

NOTICE OF EXTRAORDINARY GENERAL MEETING
(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

NOTICE is hereby given that an Extraordinary General Meeting ("EGM" or "Meeting") of the Shareholders of Raghav Productivity Enhancers Limited (hereinafter referred to as the "Company") will be held on Wednesday, August 25, 2021 at 3:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") mode to transact the following special business:

SPECIAL BUSINESS:

Item No. 1: Raising of funds through Issue of Unsecured Compulsorily Convertible Debentures on a Preferential Basis:

To consider and if thought fit, to pass the following resolution as a *Special Resolution*:

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any amendments, statutory modifications(s) or re-enactment thereof for the time being in force), the memorandum and articles of association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST Regulations"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended (collectively the "SEBI Regulations"), and the equity listing agreement entered into by the Company with BSE Limited ("**BSE**") and subject to necessary compliance(s) in accordance with all other applicable laws, rules, regulations, circulars and guidelines and also subject to such further approvals, permissions, sanctions and consents as may be necessary and required from respective authorities prescribed thereunder, and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions, and consents as the case may be) which may be accepted by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any duly constituted or to be constituted and authorized committee thereof to exercise its powers under the resolution), consent of the shareholders of the Company ("Shareholders") be and is hereby accorded to create, offer, issue and allot by way of preferential allotment on private placement basis, 6,00,000 (Six Lakhs) Unsecured Compulsorily Convertible Debentures of the Company ("CCDs") having a face value of Rs. 515/- (Rupees Five hundred and fifteen only) with the aggregate amounts on such CCDs of Rs. 30,90,00,0000 (Rupees Thirty Crore Ninety Lakh only) being convertible into 6,00,000

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(Six Lakhs) Equity Shares of the face value of Rs. 10/- each of the Company ("Conversion Shares") at a conversion price of Rs. 515/- (Rupees five hundred and fifteen Only) per equity share (including a premium of Rs. 505/- per equity share) (appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger or any such capital or corporate restructuring), to the following Investor(s);

Sr. No.	Name of Investor(s)	No. of CCD(s)	Face Value of each CCD	Total consideration
1	Mr. Rakesh Jhunjhunwala	6,00,000 (Six Lakhs only)	Rs. 515/- (Rupees five hundred and fifteen only)	Rs. 30,90,00,0000 /- (Rupees Thirty Crore Ninety Lakhs only)

RESOLVED FURTHER THAT the Board be and is hereby authorised to offer, issue and allot requisite number of equity shares, not exceeding 6,00,000/- (Six Lakhs only) equity shares, to the holders of CCDs upon conversion of the CCDs.

RESOLVED FURTHER THAT the said CCDs shall be issued and allotted by the Company to the Investor within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the allotment of the said CCDs is pending on account of pendency of any approval(s) for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of last such approval

RESOLVED FURTHER THAT the CCDs being offered, issued and allotted to the Investor by way of a preferential allotment shall inter alia carry the following terms:

- i. The CCDs and the equity shares issued upon conversion of the CCDs, shall be in dematerialised form and shall be subject to the provisions of the memorandum and articles of association of the Company.
- ii. The "Relevant Date" for the purpose of calculating the price of the Conversion Shares shall be 26th July 2021, being the date 30 (thirty) days prior to the date on which the meeting of Shareholders is to be held to consider the proposed issuance of CCDs.
- iii. The CCDs and equity shares issued upon conversion of the CCDs, shall be subject to lock-in as provided under the provisions of the ICDR Regulations. Subject to the aforesaid lock-in requirements, the CCDs and equity shares issued upon conversion of the CCDs shall be freely transferable.
- iv. The CCDs shall be unsecured.

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- v. The CCDs shall carry a coupon of 15% (Fifteen percent) per annum calculated on the basis of a 365 (three hundred sixty-five) day year.
- vi. The CCDs shall be converted into equity shares at the end of 18 (eighteen) months from the allotment of CCDs.
- vii. The CCDs (i.e. the face value of the CCDs) shall be convertible into equity shares at a conversion price of Rs. 515/- (Rupees five hundred and fifteen Only) per equity share with the aggregate amount i.e. the face value of Rs. 10/- per equity share and premium of Rs. 505/- per equity share, appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger or any such capital or corporate restructuring.
- viii. The equity shares to be issued to the Investor shall rank pari passu with the existing equity shares of the Company in all respects, including as to dividend and in the event of liquidation, as may be permissible under the applicable laws.
- ix. The CCDs shall rank pari passu with other series of compulsorily convertible debentures (if any) in respect of payment of coupon and in the event of liquidation, as may be permissible under the applicable laws.

