs. 10/- each.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers conferred by this resolution herein, to any committee of directors formed, Directors or one or more executives/officers, Key Managerial Personnel of the Company to give effect to the above resolution, in accordance with applicable Companies Act, 2013, Rules framed therein, any other applicable Regulation, etc. including providing certified true copy, filing of necessary forms, returns, documents with regulatory authorities, to do all such acts, deeds, matters and things and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient, file necessary form(s), documents, papers, with the Registrar of Companies, Ministry of Corporate Affairs and such other regulatory authority as required, for giving effect to this resolution.”

Belagavi, August 29, 2025

Registered Office:

Ravindra Energy Limited

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

Tel.: +91-831-2406600

Email ID : contact@ravindraenergy.com / secretarial@ravindraenergy.com

CIN: L40104KA1980PLC075720 | Website: www.ravindraenergy.com

By Order of the Board of Directors
For Ravindra Energy Limited

Sd/-
Mr. Madhukar Shipurkar
Company Secretary & Compliance Officer
ACS No. 64947



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 Annual General Meetings (AGM) 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 45th Annual General Meeting ("e-AGM") of the Company will thus be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) on Saturday 27th day of September, 2025 at 12:00 noon (IST). Hence, Members can attend and participate in the ensuing e-AGM through VC/OAVM. The deemed venue of the 45th Annual 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-AGM through VC/OAVM. The Company has appointed KFin Technologies Limited (KFinTech), Registrars and Share Transfer Agent, to provide VC/OAVM facility for the e-AGM. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the e-AGM 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-AGM 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-AGM 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 to "KFIN Technologies Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032;

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 AGM 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 AGM 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-AGM.



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-AGM. 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-AGM being held through VC/OAVM. The instructions for e-voting at the e-AGM (Insta Poll) is given in the subsequent paragraphs.
10. Members joining the e-AGM 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 AGM. The Members who have cast their vote by remote e-voting prior to the e-AGM may also join the e-AGM 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.

DECLARATION OF RESULTS ON THE RESOLUTIONS - The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the Resolution(s), invalid votes, if any, and whether the Resolution(s) has/have carried or not, to the Chairman or a person authorized by him in writing. The result declared along with the Scrutinizer's Report shall be placed 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

Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Saturday, September 27, 2025.

12. Since the 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 e-AGM 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. The Register of Members and Share Transfer books will remain closed from 19th day of September, 2025 to 27th day of September, 2025 (both days inclusive).
16. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special businesses to be transacted at the e-AGM is annexed hereto. Special businesses which are considered to be unavoidable by the Board, are being transacted at the e-AGM. 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
17. The details of the Directors seeking appointment/ re-appointment at the e-AGM are provided in Annexure-A as annexed to this Notice. The Company has received the requisite consents/declarations for the appointment/ re-appointment under the Companies Act, 2013 and the Rules made thereunder.
18. 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.
19. 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 in prescribed form ISR-1 along with supporting documents 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.
20. 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, required forms and documents for consolidating their holding in one folio.
21. 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.

22. 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 number in prescribed form ISR-1 along with supporting documents 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.

23. 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.
24. 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.
25. 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, other statutory registers;
- 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.

26. In case of any queries, regarding notice or Annual Report the Members may write to Madhukar.shipurkar@ravindraenergy.com with copy marked to secretarial@ravindraenergy.com to receive an email response.

27. 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.

28. 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, September 19, 2025.
29. The remote e-voting shall commence at 9:00 AM on Wednesday, September 24, 2025 and will end at 5:00 PM on Friday, September 26, 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.
30. 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.
31. 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.
32. **MEMBERS ARE REQUESTED TO TAKE NOTE THAT, IN COMPLIANCE WITH THE MCA CIRCULARS, THE NOTICE OF THE AGM/ANNUAL REPORT 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/SEBI REGULATIONS. 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](https://EVOTING.KFINTech.COM)

33. Pursuant to Regulation 36(1)(b) of SEBI Listing Regulations the company will send a letter providing the weblink including the exact path, where complete details of the annual report is available, to those shareholders who have not registered their email id with the Company or the Depository Participant.
34. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/ 2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD- 1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

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

1. **Attending e-AGM through Video Conference:** Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin Technologies Limited or view the live webcast of the e-AGM at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the EVENT for Company's e-AGM. 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 AGM 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. **AGM 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 '09:00 AM on Wednesday, September 24, 2025 and will end at 05:00 PM on Thursday, September 25, 2025'.

Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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-AGM, 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-AGM through VC / OAVM shall open 30 minutes before the time scheduled for the e-AGM and shall be kept open throughout the e-AGM.
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.

so, shall be eligible to vote through e-Voting system available during the e-AGM.

INSTRUCTIONS FOR E-VOTING DURING THE E-AGM 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-AGM 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-AGM and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing

REMOTE E-VOTING:

1. The process and manner for remote e-voting and joining and voting at the e-AGM 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-AGM 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-AGM.



Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<p>Those not registered under IDeAS:</p> <ol style="list-style-type: none"> 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 AGM. 8. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div> <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/myeasi/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/myeasi/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.



Type of Member	Login Method
	<ul style="list-style-type: none"> 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	<ul 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 44 30
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 - AGM' 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) A.Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the notice of AGM 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 AGM 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-AGM 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-AGM and the e-voting instructions or 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 AGM of the Company through VC/OAVM and e-voting during the meeting.**
 - i. Members will be able to attend the AGM 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 AGM.
- 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, September 19, 2025.
- III. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date, may obtain the User ID and Password in the manner as mentioned below:
 - a. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD<space>E-voting Event Number + Folio No. or DP ID Client ID to +91 9212993399

Example for NSDL: MYEPWD<SPACE> IN12345612345678
Example for CDSL: MYEPWD<SPACE> 1402345612345678
Example for Physical: MYEPWD<SPACE> XXX1234567890
 - b. If email ID of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click ‘Forgot password’ and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Members may call on the toll free number 1800 309 4001.
 - d. Members may send an email request to: evoting@kfintech.com. If the Member is already registered with the KFinTech e-voting platform then such Member can use his / her existing User ID and password for casting the vote through remote e-voting.



- IV. The Board of Directors has appointed Mr. Ramnath Sadekar - Advocate, as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
- V. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC/OAVM. The e-voting window shall be activated upon instructions of the Chairman of the AGM during the AGM. E-voting during the AGM 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 einward.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 SPECIAL BUSINESS UNDER ITEMS NUMBER 4 TO 11 AS MENTIONED IN THE ACCOMPANYING NOTICE OF THE ANNUAL GENERAL MEETING.

ITEM NO. 4 – RATIFICATION OF REMUNERATION OF COST AUDITOR'S FOR THE FINANCIAL YEAR COMMENCING ON APRIL 1, 2025 AND ENDING ON MARCH 31, 2026:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time the Company is required to audit its cost records as prescribed under Section 148 of the Act and the Companies (Cost Records and Audit) Rules, 2014.

