

RAW EDGE INDUSTRIAL SOLUTIONS LIMITED

AN ISO 9001:2015 & 14001:2015 CERTIFIED COMPANY | CIN: L14219MH2005PLC240892

REGD. OFFICE:

B1-401, B WING, BOOMERANG, CHANDIVALI FARM ROAD, ANDHERI EAST, MUMBAI - 400072. M:+91 9724306856 CORPORATE OFFICE:

02, NAVKRUTI APPT., B/H. B.R. DESIGNS, NR. LAL BUNGLOW, ATHWALINES, SURAT - 395007.

M:+91 9724326805

Date: 18/08/2022

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Scrip ID/Code

: RAWEDGE / 541634

Subject

: Notice of 18th Annual General Meeting of the Company

Dear Sir/Madam,

With reference to the above captioned subject, please find enclosed herewith the notice of 18th Annual General Meeting of the members of the Company scheduled to be held on Friday, 16th September, 2022 at 11.00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OACM) to transact the business as set out in the notice of the AGM. The company has completed dispatching the same along with the Annual report for the financial year 2021-22 to its shareholders.

This enclosure is now being submitted under Regulation 30 and schedule III of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Kindly take the above information on record and oblige.

Thanking you. Yours Faithfully,

For Raw Edge Industrial Solutions Limited

Ricky Kapadia

Company Secretary & Compliance Officer

ACS No.: 60440

Encl.: Notice of 18th Annual General Meeting of the Company



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SURAT - 395007.
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NOTICE OF 18TH ANNUAL GENERAL MEETING

Notice is hereby given that the 18th Annual General Meeting of the Members of Raw Edge Industrial Solutions Limited will be held on Friday, 16th September, 2022 at 11.00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2022 and Profit & Loss Account for the year ended on that date together with the report of the Board of Directors & Auditors' thereon.

"RESOLVED THAT the Audited Balance Sheet, Profit and loss account and Cash Flow Statement for the year ended 31st March, 2022 along with the Auditors report and Director's Report, be and are hereby considered, Adopted and Approved"

2. To appoint Mr. Sourabh Bimalkumar Bansal (DIN: 00527233) as a Director liable to retire by rotation:

To appoint a Director in place of Mr. Sourabh Bimalkumar Bansal, Non-Executive Director (DIN: 00527233), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

"RESOLVED THAT in accordance with the provision of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Sourabh Bimalkumar Bansal, Non-Executive Director (DIN: 00527233), who retires by rotation at this annual general meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. Re-appointment of Mr. Bimalkumar Rajkumar Bansal (DIN: 00029307), as the Managing Director of the Company for a further period of 5 (Five) years.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or reenactment thereof, for the time being in force) and subject to such consents and permissions, as may be required, the approval of the Members of the Company be and is hereby accorded for the proposed reappointment of Mr. Bimalkumar Rajkumar Bansal (DIN: 00029307), as the Managing Director of the Company, for a further period of 5 (Five) years commencing from 14th February 2023 to 13th February 2028, on such terms and conditions as set out in the Explanatory Statement annexed hereto, with Liberty to the Board of Directors to vary, amend or revise the remuneration within the maximum ceiling specified under the Act and as may be Approved by the Board of Directors.

Email: info@rawedge.in Website: www.rawedge.in

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee or any Director of the Company be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To re-appoint Mr. Saurabh Kamalkishore Agarwal as an Independent Director 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 pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Saurabh Kamalkishore Agarwal, (DIN: 01519920), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed to hold office for five consecutive years from 14th February, 2023, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution."