RESOLVED FURTHER THAT the equity shares proposed to be allotted to the Proposed Allottee upon conversion of the CCDs, be listed on BSE, and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the equity shares proposed to be allotted to the Proposed Allottee upon conversion of the CCDs and for the admission of such equity shares issued pursuant to the conversion of CCDs with the depositories, viz. National Securities Depository Limited ("**NSDL**") and Central Depository Services Limited ("**CDSL**"), and for the credit of the CCDs and the equity shares allotted upon conversion of the CCDs to the demat account of the Proposed Allottee.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottee for application of the CCDs pursuant to this private placement shall be kept by the Company in a separate bank account to be opened by the Company with any schedule commercial bank and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid 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, proper or desirable for such purpose, including but not limited to execution of various deeds, documents, writings, agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may

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arise in the proposed issue, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed it by the Board, to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

Date: August 01, 2021

Place: Jaipur

**By the Order of Board of Directors
for Raghav Productivity Enhancers Limited**

**Neha Rathi
(Company Secretary)
M.No.: A38807**

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NOTES

- 1.** In view of the outbreak of the COVID-19 pandemic, social distancing norms and pursuant to the circular no. 14/2020 dated April 08, 2020, circular no.17/2020 dated April 13, 2020 issued by the ministry of corporate affairs ("MCA") followed by circular no. 20/2020 dated May 05, 2020 and circular no. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time (collectively referred to as "MCA circulars"), the MCA has permitted the holding of the Extra-ordinary General Meeting ("EGM") through video conferencing ("VC") / other audio visual means ("OAVM"), without the physical presence of the shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA circulars, the EGM of the company is being held through VC / OAVM. The deemed venue for the EGM shall be the registered office of the company.
- 2.** The explanatory statement pursuant to section 102(1) of the Act, which sets out details relating to special business to be transacted at this EGM, is annexed hereto.
- 3.** Pursuant to the provisions of the Act, a shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a shareholder of the company. Since this EGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders will not be available for the EGM and hence the proxy form and attendance slip are not annexed to this notice.
- 4.** Since the EGM will be held through VC/OAVM, the route map of the venue of the EGM is not annexed hereto.
- 5.** In case of joint holders, the shareholder whose name appears as the first holder in the order of names as per the register of members of the company will be entitled to vote at the EGM.
- 6.** Non-resident Indian shareholders are requested to immediately inform their depository participant (in case shares are held in demat form), about:
 - i. the change in the residential status on return to India for permanent settlement.
 - ii. the particulars of the NRE account with a bank in India, if not furnished earlier.
- 7.** Shareholders, whose shareholding is in electronic mode, are requested to notify about change of address and updates about bank account details to their respective depository participants(s) (DP), directly.

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- 8.** As per the provisions of section 72 of the Act, the facility for making nomination is available for the shareholders in respect of the shares held by them. Shareholders, who have not yet registered their nomination, are requested to register the same by submitting Form No.SH-13. Shareholders are requested to submit these details to their DP.
- 9.** All documents referred to in the notice will also be available electronically for inspection without any fee by the shareholders from the date of circulation of this notice up to the date of EGM. Shareholders seeking to inspect such documents can send an email to `cs@rammingmass.com`.
- 10.** In compliance with the aforesaid MCA circulars and SEBI circulars, Notice of the EGM is being sent only through electronic mode to those shareholders, whose email addresses are registered with the company/ depositories/ RTA. Shareholders may note that the Notice will also be made available on the company's website www.rammingmass.com website of the stock exchanges i.e. BSE Limited at www.bseindia.com, and on the website of CDSL www.evotingindia.com.
- 11.** To support the 'Green Initiative', shareholders, who have not yet registered their email addresses, are requested to register the same with their DPs.
- 12.** Institutional/ Corporate shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (in PDF/ JPG format) of its board or governing body resolution/ authorisation, etc., authorizing their representative to attend the EGM on its behalf and to vote through remote e-voting. The said resolution/ authorisation shall be sent through the registered email address of the shareholder to the scrutinizer at `cssandeep@armsandassociates.com` with a copy marked to `helpdesk.evoting@cDSLindia.com`.
- 13.** Instructions for e-voting and joining the EGM through VC/OAVM are as follows:
 - (I) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting System on the date of the EGM will be provided by CDSL.