The Company has been maintaining cost records as required under Rule 3 of the Companies (Cost Records and Audit) Rules, 2014. Based on the recommendation of the Audit Committee, the Board of Directors in its meeting held on May 27, 2025 have re-appointed M/s. A. G. Anikhindi & Co., Cost Accountants, (Firm Registration No. 100049) (the Cost Auditors), to audit the cost records maintained by the Company for the financial year 2025-26 on the recommendation of the Audit Committee with a remuneration not exceeding Rs. 80,000/- (Rupees Eighty Thousand Only) plus taxes and reimbursement of travelling and other incidental expenses.

M/s A. G. Anikhindi & Co., Cost Accountants, (Firm Registration No. 100049) have furnished a certificate dated May 1, 2025 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 said Act.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, ratification for the remuneration payable to the Cost Auditors to audit the cost records of the Company for the said financial year by way of an Ordinary Resolution is being sought from the Members as set out at Item No. 4 of the AGM Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

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

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM NO. 5- TO APPOINT SECRETARIAL AUDITOR FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS:

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act'), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.



Furthermore, pursuant to recent amendments to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), every listed entity and its material Subsidiaries in India are required to conduct Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Auditor proprietor for maximum one term of five consecutive years or Secretarial Auditor firm for a maximum of two terms of five consecutive years, with shareholders' approval to be obtained at the Annual General Meeting.

M/s. Sanjay Dholakia & Associates is a peer reviewed and a well-established proprietary firm of Practicing Company Secretary, registered with the Institute of Company Secretaries of India, New Delhi.

Mr. Sanjay Dholakia, Company Secretary (M. No. F2655) proprietor of M/s Sanjay Dholakia and Associates (peer reviewed firm) founded in the year 1991 and he has expertise in the field of Company Law, SEBI guidelines and related regulatory affairs. He is serving as Secretarial Auditor for various listed companies and also rendering company law secretarial services to unlisted public limited companies, private limited etc.

Accordingly, based on the recommendation of the Audit Committee and the Board of Directors at its meeting held on August 6, 2025, have approved the appointment of M/s. Sanjay Dholakia & Associates, Practicing Company Secretary (Peer Reviewed Firm No. 2036/2022 and FCS 2655) as the Secretarial Auditors of the Company for a period of five (5) consecutive years, commencing from April 1, 2025 to March 31, 2030 subject to approval of the Members at the Annual General Meeting.

Furthermore, in terms of the amended regulations, M/s. SANJAY DHOLAKIA & ASSOCIATES has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. M/s. Sanjay Dholakia & Associates have confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. M/s. Sanjay Dholakia & Associates have further furnished a declaration that they have not taken up any prohibited non secretarial audit assignments for the Company, its subsidiary and associate entities.

While recommending M/s. Sanjay Dholakia & Associates for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. M/s. Sanjay Dholakia & Associates was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

The terms and conditions of the appointment of M/s. Sanjay Dholakia & Associates include a tenure of five (5) consecutive years, commencing from April 1, 2025 up-to March 31, 2030 at a remuneration of Rs. 65,000/- (Rupee Sixty-Five Thousand

Only) for F.Y. 2025-26 and as may be mutually agreed between the Board and the Secretarial Auditors for subsequent years.

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with M/s. Sanjay Dholakia & Associates, and will be subject to approval by the Board of Directors and/ or the Audit Committee.

M/s. Sanjay Dholakia & Associates has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, approval of the shareholders is sought for appointment of M/s. Sanjay Dholakia & Associates as the Secretarial Auditors of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, 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 shareholders.

ITEM NO. 6 - TO APPROVE REVISION IN LIMITS OF REMUNERATION PAYABLE TO DR. VIDYA MURKUMBI AS WHOLE-TIME DIRECTOR (DIN: 00007588) DESIGNATED AS EXECUTIVE CHAIRPERSON OF THE COMPANY:

Dr. Vidya Murkumbi (DIN: 00007588) is occupying the position of Executive Chairperson of the Company.

Dr. Vidya Murkumbi has been conferred with Doctorate Degree by Karnataka State Bijapur Women's University and she is also Bachelor of Science. She has vast experience of over 43 years in trading business. She was involved in trading and distribution of various Tata and Parle products. She has rich experience of manufacturing businesses also, and co-founded industries engaged in agro processing and chemical formulations. She was a co-promoter of Shree Renuka Sugars Limited. The projects of Shree Renuka Sugars Limited were implemented / acquired under her leadership. She was at the helm of Shree Renuka Sugars Limited since its inception and the growth of the Company is attributed to her able leadership. Shree Renuka Sugars Limited, under the leadership of Dr. Vidya Murkumbi, has made manifold improvement in its financial and operational performance. Shree Renuka Sugars Limited counts among the top Sugar Companies in India.

With an intention to continue to gain the benefits of the vast experience, rich knowledge and past performance of Dr. Vidya Murkumbi and to involve her in key decision making process, the Board of Directors in its meeting held on July 26, 2024 and members at previous 44th Annual General Meeting held on September 27, 2024 reappointed Dr. Vidya Murkumbi as a Whole-Time Director designated as the Executive Chairperson of the Company for a further term of 3 (Three) years with effect from September 1, 2024 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee.



Dr. Vidya Murkumbi is associated with the Company since its inception, and is presently paid a remuneration of Rs. 1.01 Crores per annum.

Given the increase in size of operations, improved profitability and aligning it with compensation being offered by companies in similar sector the proposal to increase in the remuneration limit as earlier approved by the shareholders of company to Dr. Vidya Murkumbi from the existing limit Rs. 1.01 Crore (Rupees One Crore One Lakh Only) per annum to renewed limit of Rs. 3.00 Crores per annum including proposal for providing rent free accommodation service as a perquisite is placed for approval by the members for passing special resolution.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on August 6, 2025, subject to the approval of the shareholders at the 45th Annual General Meeting, the Board of Directors have considered and approved the upward revision of the remuneration limit payable to Dr. Vidya Murkumbi as not exceeding Rs. 3.00 Crores (Rupees Three Crore Only) per annum, with effect from October 1, 2025, with such increments as may be decided from time to time by the Board of Directors/ committee.

There will be no change in the other terms and conditions of her appointment except for payment of remuneration.

Dr. Vidya Murkumbi has confirmed that she has not incurred disqualification under Section 164(2) of the Companies Act, 2013 to continue her Directorship.

TERMS AND CONDITIONS AS ALREADY APPROVED FOR APPOINTMENT, AND FOR PROPOSED UPWARD REVISION IN THE LIMIT OF REMUNERATION TO BE PAID ARE AS UNDER:

Term of Office already approved: Three years with effect from September 1, 2024.