5. Approval of Material Related Party Transaction(s)

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made there under, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s)as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the course of the business on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company, for each of the financial years (FY), such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value as specified under each category for each financial year, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and

executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

For and on behalf of the Board of Directors

RAW EDGE INDUSTRIAL SOLUTIONS LIMITED

Date: 12th August, 2022

Place: Surat

Ricky Kapadia

Company Secretary & Compliance Officer

NOTES:

- 1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December, 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars") and Securities Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated 13 May, 2022, and other applicable circulars issued in this regard, permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the 18th AGM of the Company shall be the registered office of the Company.
- 2. In terms of the MCA circular, since this AGM is being held through VC / OAVM pursuant to the MCA's circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies under section 105 of the Act by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 3. Corporate Members pursuant to Section 113 of the Companies Act, 2013 intending to attend the Annual General Meeting through their authorized representatives, are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.
- 4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 5. In compliance with the aforesaid MCA Circulars and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at www.rawedge.in, on website of BSE Limited at www.bseindia.com and on the website of NSDL https://www.evoting.nsdl.com.
- 6. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
- Members may note that the VC/OAVM Facility, provided by NSDL, allows participation upto 1,000
 Members on a on a first-come-first-served basis. The large shareholders (i.e. 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. can attend the 18th AGM without any restriction on account of first-come first-served principle.
- Register of Members and Share Transfer Books of the Company shall remain closed from 10th day of September, 2022 to 16th day of September, 2022 (both day inclusive).
- Members seeking any information/document as referred in the notice are requested to write to the Company on or before 16th September, 2022 through email at <u>cs@rawedge.in</u>. The same will be addressed by the Company suitably.
- 10. Equity shares of the Company are under compulsory demat trading by all Investors.
- 11. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their queries to RTA or Company.
- 12. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re- appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules there under.
- 13. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, 09th September, 2022.
- 14. Since this AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

15. Information and other instructions relating to e-voting are as under:

- I. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 18th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The members who are entitled to vote and participate in the AGM through VC / OAVM, and have not cast their vote on the resolutions through remote e-voting shall be eligible to vote through e-voting system during the AGM.
- III. The members who have voted though e-voting are also entitled to attend/ participate in the AGM through VC / OAVM but not entitled to cast their vote during the meeting.
- IV. Shri Ranjit Kejriwal, Practicing Company Secretary has been appointed to act as a scrutinizer to scrutinize the e-voting during the Annual General Meeting and the remote e-voting process in a fair and transparent manner.
- V. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the cut-off date i.e. Friday, 09th September, 2022.
- VI. A person, whose name is recorded in the register of members as on the cut-off date, i.e. Friday, 09th September, 2022 only shall be entitled to avail the facility of remote e-voting / voting.
- VII. The e-voting facility will be start from 13th day of September, 2022 at 9:00 a.m. and will end on 15th day of September, 2022 on 5:00 p.m.
- VIII. The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than two working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company. The results shall be communicated to the Stock Exchanges.
- IX. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, 16th September, 2022.
- X. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Friday 09th September, 2022, may obtain the login ID and password

by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on ewww.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday 09th September, 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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

- Members will be able to attend the AGM through VC / OAVM provided by NSDL at <u>https://www.evoting.nsdl.com</u> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
 - 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. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. 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.
- v. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- vi. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@rawedge.in from 13th September, 2022 (9:00 a.m. IST) to 15th September, 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 13th September, 2022 at 09:00 A.M. and ends on Thursday, 15th September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

The way to vote electronically on NSDL e-Voting system consists of following method:

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method

Individual Shareholders holding securities in demat mode with NSDL

- 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider 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.
- If your are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
- 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.
- Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi.

After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 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 No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. You can also login using the login credentials of your demat account Individual Shareholders through your Depository Participant registered with NSDL for e-Voting (holding securities in facility. upon logging in, you will be able to see e-Voting option. Click demat mode) login on e-Voting option, you will be redirected to NSDL Depository site after through their successful authentication, wherein you can see e-Voting feature. Click depository participants 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.

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

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

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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:		
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is		
b) For Members who hold shares in demat account with CDSL.	IN300***12******. 16 Digit Beneficiary ID For example if your Beneficiary ID is 12********* then your user ID is 12************************************		
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 120919 then user ID is 120919001***		

- 5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at <u>evoting@nsdl.co.in</u> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rbksurat@gmail.com with a copy marked to evoting@nsdl.co.in.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and evoting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy
 of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR
 (self attested scanned copy of Aadhar Card) by email to <u>cs@rawedge.in</u>
- 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@rawedge.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- 3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

- 1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2. Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@rawedge.in. The same will be replied by the company suitably.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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 through e-voting. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