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- (II) The shareholders can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the EGM by following the procedure mentioned in the notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on a first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee and stakeholders' relationship committee, auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- (III) The attendance of the shareholders, attending the EGM through VC/ OAVM, will be counted for the purpose of ascertaining the quorum under section 103 of the Companies Act, 2013.
- (IV) Pursuant to MCA circulars, the facility to appoint proxy to attend and cast vote for the shareholders is not available for this EGM. However, in pursuance of section 112 and section 113 of the Companies Act, 2013, representatives of the shareholders can attend the EGM through VC/ OAVM and cast their votes through e-voting.
- (V) In line with the MCA circulars, the notice calling the EGM has been uploaded on the website of the company at www.rammingmass.com. The notice can also be accessed from the websites of the stock exchanges i.e. BSE Limited at www.bseindia.com. The EGM notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
- (VI) The company has appointed Mr. Sandeep Kumar Jain Designated Partner of M/s. ARMS & Associates LLP, Company Secretaries (Membership No. FCS 5398) as the scrutinizer to scrutinize the voting at the EGM and remote e-voting process, in a fair and transparent manner.

(VII) The instructions for shareholders for remote e-voting are as under:

- (i) The voting period begins on Sunday, August 21, 2021 at 10:00 A.M. (IST) and ends on Tuesday, August 24, 2021 at 5:00 P.M. (IST). During this period, shareholders of the company, holding shares as on the cut-off date (record date) of Wednesday, August 18, 2021 may cast their vote electronically. The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the company as on the

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said cut-off date. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the EGM date would not be entitled to vote at the meeting venue.
- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- (iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user Ids and passwords by the shareholders.
- (v) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (vi) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email-id in their demat accounts in order to access e-voting facility.

Pursuant to aforesaid SEBI circular, the login method for e-voting and joining virtual meetings **for individual shareholders holding securities in demat mode** is given below:

Type of shareholders	Login method
Individual	1) Users who have opted for CDSL Easi / Easiest facility,

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shareholders holding securities in demat mode with CDSL	<p>can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on login icon and select new system Myeasi.</p> <ol style="list-style-type: none"> 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting service providers i.e. CDSL/ NSDL/ KARVY/ LINKINTIME, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-voting page by providing demat account number and PAN number from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or on a mobile. Once the home page of e-services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS'

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	<p>section. A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-voting' under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name 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>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select 'Register Online for IDeAS Portal' or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your user ID (i.e. your sixteen digit demat account number hold with NSDL), password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>
Individual shareholders (holding securities in demat mode) login through their	You can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.

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Depository Participants	Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting
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Important note: Shareholders, who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-voting and joining virtual meeting for **shareholders (other than individual shareholders holding in demat form & physical shareholders)** is given below:

- (1) The shareholders should log on to the e-voting website www.evotingindia.com.
- (2) Click on "Shareholders" module.
- (3) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in physical form should enter folio number registered with the company.

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- (4) Next enter the Image Verification as displayed and Click on Login.
- (5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (6) If you are a first time user follow the steps given below:

For Shareholders holding shares in demat form (other than individual and physical form)	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (v).

After entering these details appropriately, click on "SUBMIT" tab.

Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders holding shares in demat form will now reach 'password creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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- (7) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (8) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (9) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (10) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (11) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (12) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (13) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (14) **Note for non-individual shareholders and custodians:**
 - Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.