Remuneration Proposed:

a) Salary:

Not exceeding limit of Rs. 3.00 Crores (Rupees Three Crores Only) per annum, with effect from October 1, 2025 for her remaining tenure as a Whole-Time Director, with such increments as may be decided from time to time by the Board of Directors on the recommendation of the Nomination and Remuneration Committee. She shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.

b) Perquisites:

- i) Contribution to Provident Fund to the extent not taxable under the Income Tax Act, 1961.
- ii) Gratuity at the rate of half a month's salary for each completed year of service.
- iii) Leave with full pay or encashment thereof as per the Rules of the Company. Encashment of the Unavailed leave being allowed at the end of the tenure.

- iv) Free use of Company's car for Company's work as well as for personal purposes along with driver.
- v) Telephone, telefax and other communication facilities at residence at Company's cost.
- vi) Medical expenses for and dependent family under medical insurance.
- vii) Reimbursement of actual traveling expenses for proceeding on leave to any place in India and return therefrom once in a year in respect of herself and family.
- viii) Providing rent free accommodation service.

Other terms and conditions of already approved appointment by shareholders and proposed remuneration shall be as per the agreement to be entered into between the Company and Dr. Vidya Murkumbi.

Statement of information under Part II Section II of Schedule V to the Companies Act, 2013 is as under:

General Information:

1. **Nature of Industry:** Solar Power Generation and Trading
2. **Date or expected date of commencement of commercial activities:** Commercial operations already commenced
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable as the Company has not issued Prospectus.
4. **Financial Performance based on given indicators:** Not applicable as the Company has not issued Prospectus.
5. **Foreign Investments or Collaborations:** Investment of company in overseas subsidiary as on March 31, 2025 is nil and there is no foreign collaborator.

Information about Director:

1. Background details:

Dr. Vidya Murkumbi is a Bachelor of Science and has vast experience of over 43 years in trading business. She was involved in trading and distribution of various Tata and Parle products. She has rich experience of manufacturing businesses also and Co-founded industries engaged in Agro processing and chemical formulations. She is on the Board of the Company since August 14, 2014.

2. **Past Remuneration:** Rs. 1.01 Crores (Rupees One Crore One Lakh Only) per annum.
3. **Recognition or awards:** Conferred with Doctorate Degree by Karnataka State Bijapur Women's University.
4. **Job Profile and her Suitability:** The Whole-Time Director shall be in charge of operations of the Company with powers of management and general conduct, except in the matters which may be specifically required to be



done by the Board either by the Companies Act, 2013 or by the Articles of Association of the Company and shall also exercise and perform such powers and duties as the Board of Directors of the Company may from time to time determine and shall also do and perform all other acts and things which in the ordinary course of business may be considered necessary or proper or in the interest of the Company.

5. **Remuneration proposed limit:** Rs. 3 Crores (Rupees Three Crores Only) per annum.
6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person :** As explained above remuneration is proposed taking into account trend in the Industry, person's qualification, experience, past performance and past remuneration.
7. **Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any :** Dr. Vidya Murkumbi does not have any pecuniary relationship directly or indirectly with the Company, apart from remuneration and lease rent of the office premises. She is one of the promoters of the company and mother of Mr. Narendra Murkumbi who is Non-Executive Director and promoter.

Other Information

- 1) **Reasons for loss or inadequate profits:** The Company has earned profits during the financial year. Since, the remuneration proposed to be paid is in excess of the limits specified under section 197/198 of Companies Act, 2013 the profits are inadequate. Hence, approval is sought in accordance with Schedule V of Companies Act, 2013.
- 2) **Steps taken or proposed to be taken for improvement:** We expect the Company to report significant higher profit this year as the inadequate profit in previous few years was mainly due to exceptional/one-time items. In the current and subsequent years company plans to expand its business operations.
- 3) **Expected increase in productivity and profits in measurable terms:** Solar power generation is dependent on nature. The Company is expected to generate adequate profit once the tariff is increased. The Company has been planning to setup new projects in the coming fiscal.

We estimate the Company to report a significant higher profit in the current year and subsequent years company will be expanding its business operations.

Brief resume of Dr. Vidya Murkumbi, nature of her expertise in specific functional areas is provided in **Annexure-A** to the notice pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings.

Dr. Vidya Murkumbi has attained the age of 77 years. She has rich knowledge and varied experience in the industry. Taking in

to consideration past performance of Dr. Vidya Murkumbi, it would be in the interest of the Company to avail the considerable expertise and revise her salary limits as a Whole- Time Director Designated as Executive Chairperson of the Company.

Approval of the members is sought by passing a special resolution for upward revision in remuneration payable to Dr. Vidya Murkumbi as a Whole-Time Director designated as an Executive Chairperson, subject to the limits specified under Schedule V to the Companies Act, 2013, rules framed therein, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any modification(s) or re-enactment(s) thereof.

The above may be treated as written memorandum setting out the terms of proposed upward revision in the limits of remuneration payable to Dr. Vidya Murkumbi under Section 190 of the Act which is available at registered office which is open to inspection by any member of the company.

It is hereby certified by company secretary that, all secured creditors and term lenders have stated in writing that they have no objection for the appointment of the managerial person or other director as well as the quantum of remuneration. Company Secretary certifies that there is no default on payments to any creditors, and all dues to deposit holders (not applicable) are being settled on time.

Other than Dr. Vidya Murkumbi and Mr. Narendra Murkumbi, no Director is concerned or Key Managerial Personnel of the company is concerned interested in this resolution. The relatives of Dr. Vidya Murkumbi and Mr. Narendra Murkumbi may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

ITEM NO. 7 - TO APPROVE REVISION IN LIMITS OF REMUNERATION PAYABLE TO MR. SHANTANU LATH AS WHOLE-TIME DIRECTOR (DIN: 07876175) DESIGNATED AS CHIEF EXECUTIVE OFFICER OF THE COMPANY :

Mr. Shantanu Lath (DIN: 07876175) is a Bachelor of Commerce and a member of the Institute of Chartered Accountants of India (Chartered Accountant). Mr. Shantanu Lath has wide experience in the areas of finance and business development. He has worked as group leader in CRISIL, Vice President - Business Development for South-East Asia and Middle-East Markets at Adventity. He was Deputy General Manager – Structured Finance and Business Development at LANCO. He held the position of President – Director in PT. Renuka Coalindo TBK for over seven years. Mr. Shantanu Lath has rich knowledge and varied experience in the industry and has been involved in the operations of the Company. He was the head of rooftop projects and then the Board of Directors promoted him to hold



office as Whole-Time Director designated as Chief Executive Officer of the Company, with effect from August 11, 2020.

Mr. Shantanu Lath is occupying the office of Whole-Time Director designated as Chief Executive Officer since August 11, 2020, further, with an intention to continue to gain the benefits of the vast experience, rich knowledge and past performance of Mr. Shantanu Lath and to involve him in key decision making process, The Board of Directors of the Company at its meeting held on August 2, 2023 and shareholders at 43rd Annual General Meeting held on September 16, 2023 by way of special resolution re-appointed Mr. Shantanu Lath as the Whole-Time Director for a further period of 3 (Three) years with effect from August 11, 2023 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.