For and on behalf of the Board of Directors
RAW EDGE INDUSTRIAL SOLUTIONS LIMITED

Date: 12th August, 2022

Pace: Surat

Ricky Kapadia

Company Secretary & Compliance Officer

ANNEXURE TO NOTICE:

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 3

The members of the Company had appointed Mr. Bimalkumar Rajkumar Bansal as the Managing Director of the Company for a period of five years with effect from 14th February 2018 and the present term of his appointment would lapse on 13th February 2023.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr. Bimalkumar Rajkumar Bansal as the Managing Director, post completion of his present term, for a further period of five years.

Mr. Bimalkumar Rajkumar Bansal is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Managing Director of the Company. Mr. Bimalkumar Rajkumar Bansal satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The broad terms and conditions of the proposed re-appointment of and remuneration payable to Mr. Bimalkumar Rajkumar Bansal are annexed herewith.

Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members as per details mentioned in the Notes.

I	General Information	
1.	Nature of Industry	Manufacturing of lime and its allied activities
2.	Date of Commencement of Commercial Production	In the financial year 2006-07, Company initially started trading in Lime Fines, Limestone, Ferrous Sulphate, Quartzite, Dolomite.

		Later on, In the year 2009-10, Company so crushing plant	etup its first Calcium Lime	
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		
4.	Financial Performance based on	As per Audited Financials Statement as on	31.03.2022	
	given indicators	Particulars	Amount in Lakhs	
		Paid Up Capital	1005.84	
		Reserves excluding Revaluation	1236.53	
		Reserves		
		Total Income	4473.66	
		Total Expenses	4548.10	
		Profit before tax	(74.44)	
		Exceptional Item	0.00	
		Tax Expenses	(17.92)	
		Profit After Tax	(56.52)	
5.	Foreign investments or collaborators, If any	NIL		
II	Information about the Managing Director	Mr. Bimalkumar Rajkumar Bansal		
2	Post remuneration	Director of Raw Edge and has a vast expears in the fields of Textile, Chemical businesses. He has been awarded "Highest Exporter of category by the then Honourable Presi Narayanan. He is a dynamic entrepreneur and under his commenced its transformational journey excellence. He is a visionary and is invol direction of the company. As a mentor he inspiration at all levels of the organization executives in their learning on how to drive	f the year", in the relevant dent of India Mr. K.R. s leadership, the Company y in achieving business lived in strategizing future e provides leadership and on, and support and assist	
2.	Past remuneration	24,00,000 Yearly		
3.	Recognition or awards	4		
4.	Job profile and his suitability	As per point 1		
5.	Remuneration proposed	Rs. 24,00,000 Yearly and it may be incre recommendation of the Nomination and Ren	muneration Policy	
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position And person	Keeping in view the profile and the position justifiable and comparable to that prevailing		
		No obligation of the state of the state of		
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the Managerial personnel, if any	No relation with other Directors		

Mr. Sourabh Bimalkumar Bansal and Mr. Siddharth Bimal Bansal, Directors of the company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3. None of the other

directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution.

ITEM NO. 4

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and on the basis of the report of performance evaluation of independent director, Mr. Saurabh Kamalkishore Agarwal, it is proposed to re-appoint his for the second term as an independent director on the Board of the Company for a period of five years from 14th February, 2023. In the opinion of the Board, Mr. Saurabh Kamalkishore Agarwal fulfills the conditions specified in the Act.

He has cleared Online Self-Assessment Test with the Indian Institute of Corporate Affairs at Manesar .

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Saurabh Kamalkishore Agarwal as an Independent Director. Accordingly, the Board recommends passing of the Resolution as a Special Resolution.

Except Mr. Saurabh Kamalkishore Agarwal, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution.

The Board recommends this Resolution for Members' approval.

ITEM NO. 5

The Securities and Exchange Board of India ("SEBI"), vide its notification dated November 9, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("Amendments") introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The aforesaid amendments inter-alia included replacing of current threshold i.e. 10% (ten percent) of the listed entity's consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders' approval with the threshold of lower of 1,000 crore (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval and considering the fact that the list of related parties will change dynamically with no action on the part of the Company and to facilitate seamless contracting and rendering/availing of product between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee.