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- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the board resolution and power of attorney (POA), which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively non-individual shareholders are required to send the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory, who are authorized to vote, to the scrutinizer and to the company at the email address viz; cssandeep@armsandassociates.com and cs@rammingmass.com, respectively, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(VIII) Instructions for shareholders attending the EGM through VC/OAVM and e-voting during meeting are as under:

- (i) The procedure for attending EGM and e-voting on the day of the EGM is the same as the instructions mentioned above for remote e-voting.
- (ii) The link for VC/OAVM to attend EGM will be available where the EVSN of the company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- (iii) Shareholders are encouraged to join the EGM through laptops / ipads for better experience.
- (iv) Shareholders, who have voted through remote e-voting, will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM/EGM.
- (v) Further, shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the EGM.
- (vi) 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.

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- (vii) Shareholders who would like to express their views/ask questions during the EGM may register themselves as a speaker by sending their request in advance atleast five (5) days prior to EGM mentioning their name, demat account number/folio number, email id, mobile number at cs@rammingmass.com. The shareholders, who do not wish to speak during the EGM but have queries may send their queries in advance five (5) days prior to EGM mentioning their name, demat account number/folio number, email id, mobile number at cs@rammingmass.com. These queries will be replied to by the company suitably by email.
 - (viii) Those shareholders, who have registered themselves as a speaker, will only be allowed to express their views or ask questions during the EGM. The company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
 - (ix) Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EGM.
 - (x) If any votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the EGM through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the EGM is available only to the shareholders attending the EGM.
- (IX) Process for those shareholders, whose email/ mobile number are not registered with the company/ depositories:**
- (i) For physical shareholders: Please provide necessary details, like folio number, name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to company/RTA email-id.
 - (ii) For demat shareholders: Please update your email-id and mobile number with your respective depository participant (DP).
 - (iii) For individual demat shareholders: Please update your email id and mobile number with your respective depository participant (DP), which is mandatory while e-voting and joining virtual meetings through depository.

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If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Other Information

- (I) The scrutinizer shall, immediately after the conclusion of voting at the EGM, count the votes cast at the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the chairman or a person authorised by him in writing, who shall countersign the same.
- (II) The chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated scrutinizer's report, declare the results of the voting. The result declared, along with the scrutinizer's report, shall be placed on the company's website www.rammingmass.com and on the website of CDSL, immediately after the results are declared and communicated to the stock exchanges, where the equity shares of the company are listed.
- (III) Subject to receipt of requisite number of votes, the resolution proposed in the notice shall be deemed to be passed on the date of the EGM, i.e. Wednesday, August 25, 2021.

ANNEXURE TO THE NOTICE

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

Item No. 1 - Raising of funds through Issue of Compulsorily Convertible Debentures on a Preferential Basis:

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It is proposed to issue and allot 600000 (Six Lakhs) Compulsorily Convertible Debentures ("CCDs") having face value of Rs. 515/- (Rupees five hundred and fifteen Only) each, the face value of which will be convertible into ordinary equity shares of the Company ("Conversion Shares") at a conversion price of INR 515/- (Rupees five hundred and fifteen Only) per equity share with the aggregate amount i.e. the face value of Rs. 10/- per equity share and premium of Rs. 505/- per equity share, which is in compliance with the ICDR Regulations.

The Board of Directors, at their meeting held on 01 August 2021 have (subject to the approval of the Shareholders and regulatory approvals) approved the proposal to issue the CCDs.

In terms of Section 42 of the Companies Act, 2013 read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, the Company furnishes the following information in accordance with Companies (Share Capital and Debentures) Rules, 2014

Particulars of offer	Issuing and allotting INR 30,90,00,000 (Rupees Thirty crore ninety Lakh only) Compulsorily Convertible Debentures of the Company having face value of Rs. 515/- (Indian Rupee five hundred and fifteen only) on private placement basis
Date of passing Board Resolution	01st August, 2021
Purposes and object of the offer	The proceeds of the preferential offer are proposed to be used to fund the Company's growth capital requirements, general corporate purposes, strategic acquisitions, maintenance of adequate liquidity for future requirements in line with the growth strategy of the Company.
Kinds of securities offered	Compulsorily Convertible Debentures of the Company having face value of Rs. 515/- (Indian Rupee five hundred and fifteen only) being convertible into 6,00,000 (Six Lakhs) equity shares of the face value of Rs. 10/- each of the Company ("Conversion Shares") at a conversion price of Rs. 515/- (Rupees five hundred and fifteen Only) per equity share (including a premium of Rs. 505/- per equity share).