Given the increase in size of operations, improved profitability and aligning it with compensation being offered by companies in similar sector, the proposal to increase the remuneration limit as earlier approved by the shareholders of company to Mr. Shantanu Lath from the existing limit Rs. 2.50 Crore (Rupees Two Crore Fifty Lakh Only) per annum to renewed limit of Rs. 3 Crores per annum is placed for approval by the members for passing special resolution.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on August 6, 2025, subject to the approval of the shareholders in this Annual General Meeting, the Board of Directors considered and approved upward revision of remuneration limit payable to Mr. Shantanu Lath as not exceeding limit of Rs. 3 Crores (Rupees Three Crore Only) per annum with such increments as may be decided from time to time by the Board of Directors/committee.

Mr. Shantanu Lath has confirmed that he has not incurred disqualification under Section 164(2) of the Companies Act, 2013 to continue his Directorship.

There will be no change in the other terms and conditions of his appointment except for upward revision in limits of payment of remuneration.

The agreement executed between the Company and Mr. Shantanu Lath inter alia contains the following terms and conditions.

❖ **TERMS AND CONDITIONS AS ALREADY APPROVED FOR APPOINTMENT, AND FOR PROPOSED UPWARD REVISION IN THE LIMIT OF REMUNERATION TO BE PAID ARE AS UNDER:**

Term of Office already approved: Three years with effect from August 11, 2023.

Remuneration proposed: As per the recommendation of Nomination and Remuneration committee approval of the Board of Directors is accorded subject to approval by members for the upward revision in the limits of remuneration payable to Mr. Shantanu Lath - Whole-Time Director & Chief Executive Officer of the Company with a limit increased from existing

approved limit of remuneration by shareholders Rs. 2.50 Crores (Rupees Two Crores Fifty Lakhs Only) per annum to revised limit of not exceeding Rs. 3 Crores (Rupees Three Crores Only) per annum. He shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof. He has been granted 6 lakh options under the ESOP 2022 Scheme of the Company, which are under option period.

Presently he is being paid by the company remuneration as recommended by Nomination and Remuneration committee and by the Board of Directors Rs. 2 Crores per annum, with such increments as may be decided from time to time by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

Other terms and conditions of already approved appointment by shareholders and proposed remuneration shall be as per the agreement to be entered into between the Company and Mr. Shantanu Lath.

Statement of information under Part II Section II of Schedule V to the Companies Act, 2013 is as under:

General Information:

- Nature of Industry:** Solar Power Generation and Trading
- Date or expected date of commencement of commercial activities:** Commercial operations already commenced
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable as the Company has not issued Prospectus.
- Financial Performance based on given indicators:** Not applicable as the Company has not issued Prospectus.
- Foreign Investments or Collaborations:** Investment of company in overseas subsidiary as on March 31, 2025 is nil and there is no foreign collaborator.

Information about Director:

1. Background details:

Mr. Shantanu Lath is a Bachelor of Commerce and he is Chartered Accountant in service, he has wide experience in the areas of finance and business development. He has worked as group leader in CRISIL, Vice President - Business Development for South-East Asia and Middle-East Markets. He was Deputy General Manager – Structured Finance and Business Development at LANCO. He held the position of President – Director in PT. Renuka Coalindo TBK for over seven years.

Mr. Shantanu Lath has rich knowledge and varied experience in the industry and has been involved in the operations of the Company.

- Past Remuneration:** Rs. 2 Crores (Rupees Two Crores Only) per annum.
- Recognition or awards:** Nil



4. **Job Profile and his Suitability:** The Whole-Time Director shall be in charge of operations of the Company with powers of management and general conduct, except in the matters which may be specifically required to be done by the Board either by the Companies Act, 2013 or by the Articles of Association of the Company and shall also exercise and perform such powers and duties as the Board of Directors of the Company may from time to time determine and shall also do and perform all other acts and things which in the ordinary course of business may be considered necessary or proper or in the interest of the Company.
5. **Remuneration limit proposed:** Rs. 3 Crores (Rupees Three Crores Only) per annum.
6. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person :** As explained above remuneration is proposed taking into account trend in the Industry, person's qualification, experience, past performance and past remuneration.
7. **Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any :** Mr. Shantanu Lath does not have any pecuniary relationship directly or indirectly with the Company, apart from remuneration explanation provided above.

Other Information

1) Reasons for loss or inadequate profits: The Company has earned profits during the financial year. Since, the remuneration proposed to be paid is in excess of the limits specified under section 197/198 of Companies Act, 2013 the profits are inadequate. Hence, approval is sought in accordance with Schedule V of Companies Act, 2013.

2) Steps taken or proposed to be taken for improvement: We expect the Company to report significant higher profit this year as the inadequate profit in previous few years was mainly due to exceptional/one-time items. In the current and subsequent years company plans to expand its business operations.

3) Expected increase in productivity and profits in measurable terms: Solar power generation is dependent on nature. The Company is expected to generate adequate profit once the tariff is increased. The Company has been planning to setup new projects in the coming fiscal.

We estimate the Company to report a significant higher profit in the current year and subsequent years company will be expanding its business operations.

Brief resume of Mr. Shantanu Lath, nature of his expertise in specific functional areas is provided in **Annexure-A** to the notice pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings.

Mr. Shantanu Lath has rich knowledge and varied experience in the industry and has been involved in the operations of the

Company. Taking in to consideration past performance of Mr. Shantanu Lath, it would be in the interest of the Company to revise the limit of remuneration and avail of his considerable expertise as the Whole-Time Director designated as Chief Executive Officer. Accordingly, approval of the members is sought by passing a special resolution for revision of limit of remuneration as set out in Part I of Schedule V of the Act other applicable provision of the Companies Act, 2013 rules framed therein and provisions as applicable including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any modification(s) or re-enactment(s) thereof.

Approval of the members is sought by passing a special resolution for upward revision in remuneration limit payable to Mr. Shantanu Lath as a Whole-Time Director designated as an Chief-Executive-Officer, subject to the limits specified under Schedule V to the Companies Act, 2013, rules framed therein, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any modification(s) or re-enactment(s) thereof.

The above may be treated as written memorandum setting out the terms of proposed upward revision in the limits of remuneration payable to Mr. Shantanu Lath under Section 190 of the Act which is available at registered office which is open to inspection by any member of the company.

It is hereby certified by company secretary that, all secured creditors and term lenders have stated in writing that they have no objection for continuing the appointment of the managerial person or other director as well as the quantum of remuneration payable. Company Secretary certifies that there is no default on payments to any creditors, and all dues to deposit holders (not applicable) and are being settled on time.

Other than Mr. Shantanu Lath, no Director is concerned or Key Managerial Personnel of the company is interested in this resolution. The relatives of Mr. Shantanu Lath may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, 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 shareholders.