The details of transactions that require approval are given below:

S. N.	Particulars	Description	Description	Description	
1.	Name of the related party	Bimalkumar Rajkumar Bansal	Sourabh Bimalkumar Bansal	Siddharth Bimal Bansal	
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Director	Director	Director	
3.	Type and Particulars of the proposed transaction	Acquiring of Unsecured Loan and Payment of Interest thereof			
4.	Nature, Duration/ tenure, material terms, monetary	The Company shall receive unsecured loan from time to time in the form of current account up to an amount of Rs. 1 cr. per transaction for one			

	value and particulars of contract/ arrangement	financial year at an Interest Rate of 12% p.a.				
5.	Tenure of the transaction	Contract/Arrangements wit	h a duration upto 10 yea	rs.		
6.	Value of the proposed transaction		Unsecured Loan upto an amount of Rs. 1 cr. per transaction for one			
7.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	2.24 percent of the turnover of the company per transaction as single related party transaction				
8.	Benefits of the proposed transaction	The Company will benefit in form of easy availability of fund and resources at a shorter period of time				
9.	Details of the valuation report or external party report(if any) enclosed with the Notice	Not Applicable	Not Applicable	Not Applicable		
10.	Name of the Director or Key Managerial Personnel, who is related or interested	Sourabh Bimalkumar Bansal, Siddharth Bimal Bansal	Bimalkumar Rajkumar Bansal, Siddharth Bimal Bansal	Bimalkumar Rajkumar Bansal, Sourabh Bimalkumar Bansal		
11.	Additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	Not Applicable	Not Applicable	Not Applicable		
12.	Any other information that may be relevant	None	None	None		

S. N.	Particulars	Description	Description	Description	
1.	Name of the related party	Bala Bimalkumar Bansal	Shalini Siddharth Bansal	Shweta Sourabh Bansal	Bala Bimalkumar Bansal
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Director's Wife	Director's Wife	Director's Wife	Director's Wife
3.	Type and Particulars of the proposed transaction	Acquiring of Uns	ecured Loan and Pa	ayment of Interest	Payment of Rent The Company has
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	to time in the form of Rs. 1 cr. per tra	The Company shall receive unsecured loan from time to time in the form of current account up to an amount of Rs. 1 cr. per transaction for one financial year at an Interest Rate of 12% p.a.		
5.	Tenure of the transaction	Contract/Arrange	ments with a durati	on upto 10 years.	
6.	Value of the proposed transaction		Unsecured Loan upto an amount of Rs. 1 cr. per transaction for one financial year		
7.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	2.24 percent of the turnover of the company per transaction as single related party transaction			0.16 percent of the turnover of the company per annum as single related party transaction
8.	Benefits of the proposed transaction	The Company will benefit in form of easy availability of fund and resource at a shorter period of time			f fund and resources
9.	Details of the valuation	Not applicable	Not Applicable	Not Applicable	Not Applicable

	report or external party report(if any) enclosed with the Notice			s .	
10.	Name of the Director or Key Managerial Personnel, who is related or interested	Bimalkumar Ra Sourabh Bimalk Siddharth Bima	umar Bansal		
11.	Additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	Not applicable	Not Applicable	Not Applicable	Not Applicable
12.	Any other information that may be relevant	None	None.	None	None