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Price at which the security is being offered including the premium, if any, along with justification of the price	The CCDs are being offered at face value of INR 515/- (Indian Rupee five hundred and fifteen only) per CCD.
Amount which the Company intends to raise by way of such securities	INR 30,90,00,000 (Rupees Thirty crore ninety Lakh only)
Principle terms of assets charged as securities	Not Applicable
Coupon Rate	The CCDs shall carry a coupon of 15% (Fifteen percent) per annum calculated on the basis of a 365 (three hundred sixty-five) day year.
Relevant date with reference to which the price has been arrived at;	26 July, 2021
The class or classes of persons to whom the allotment is proposed to be made;	Individual
Intention of promoters, directors or key managerial personnel to subscribe to the offer (applicable in case they intend to subscribe to the offer) [not required in case of issue of non-convertible debentures;	The entire issue of Equity shares will be made to financial investors and no securities are being subscribed by the promoters, directors or key managerial personnel of the Company

Other terms relating to issue of CCDs

1. The issue and allotment of the CCDs so offered shall be in dematerialised form and equity shares issued upon the conversion of the CCDs shall, subject to receipt of necessary approvals, be listed and traded on the BSE Limited and shall be subject to the provisions of the memorandum and articles of association of the Company.
2. The tenure of the CCDs shall not exceed 18 (eighteen) months from the date of their allotment.
3. The disclosures required pursuant to Regulation 163(1) of ICDR Regulations and the Companies Act, 2013, are as follows:

a. Objects of the preferential issue

The proceeds of the preferential offer are proposed to be used to fund the Company's growth capital requirements, general corporate purposes, strategic

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acquisitions, maintenance of adequate liquidity for future requirements in line with the growth strategy of the Company

b. Total number of securities to be issued, price or price band at/within which the allotment is proposed, basis on which the price has been arrived at

600,000 (Six Lakhs) CCDs having face value of Rs. 515/- (Rupees five hundred and fifteen Only) CCDs each, at par, carrying a coupon of 15% interest per annum and paid at the time of conversion of CCD's into equity shares, and having a term of 18 (eighteen) months from the date of allotment, each fully paid up, are proposed to be issued against receipt of an aggregate amount of INR 30,90,00,000 (Rupees Thirty crore ninety Lakh only) from the following Investor(s);

Sr. No.	Name of Investor(s)	No. of CCD(s)	Face Value of each CCD	Total consideration
1	Mr. Rakesh Jhunjhunwala	6,00,000 (Six Lakhs)	Rs. 515/- (Rupees five hundred and fifteen only)	Rs. 30,90,00,0000 /- (Rupees Thirty crore ninety Lakh only)

The CCDs, i.e. the face value shall be convertible into 6,00,000 (Six Lakhs) equity shares of the face value of Rs. 10/- each of the Company ("Conversion Shares") at a conversion price of Rs. 515/- (Rupees five hundred and fifteen Only) per equity share (including a premium of Rs. 505/- per equity share), appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger or any such capital or corporate restructuring.

The conversion price of the equity shares to be allotted upon conversion of the CCDs to the Investor have been arrived at taking into consideration the minimum floor price determined under the ICDR Regulations.

The price for the conversion of CCDs into equity shares is Rs. 515/- (Rupees five hundred and fifteen Only) which is higher than the minimum price computed as per Regulation 164 (1) the ICDR Regulations for preferential issue, being higher of:

- i. the average of the high and low of the volume weighted average prices at BSE Limited for 26 weeks prior to the Relevant Date i.e. Rs. 313/- and

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- ii. the average of the high and low of the volume weighted average prices at BSE Limited for 2 weeks prior to the Relevant Date. i.e. Rs. 513/-

The price at which the equity shares are proposed to be allotted is higher than the minimum price

c. Proposal of the Promoters, Directors or Key Management Personnel of the Company to subscribe to the offer:

None of the promoters, directors or key management personnel of the Company has any intention to subscribe to the offer. This issue/offer is limited to the Investor on a preferential basis.