ITEM NO. 8 - APPROVAL OF 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.

The Company proposes to enter in to related party/material related party transactions during the financial year 2025-26, as mentioned in the resolution. The Company has obtained prior approval of the Audit Committee to the said transactions as required under Regulation 23(2) of the Listing Regulations.

All related party transactions shall be at arm's length basis and in the ordinary course of business of the Company and

therefore the provisions of the Act and the Rules are not attracted. However, Regulation 23(4) of the Listing Regulations states that all material related party transactions shall require approval of the shareholders through resolution and related party shall abstain from voting on such resolution. Member's approval is therefore sought under relevant provisions of the Act applicable, if any and the Listing Regulations. Information relating to transactions is as under –

Name of the Related Party and Country of incorporation/ resident	Nature of relationship	Nature, Duration of the Contract and Particulars of the Contract or Arrangement	of transaction for the financial year 2025-26
Khandepar Investments Private Limited (KIPL) – An Indian entity	Promoter of the Company and having Common Directors	Borrowing / Re-payment of money in the form of loan / perpetual debt.	Rs. 100 Crores
Mr. Narendra Murkumbi – Indian resident	Director of the Company and Relative of Dr. Vidya Murkumbi (Executive Chairperson)	Borrowing / Re-payment of money in the form of loan, lease, rent, perpetual debt.	Rs. 20 Crores
Dr. Vidya Murkumbi – Indian resident	Executive Chairperson of the Company and Relative of Mr. Narendra Murkumbi (Non-Executive Director)	Borrowing / Re-payment of money in the form of loan, lease, rent, remuneration including perquisites.	Rs. 10 Crores

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 AND INFORMATION UNDER STANDARD 1.2.5 OF THE SECRETARIAL STANDARD 2 AND RELATED PARTY DISCLOSURE :

Khandepar Investments Private Limited (KIPL), is the promoter of the Company and holds 61,870,666 equity shares of Rs. 10/- each i.e. 34.65% in the Company. Dr. Vidya Murkumbi and Mr. Narendra Murkumbi are Promoters and Directors of Khandepar Investments Private Limited. Mr. Narendra Murkumbi holds 12,43,648 equity shares i.e. 90.78% and Dr. Vidya Murkumbi holds 50 equity shares i.e. 0.0004%, in the said Company.

Mr. Narendra Murkumbi is the Promoter-Director of Ravindra Energy Limited and holds 4,15,34,310 equity shares of Rs. 10/- each i.e. 23.26% in the Company.

Dr. Vidya Murkumbi is the Promoter and is also Executive Chairperson of the Company and holds 4,03,000 equity shares of Rs. 10/- each i.e. 0.23% in the Company.

The shareholders' consent is sought to authorize the Company to enter into related party/material related party transactions with Khandepar Investments Private Limited (KIPL), Mr. Narendra Murkumbi and Dr. Vidya Murkumbi.

Details of previous transactions with the related party:

- Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year with nature of transactions in FY 2024-25.
 - Borrowings from/ repaid to Khandepar Investments Private Limited: Borrowed Rs. 3.35 Crores & Repaid Rs. 19.31 Crores (includes outstanding previous years borrowed amount) and interest repaid Rs. 0.249 Crores during 2024-25.
 - Borrowings from/ repaid to Mr. Narendra Murkumbi and Dr. Vidya Murkumbi during 2024-25 – Nil.
 - Remuneration Dr. Vidya Murkumbi Rs. 0.99 Crores and Lease Rent - Nil during FY 2024-25.
 - Lease Rent to Mr. Narendra Murkumbi Rs. 1.72 Crores during FY 2024-25.
- Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought
 - Borrowings from/ repaid to Khandepar Investments Private Limited: Borrowed Rs. Nil & Repaid Rs. Nil and interest repaid Rs. Nil



Borrowings from/ repaid to Mr. Narendra Murkumbi and Dr. Vidya Murkumbi– Nil.

Remuneration Dr. Vidya Murkumbi Rs. 0.247 Crores and Lease Rent - Nil.

Lease Rent to Mr. Narendra Murkumbi Rs. 0.41 Crores.

- 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 financial year – No such kind of event.

Amount of the proposed transaction(s):

- Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders – As above mentioned in table.
- Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?
 - The proposed transaction with Khandepar Investments Private Limited for borrowing is considered as material/ but repayment of previous years loan which is outstanding can't be material RPT as it is ordinary transaction of repayment by company.
 - The proposed transaction with Mr. Narendra Murkumbi and Dr. Vidya Murkumbi for borrowing is not material, and payment of remuneration to Dr. Vidya Murkumbi is also not material transaction but since they are promoter the proposal is placed for approval.
- Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.

Khandepar Investments Private Limited

- Value of proposed Borrowings/repayment is Rs. 100 Crores

- Percentage of the listed entity's annual consolidated turnover 40%

Mr. Narendra Murkumbi

- Value of proposed Borrowings/repayment, lease, rent, perpetual debt, is Rs. 20 Crores

- Percentage of the listed entity's annual consolidated turnover 8%

Dr. Vidya Murkumbi

- Value of proposed remuneration including perquisites, Borrowings/repayment, lease, rent is Rs. 10 Crores

- Percentage of the listed entity's annual consolidated turnover 4%

- 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) – Not applicable.

- Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.

Khandepar Investments Private Limited

- Value of proposed Borrowings/repayment is Rs. 100 Crores

- Percentage of proposed transaction limit with annual standalone turnover 3048.78% but it has net-worth of Rs. 148.15 Crores.

Mr. Narendra Murkumbi and Dr. Vidya Murkumbi – Not applicable being non material transaction.

- Financial performance of the related party for the immediately preceding financial year:

KIPL – Turnover : Rs. 3.29 Crores; Profit After Tax : Rs. 0.78 Crores; Net worth : Rs. 148.15 Crores.

Mr. Narendra Murkumbi and Dr. Vidya Murkumbi – Not applicable being non material transaction.

BASIC DETAILS OF THE PROPOSED MATERIAL RELATED PARTY TRANSACTION:

- Specific type of the proposed transaction:**

KIPL : Borrowing / repayment of loan and perpetual debt from KIPL at present on March 31, 2025 and on date of this notice outstanding balance is nil, the proposed transaction amount is Rs. 100 Crores.

Mr. Narendra Murkumbi : Borrowing / Re-payment of money in the form of loan, lease, rent, perpetual debt by company up-to Rs. 20 Crores.

Dr. Vidya Murkumbi - Borrowing / Re-payment of money in the form of loan, lease, rent, remuneration including perquisites by company up-to Rs. 10 Crores.

- Details of each type of the proposed transaction :**

Khandepar Investments Private Limited – One of the promoter of Ravindra Energy Limited and also an investment entity, has proposed that in case of insufficient funds for any preliminary/main business activities by Ravindra Energy Limited (REL), such funds will be provided by KIPL in the form of loan to REL at such rate of interest as applicable under Companies Act, 2013 and other applicable Act, laws, provisions, regulation to the company.