S. N.	Particulars	Description	Description	Description			
1.	Name of the related party	Bimalkumar Rajkumar Bansal HUF	Sourabh Bimalkumar Bansal HUF	Siddharth Bimalkumar Bansal HUF			
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Director's HUF	Director's HUF	Director's HUF			
3.	Type and Particulars of the proposed transaction	Acquiring of Unsecured L	oan and Payment of Interes	st thereof			
4.	Nature, Duration/ tenure, material terms, monetary value and particulars of contract/ arrangement	current account up to an ar financial year at an Interes	The Company shall receive unsecured loan from time to time in the form of current account up to an amount of Rs. 1 cr. per transaction for one financial year at an Interest Rate of 12% p.a.				
5.	Tenure of the transaction		th a duration upto 10 years				
6.	Value of the proposed transaction	financial year	mount of Rs. 1 cr. per trans				
7.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	party transaction	er of the company per trans				
8.	Benefits of the proposed transaction	The Company will benefit at a shorter period of time	in form of easy availability	y of fund and resources			
9.	Details of the valuation report or external party report(if any) enclosed with the Notice	Not Applicable	Not Applicable	Not Applicable			
10.	Name of the Director or Key Managerial Personnel, who is related or interested	Bimalkumar Rajkumar Bansal Sourabh Bimalkumar Bansal Siddharth Bimal Bansal					
11.	Additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	Not Applicable	Not Applicable	Not Applicable			
12.	Any other information that may be relevant	None	None	None			

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING:

(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and Secretarial Standard 2 issued by the Institute of Company Secretaries of India)

Name of Director	Mr. Sourabh Bimalkumar Bansal	Mr. Bimalkumar Rajkumar Bansal	Mr. Saurabh Kamalkishore Agarwal	
DIN No.	00527233	00029307	01519920	
Date of Birth	15/02/1984	31/01/1961	18/03/1985	
Qualification	B. Tech & M. Tech	Bachelor of Arts	B.SC in Business Administration, Post Graduate Programme in Management	
Expertise in specific functional areas	Having more than 10 years of experience in the field of Manufacturing of building materials and construction technology space and related businesses.	Having vast experience of more than 30 years in the field of Textile, Chemicals, Minerals and related businesses.	More than 10 years of experience in Manufacturing Industry.	
Terms and Conditions of Appointment/Reappoint ment	As per the resolutions at Item No 2 of the Notice Convening this meeting, Sourabh Bimalkumar Bansal is liable to retire by rotation at the meeting and eligible for reappointment.	As per the resolutions at Item No 3 of the Notice Convening this meeting, Bimalkumar Rajkumar Bansal is re-appointed as Managing Director for 5 Years.	As per the resolutions at Item No 4 of the Notice Convening this meeting, Saurabh Kamalkishore Agarwal is re-appointed as Independent Director for next 5 Years.	
Remuneration last	NIL	Rs. 2,00,000/- per month	NIL	
Remuneration proposed	NIL	Rs. 2,00,000/- per month	NIL	
Date of First Appointment	14/02/2005	22/10/2012	14/02/2018	
Relationship with Directors/Key managerial Personnel	Mr. Bimalkumar Rajkumar Bansal, Father and Mr. Siddharth Bimal Bansal, Brother of Mr. Sourabh Bimalkumar Bansal. Both are concerned or interested in this resolution.	Mr. Sourabh Bimalkumar Bansal and Mr. Siddharth Bimal Bansal are sons of Mr. Bimalkumar Rajkumar Bansal. Both are concerned or interested in this resolution.	NIL	
List of Companies in which directorship is held as on 31 st March, 2022	As attached below	As attached below	As attached below	
Chairman / Member of the Committee of other Company	NIL	NIL	NIL	
No. of Meetings of the Board Attended during the year	8	8	8	

List of Companies in which Mr. Sourabh Bimalkumar Bansal holds directorship as on 31st March, 2022:

S. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Magicrete Building Solutions Private Limited	Managing Director	1,21,891	01/10/2013
2.	Raw Edge Industrial Solutions Limited	Director	20,04,240	14/02/2005

List of Companies in which Mr. Bimalkumar Rajkumar Bansal holds directorship as on 31st March, 2022:

S. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Raw Edge Industrial Solutions Limited	Managing Director	17,64,340	22/10/2012 14/02/2018

List of Companies in which Mr. Saurabh Kamalkishore Agarwal holds directorship as on 31st March, 2022:

S. No.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Raw Edge Industrial Solutions Limited	Director		14/02/2018
2.	Growit India Private Limited	Director	-	08/06/2020
3.	Alpha Plastomers Private Limited	Director	22,251	01/05/2007

Date: 12th August, 2022 Pace: Surat

For and on behalf of the Board of Directors Tol Hood

Ricky Kapadia

Company Secretary & Compliance Officer