d. Shareholding Pattern of the Company before and after the Preferential Issue

<u>Sr. No.</u>	<u>Category & Name of Members</u>	<u>Pre- preferential Allotment</u>		<u>*Post-preferential Allotment</u>	
		<u>No. of Shares as On June 30, 2021</u>	<u>% of holding</u>	<u>No. of Shares</u>	<u>% of holding</u>
(A)	<u>Promoter & Promoter Group:</u>				
(1)	<u>Indian:</u>				
(a)	Individual/ HUF	75,70,652	69.61%	75,70,652	65.97%
(b)	Body Corporate	-	-	-	-
(2)	Foreign Promoters	-	-	-	-
	Total Shareholding of Promoter & Promoter Group	75,70,652	69.61%	75,70,652	65.97%
	Subtotal A = (1) +(2)				
B.	<u>Public Shareholding:</u>				
(a)	Institutional Investors	-	-	-	-
(b)	Non-Institutional (including NRI and Body Corporate)	33,05,648	30.39%	39,05,648	34.03%
	Subtotal- B = (a) + (b)	33,05,648	30.39%	39,05,648	34.03%
	Grand Total (A+B)	1,08,76,300	100.00%	1,14,76,300	100.00%

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***Post preferential allotment is calculated on a fully diluted and converted basis assuming the conversion of entire CCDs into into 600,000 equity shares at face value of Rs. 10/- each**

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

Pursuant to Regulation 170(1) of the ICDR Regulations, the CCDs shall be allotted within a period of 15 (fifteen) days from the date of approval of the Shareholders to the proposed preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval

f. Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Name of the Propose Allottee	Category	Ultimate Beneficial Owner	No. of equity shares proposed to be allotted	Pre-Issue Shareholding		*Post – Issue Shareholding	
				Shares	%	Shares	%
Rakesh Jhunjhunwala	Public	Not Applicable	6,00,000	0	-	600000	5.23

***Post preferential shareholding is calculated on a fully diluted and converted basis assuming the conversion of entire CCDs into 600,000 equity shares at face value of Rs. 10/- each and adding of the same in paid-up equity capital of the Company.**

g. Change in control, if any, in the Company that would occur consequent to the preferential issue

There will be no change in control of the Company pursuant to the issuance of the CCDs to the Investor(s) and consequent to issuance of equity shares by the Company to the Investor(s) upon conversion of CCDs.

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

Nil in the Financial Year 2021-2022

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

Not applicable, as the allotment of the CCDs is proposed to be made is not for consideration other than cash

j. Undertaking

1. None of the Company, its Directors or Promoter have been declared as willful defaulter as defined under the ICDR Regulations. None of its Directors is a fugitive economic offender as defined under the ICDR Regulations.

2. As the Equity Shares have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

k. Lock in

The CCDs and the equity shares to be allotted upon conversion of the face value will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167(2) and 167(3) of the ICDR Regulations

l. Non-Disposal of Shares

The Investor has not sold any equity shares in the Company during the six months preceding the Relevant Date. The issue of CCDs is in accordance with the provisions of the memorandum and articles of association of the Company.

m. Payment Terms

In accordance with Regulation 169 of the ICDR Regulations, the entire consideration determined in terms of Regulation 164 of the ICDR Regulations, shall be paid on or before the date of allotment of the CCDs.

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n. Listing

The Company will make an application to the stock exchange at which the existing shares are listed, for listing of the equity shares to be issued upon conversion of the CCDs. The equity shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

o. Auditor's Certificate

The certificate issued by M/s A. Bafna & Co. , Chartered Accountants, Statutory Auditors of the Company as to the pricing of the equity shares to be issued upon conversion of the CCDs and certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI Regulations, will be placed before the shareholders at the Meeting and will be kept open for inspection at the registered office of the Company between 11.00 am and 1.00 pm up to the date of shareholders Meeting on all working days (except Sunday and Public Holiday)

In terms of Sections 42 and 71 of the Companies Act, 2013, approval of the shareholders by way of a special resolution is required to issue the CCDs by way of a preferential allotment on private placement basis. Hence, the Board recommends the proposed resolution for your approval by way of a Special Resolution.

None of the directors or key managerial personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

Date: August 01, 2021

Place: Jaipur

**By the Order of Board of Directors
for Raghav Productivity Enhancers Limited**

**Sd/-
Neha Rathi
(Company Secretary)
M.No.: A38807**

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