Mr. Narendra Murkumbi: Borrowing / Re-payment of money in the form of loan, lease, rent, perpetual debt by company.

Dr. Vidya Murkumbi - Borrowing / Re-payment of money in the form of loan, lease, rent by company and payment of remuneration including perquisites.



- **Tenure of the proposed transaction –**
- KIPL, Mr. Narendra Murkumbi and Dr. Vidya Murkumbi – Approval for Transaction for 1 year.
- **Whether omnibus approval is being sought ? – Yes**
- **Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise – Not applicable.**
- **Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity –** As the promoters for these proposed transactions are taking primary responsibility of providing financial assistance to the company in case of funds requirements, and other transaction of lease, rent, remuneration are in ordinary course of business at arms' length basis, and hence, the said transactions are in significant interest of the company.
- **Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.**
a. Name of the director / KMP - KIPL, its Directors, Mr. Narendra Murkumbi, Dr. Vidya Murkumbi and their relatives are deemed to be interested in the resolution.

b. Shareholding of the director / KMP, whether direct or indirect, in the related party

Khandepar Investments Private Limited (KIPL), is the promoter of the Company and holds 61,870,666 equity shares of Rs. 10/- each i.e. 34.65% in the Company. Dr. Vidya Murkumbi and Mr. Narendra Murkumbi are Promoters and Directors of Khandepar Investments Private Limited. Mr. Narendra Murkumbi holds 12,43,648 equity shares i.e. 90.78% and Dr. Vidya Murkumbi holds 50 equity shares i.e. 0.0004%, in the said Company.

Mr. Narendra Murkumbi is the Promoter-Director of Ravindra Energy Limited and holds 4,15,34,310 equity shares of Rs. 10/- each i.e. 23.26% in the Company.

Dr. Vidya Murkumbi is the Promoter and is also the Executive Chairperson of the Company and holds 4,03,000 equity shares of Rs. 10/- each i.e. 0.23% in the Company.

- **A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee –** No such report is placed - Not Applicable
- **Other information relevant for decision making –** All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

DISCLOSURE ONLY IN CASE OF TRANSACTIONS RELATING TO BORROWINGS BY THE LISTED ENTITY:

Sr. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	KIPL, Mr. Narendra Murkumbi and Dr. Vidya Murkumbi are promoters and have proposed for providing loan in case of funds requirement by the company.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	At or above 8% P.A. at arms' length basis or such other % as per applicable governing Act, rules, as applicable under Companies Act, 2013 and other applicable Act, laws, provisions, regulation to the company.
3	Cost of borrowing Note: This shall include all costs associated with the borrowing	Interest cost only.
4	Maturity / due date	1 year from the date of obtaining borrowing.
5	Repayment schedule & terms	1 year from the date of obtaining borrowing.
6	Whether secured or unsecured	Unsecured considered as good.
7	If secured, the nature of security & security coverage ratio	Not applicable.
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	For principle/primary/main business activity.

**DISCLOSURE ONLY IN CASE OF TRANSACTIONS RELATING TO BORROWINGS BY THE LISTED ENTITY OR ITS SUBSIDIARY**

Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements -

- a. Before transaction : 0.01 : 1
- b. After transaction : 0.29 : 1

Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements -

- a. Before transaction : 36.71 : 1
- b. After transaction : 5.63 : 1

KIPL, its Directors, Mr. Narendra Murkumbi, Dr. Vidya Murkumbi and their relatives are deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this Special Resolution at Item No. 8.

Based on the approval of the Audit Committee, the Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote on the Special Resolution set forth at Item No. 8 of the Notice, whether the entity is a Related Party to the particular transaction(s) or not.

ITEM NO. 9 - APPROVAL FOR ISSUE AND ALLOTMENT OF SECURITIES THROUGH QUALIFIED INSTITUTIONAL PLACEMENT ('QIP'):

Pursuant to the provisions of relevant sections of the Companies Act, including, without limitation, Section 42 and 62(1)(c) of the Companies Act, any offer or issue of securities in the Company to persons other than Members of the Company requires prior approval of the Members by way of special resolution.

In order to effectively leverage emerging growth the Company proposes to utilise the proposed funds proceeds at various stages for the usage of one or more, or any combination of the following - (i) Investment in various organic or inorganic growth opportunities, infusion of funds into associates/ subsidiaries and/or joint ventures (present and future) for their main business objective activities, including expansion/ acquisitions in its area of operations and adjacencies or for new business opportunities or other strategic initiatives, including investment in Renewable Energy Business, business expenses for the purposes of building, owning and operating new generation projects and battery storage projects, expanding electricity trading business, acquiring electricity generation projects, developing renewable energy parks and solar pumps business, investment in Electric Vehicle Business,

its general corporate purpose, business expenses for the purposes of setting up electric vehicle battery charging and swapping infrastructure, supply of batteries, supply/ assembling of electric vehicle and any other activity required for expansion of the said business either in the form of equity / quasi equity / unsecured loan, infusion of funds into associates/ subsidiaries and/or joint ventures to inter alia fund the business or growth of those entities, prepayment / repayment of outstanding borrowing/ to fund the working capital requirements of the Company and / or associates and/ or its subsidiaries and/or joint ventures; (ii) To fund the capital expenditure for the Company and/or its subsidiaries (present or future) (including but not limited to purchase of assets/machinery/equipment) to be incurred for any main business objectives activities, renewable energy generation project in India or overseas, capital expenditure for associates and/or its subsidiaries and/or joint ventures to explore setting up an electric truck, tractor and battery assembly plant along with battery research and development centre, electrical vehicle business and related manufacturing facilities being set up or to be set for the Company and / or associates and/or its subsidiaries and/or joint ventures (present or future) in India or overseas; and (iii) any other general corporate purposes or other corporate exigencies, as may be permitted under applicable laws and approved by the Board of Directors or it's duly authorised committee(s).

It is proposed to raise funds in one or more tranches/issuance through Qualified Institutions Placement to QIBs as defined under SEBI (ICDR) Regulations, or through any other permissible mode and/or combination thereof, in Indian or foreign currencies, by eligible investors, as may be deemed appropriate and in compliance with applicable laws by way of issue of equity shares or any other instrument or security(ies), subject to all statutory and other approvals.

The proposed Special Resolution is an enabling resolution and, therefore, the proposal seeks to confer upon the Board (including a committee thereof), the absolute discretion to determine the terms of the aforementioned issuance of eligible securities, including the exact price, proportion and timing of such issuance, based on an analysis of the specific requirements and market conditions. The detailed terms and conditions of such issuance will be determined by the Board or a committee thereof, considering prevailing market conditions, practices and in accordance with the applicable provisions of law and other relevant factors. Accordingly, the Board (including a committee thereof) may, in its discretion, adopt any one or more of the mechanisms including quantum of allocation of funds to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company.

In the event of issuance of Securities by way of a QIP-

- (i) The allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution in accordance with the SEBI ICDR Regulations and applicable laws;



- (ii) A minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- (iii) The floor price will be calculated as per the formula prescribed under Chapter VI of the SEBI ICDR Regulations;
- (iv) The "Relevant Date" for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee thereof decides to open the proposed QIP of equity shares as eligible securities; and in case eligible securities are eligible convertible securities, then either the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for the equity shares as provided under the SEBI ICDR Regulations;
- (v) The equity shares of the same class, which are proposed to be allotted through qualified institutions placement or pursuant to conversion or exchange of eligible securities offered through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
- (vi) An issuer shall be eligible to make a qualified institutions placement if any of its promoters or directors is not a fugitive economic offender;
- (vii) No single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;
- (viii) The Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid-up basis;
- (ix) the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
- (x) The schedule of the QIP will be as determined by the Board or its duly authorized committee;
- (xi) The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting; and
- (xii) In the event of a QIP pricing of the Equity Shares that may be issued to QIBs shall be freely determined subject to such price not being less than floor price calculated in accordance with Chapter VI of the SEBI ICDR

Regulations. Provided that the Company may offer a discount not exceeding 5% of the floor price or such other permissible limit as may be specified under the SEBI ICDR Regulations (i.e., not less than the average of the weekly high and low of the closing prices of the equity shares quoted on the stock exchange during the two weeks preceding the "Relevant Date". For this purpose, 'stock exchange' shall refer to any of the stock exchanges where the Equity Shares are listed and in which the highest trading volume in the Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date or any other applicable regulation as specified under the SEBI ICDR Regulations).

The detailed terms and conditions for the Issue will be determined in consultation with the Advisors and Lead Managers and such other authority or authorities as may be required, considering the prevailing market conditions and other applicable regulatory requirements.

Further, pending utilisation of the proceeds for the purposes described above, the Company intends to temporarily invest such proceeds in creditworthy instruments, including money market, mutual funds and deposits with banks and corporates or other securities. Such investments would be in accordance with the investment proposal/policies, as approved by the Board and/or a duly authorized committee(s), from time to time and all applicable laws and regulations.

In view of the above, the Board, in its meeting held on August 29, 2025 subject to necessary approvals, considered raising of funds for an aggregate amount of up to Rs. 500 Crores (Rupees Five Hundred Crores Only), through Qualified Institutions Placement to QIBs as defined in SEBI ICDR Regulations or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law.

The issue of securities may be consummated in one or more tranches/issuance at such time or times at such price, whether at a discount or premium to market price or prices in such manner and on such terms and conditions as the Board may in its absolute discretion decide, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, book running lead managers, underwriters and such other authority or authorities as may be necessary and subject to, as applicable, the SEBI ICDR Regulations, the Depository Receipts Scheme, 2014 and other applicable guidelines, notifications, rules and regulations, each as amended.

Pursuant to Sections 41, 42, 62(1)(c), 71 and other applicable provisions of the Companies Act, 2013 ("Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), the SEBI ICDR Regulations and any other law, approval of the members is required to be obtained by way of a special resolution.



Therefore, consent of the members is being sought by way of a special resolution in this 45th Annual General Meeting (AGM), pursuant to applicable provisions of the Act, the SEBI ICDR Regulations and any other law for the time being in force and being applicable.

The special resolution also seeks to give the Board powers to issue equity shares and/or Eligible Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit.

The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board in its sole discretion considering prevailing market conditions, practices and in accordance with the applicable laws and other relevant factors, in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope, and implications of the Item No. 9 of the 45th AGM Notice, and to take decision thereon.

None of the directors, promoters and key managerial personnel of the Company or their respective relatives, except to the extent of their shareholding entitlements, if any, is concerned or interested financially or otherwise, in the Resolution set out at Item No. 9 of the Notice.

The Board of Directors believes that the proposed capital raise is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 9 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

ITEM NO. 10 - RECLASSIFICATION OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO AUTHORISED SHARE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

The members may take note that, the current authorised capital of the company is Rs. 218,50,00,000 (Rupees Two Hundred Eighteen Crore and Fifty Lakhs Only) divided into 20,00,00,000 (Twenty Crore) equity shares of the face value of Rs. 10/- each and 1,85,00,000 (One Crore Eighty-Five Lakh) Preference Shares of the face value of Rs. 10/- each.

In Authorised Share Capital clause of Memorandum of Association, the company has unissued 1,85,00,000 (One Crore Eighty-Five Lakh) Preference Shares of the face value of Rs. 10/- (Rupees Ten Only) each which are not required by the company for any future plans. It is proposed to cancel and reclassify these Preference shares into equity shares of the company.

The existing Authorised Equity Shares Capital of the Company is proposed to be increased from 20,00,00,000 (Twenty Crore) equity shares of the face value of Rs. 10/- (Rupees Ten Only)

each to revised 21,85,00,000 (Twenty One Crore Eighty Five Lakhs) equity shares of the face value of Rs. 10/- (Rupees Ten Only) each by cancelling and reclassifying existing 1,85,00,000 (One Crore Eighty-Five Lakh) Preference Shares of the face value of Rs. 10/- (Rupees Ten Only) each.

The reclassified new 1,85,00,000 (One Crore Eighty-Five Lakh) equity shares of face value of Rs. 10/- (Rupees Ten Only) each shall be ranking pari passu in all respects with the existing Equity Shares of the Company.

The revised Authorised Share Capital of the Company shall be Rs. 218,50,00,000/- (Rupees Two Hundred Eighteen Crore and Fifty Lakhs Only) divided into 21,85,00,000 (Twenty One Crore Eighty Five Lakhs) equity shares of the face value of Rs. 10/- (Rupees Ten Only) each.

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

The Board at its meeting held on August 29, 2025, considered and approved the reclassification of the authorised Share Capital of the Company and consequent amendment to Clause-V Authorised Share Capital of the Memorandum of Association of the Company, subject to the approval of the members.

The Memorandum of Association of the Company is be available for inspection at the Registered Office of the Company during working days in business hours up to the date of the ensuring 45th Annual General Meeting.

The Board of Directors recommends passing of the resolution as set out at Item No. 10 of this Notice as Special Resolution.

None of the Directors, Promoters and Key Managerial Personnel of the Company or their respective relatives, except to the extent of their shareholding entitlements, if any, is concerned or interested financially or otherwise, in the Resolution set out at Item No. 10 of the Notice.

ITEM NO. 11 - INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY :

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further equity shares, in addition to reclassification of authorised share capital as mention in Item No. 10 of the notice and explanatory statement it is proposed to increase the Authorised Share Capital of the Company.

The Board of Directors, at their meeting held on August 29, 2025 by considering proposed effective reclassification of authorised share capital approval, and subject to approval by the members at ensuring 45th Annual General Meeting, provided its approval for increase in Authorised Share Capital of the Company from existing Rs. 218,50,00,000/- (Rupees Two Hundred Eighteen Crore and Fifty Lakhs Only) divided into 21,85,00,000 (Twenty One Crore Eighty Five Lakhs) equity



shares of the face value of Rs. 10/- (Rupees Ten Only) each to revised Rs. 240,00,00,000/- (Rupees Two Hundred Forty Crores Only) divided into – 24,00,00,000 (Twenty-Four Crore) equity shares of the face value of Rs. 10/- (Rupees Ten Only) each.

The additional new 2,15,00,000 (Two Crore Fifteen Lakhs) equity shares of face value of Rs. 10/- (Rupees Ten Only) each to be created shall be ranking pari passu in all respects with the existing Equity Shares of the Company.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital 'Clause-V' in the Memorandum of Association of the Company be altered accordingly.

The proposed increase of Authorised Share Capital requires the approval of members in general meeting under section 4, 13, 61 and 64 of the Companies Act, 2013 and Rules framed therein. The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

The Board of Directors recommends the above Ordinary Resolutions for your approval.

None of the Directors, Promoters and Key Managerial Personnel of the Company or their respective relatives, except to the extent of their shareholding entitlements, if any, is concerned or interested financially or otherwise, in the Resolution set out at Item No. 11 of the Notice.

Belagavi, August 29, 2025

Registered Office:

Ravindra Energy Limited

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

Tel.: +91-831-2406600

Email ID : contact@ravindraenergy.com / secretarial@ravindraenergy.com

CIN: L40104KA1980PLC075720 | Website: www.ravindraenergy.com

By Order of the Board of Directors
For Ravindra Energy Limited

Sd/-
Mr. Madhukar Shipurkar
Company Secretary & Compliance Officer
ACS No. 64947



Annexure-A

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT/REVISION IN REMUNERATION LIMITS AS A DISCLOSURE REQUIREMENT IN THE ENSURING 45th ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name & Designation	Mr. Narendra Murkumbi	Mr. Sidram Kaluti	Dr. Vidya Murkumbi	Mr. Shantanu Lath
Director Identification Number (DIN)	00009164	00017933	00007588	07876175
Designation / Category of Director	Non-Executive Director, Promoter Category	Non-Executive Director, Non-independent Director	Whole-time Director, Promoter and Executive Chairperson	Whole-time Director, Designated as Chief Executive Officer
Age	55 years	79 years	77 Years	43 years
Date of Birth	14-04-1970	06-07-1946	05-01-1948	30-09-1981
Date of Appointment initial	29-06-2020	14-08-2014	14-08-2014	11-08-2020
Qualifications	IIM Ahmedabad, BE	BA HDC, NIS	Doctorate Degree and B. Sc.	C.A., B.Com.
Expertise in specific functional areas	<p>He co-founded Shree Renuka Sugars Limited and built the Company into one of the largest manufacturers and refiners of sugar in the world with operations in India and Brazil.</p> <p>He was the Vice Chairman and Managing Director of Shree Renuka Sugars Limited.</p> <p>He held the position of Non-Executive Director on the Company's Board up-to August 13, 2019.</p>	<p>Served in various capacities as Government Officer i.e., Inspector of Police, Asst. Registrar of Co-Operative Societies, District Youth Services and Sports Officer, Dy. Registrar of Co-Operative Societies, MD of DCC Bank, Jt. Registrar of Co-Operative Societies, Land Development Officer of CADA, MD of Shri Bhagyalaxmi Sahakari Sakkare Karkhane Limited, Coordinator for newly established 10 Sugar factories.</p> <p>He was on the Board of Shree Renuka Sugars Limited and WTD of Shree Renuka Energy Limited.</p> <p>He was the founder member of Karnataka Sugar Institute and Chandaragi Sports School.</p>	<p>Doctorate Degree and B. Sc.</p> <p>43 years of experience in trading business. She was involved in trading and distribution of various Tata and Parle products. She has rich experience of manufacturing businesses also Cofounded industries engaged in agro processing and chemical formulations. Co-promoter of Shree Renuka Sugars Limited. The projects of Shree Renuka Sugars Limited were implemented / acquired under her leadership. She was at the helm of Shree Renuka Sugars Limited since its inception and the growth of the Company is attributed to her able leadership.</p>	<p>Wide experience in the areas of finance and business development. He has worked as group leader in CRISIL, Vice President – Business Development for South-East Asia and Middle-East Markets at Adventity. He was Deputy General Manager – Structured Finance and Business Development at LANCO. He held the position of President–Director in PT. Renuka Coalindo TBK for over seven years.</p> <p>Has been appointed as the Whole-Time Director designated as the Chief Executive Officer of Ravindra Energy Limited since August 11, 2020.</p>
Directorships held in other public companies*	REL Rural Warehousing Limited	RHIBHU Rooftop Solar Solutions Limited	REL Rural Warehousing Limited	RHIBHU Rooftop Solar Solutions Limited
Memberships / Chairmanships of Committees of other public companies.	NIL	NIL	Nil	NIL
Number of Shares held in the Company* March 31, 2025	4,15,34,310 Equity Shares of Rs. 10/- each	NIL	5,03,000 Equity Shares of Rs. 10/- each	NIL



Name of listed entities from which the person has resigned in the past three years	NIL	NIL	Nil	NIL
Terms and Conditions of appointment / reappointment	Re-appointment as a Non-Executive, promoter Non-Independent Director	Re-appointment as a Non-Executive, Non-Independent Director	No change in appointment, except proposed for approval of members for revision in limits of remuneration payable up-to Rs. 3 Crores per annum. Other terms and conditions as per the agreement.	No change in appointment, except proposed for approval of members for revision in limits of remuneration payable up-to Rs. 3 Crores per annum. Other terms and conditions as per the agreement.
Details of Remuneration sought to be paid	Except sitting fees and reimbursement of expenses for participation in the board and other committee meetings, no other remuneration is payable.	Except sitting fees and reimbursement of expenses for participation in the board and other committee meetings, no other remuneration is payable.	As per details provided in explanatory statement of Item No. 6 of this notice.	As per details provided in explanatory statement of Item No. 7 of this notice.
No. of meetings of the Board attended	All the 7 Board Meeting attended	All the 7 Board Meeting attended	All the 7 Board Meeting attended	6 Board Meeting attended out of 7
Remuneration last drawn in F.Y. 2024-25	Not Applicable as only meeting related sitting fees are provided	Not Applicable as only meeting related sitting fees are provided	Rs. 1.01 Crores per annum	Rs. 1.60 Crores per annum
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Son of Dr. Vidya Murkumbi, Promoter and Whole-time Director Designated as Executive Chairperson	Not Related	Mother of Mr. Narendra Murkumbi who is Promoter and Non-executive Director in company	Not Related

*Excluding foreign companies and Section 8 companies.