



## 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:

O2, NAVKRUTI APPT., B/H. B.R. DESIGNS,  
NR. LAL BUNGLOW, ATHWALINES,  
SURAT - 395007.  
M : +91 9724326805

Date: 23/09/2023

To,  
**BSE LIMITED**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001.

Scrip ID/ Code            RAWEDGE | 541634

Subject                    Voting Results of 19<sup>th</sup> Annual General Meeting of the Company held  
as on September 22, 2023

Reference No.            Regulation 44(3) of SEBI (Listing Obligations and Disclosure  
Requirement) Regulations, 2015.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Voting Results of the businesses transacted at the 19<sup>th</sup> Annual General Meeting of the Members of Raw Edge Industrial Solutions Limited held on Friday, September 22, 2023 at 11:00 a.m. through Video Conferencing / Other Audio Visual Means on the National Securities Depository Limited (NSDL) virtual platform.

Further, Pursuant to the provisions of the Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, Report of the Scrutinizer dated September 23, 2023 is also enclosed herewith.

You are requested to kindly take the same on record.

Thanking You.

Yours Faithfully,  
**For Raw Edge Industrial Solutions Limited**

**Harsh Vimal Soni**  
Company Secretary & Compliance Officer  
ACS No.: 71200  
Place: Surat

Encl: Voting Result  
Scrutinizer Report



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### Voting Results

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

RAW EDGE INDUSTRIAL SOLUTIONS LIMITED | 19<sup>th</sup> Annual General Meeting |  
September 22, 2023

Date of AGM	September 22, 2023
Book Closure Date	16 <sup>th</sup> September, 2023 to 22 <sup>nd</sup> September, 2023
Total Number of Shareholders as on cut off date: (15 <sup>th</sup> September, 2023, cut-off date for E-voting)	620
Number of shareholders present in meeting either in person or through proxy:	
Promoters & Promoter Group	NA
Public	NA
Number of shareholders attended the meeting through Video Conferencing	
Promoters & Promoter Group	6
Public	6

### Agenda-wise

Given below is the agenda wise combined result of E-voting and E-Voting at the meeting.

### ORDINARY BUSINESS

#### Resolution No. 1:

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31ST MARCH, 2023 AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS & AUDITORS' THEREON. (Ordinary Resolution)**

Whether promoter/ Promoter Group are interested in the Agenda/resolution:								No
Promoter / Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1) *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2) *100	% of votes against on votes polled (7)={5}/(2) *100
Promoter & Promoter Group	E-voting	7309248	7309248	100	7309248	0	100	0
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	



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	Total	7309248	7309248	100	7309248	0	100	0
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institution	E-voting	2749152	109801	3.99	109801	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	2749152	109801	3.99	109801	0	100	0
Total		10058400	7419049	73.76	7419049	0	100	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

### Resolution No. 2:

**TO APPOINT A DIRECTOR IN PLACE OF MR. SIDDHARTH BIMAL BANSAL, NON-EXECUTIVE DIRECTOR (DIN: 01553023), LIABLE TO RETIRE BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, SEEKS REAPPOINTMENT. (Ordinary Resolution)**

Whether promoter/ Promoter Group are interested in the Agenda/resolution:								Yes
Promoter / Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1)} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2)} *100	% of votes against on votes polled (7)={5}/(2)} *100
Promoter & Promoter Group	E-voting	7309248	7309248	100	7309248	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	7309248	7309248	100	7309248	0	100	0



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Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institution	E-voting	2749152	109801	3.99	109801	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	2749152	109801	3.99	109801	0	100	0
Total		1005840 0	741904 9	73.76	7419049	0	100	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

## SPECIAL BUSINESS

### Resolution No. 3:

**TO RE-APPOINT MR. PRADEEPKUMAR RAMESHKUMAR GOYAL (DIN: 08305571) AS AN INDEPENDENT DIRECTOR OF THE COMPANY. (Special Resolution)**

Whether promoter/ Promoter Group are interested in the Agenda/resolution:								No
Promoter / Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1)} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2)} *100	% of votes against on votes polled (7)={5}/(2)} *100
Promoter & Promoter Group	E-voting	7309248	7309248	100	7309248	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	7309248	7309248	100	7309248	0	100	0
	E-voting	0	0	0	0	0	0	0



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Public - Institution	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institution	E- voting	2749152	109801	3.99	109801	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	2749152	109801	3.99	109801	0	100	0
Total		1005840 0	741904 9	73.76	7419049	0	100	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

### Resolution No. 4:

### APPROVAL OF MATERIAL RELATED PARTY TRANSACTION. (Special Resolution)

Whether promoter/ Promoter Group are interested in the Agenda/resolution:								Yes
Promoter / Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1)} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2)} *100	% of votes against on votes polled (7)={5}/(2)} *100
Promoter & Promoter Group	E- voting	7309248	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	7309248	0	0	0	0	0	0
Public - Institution	E- voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non	E- voting	2749152	109801	3.99	109801	0	100	0



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Institution	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	2749152	109801	3.99	109801	0	100	0
Total		10058400	109801	1.09	109801	0	100	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

### Resolution No. 5:

**INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION. (Special Resolution)**

Whether promoter/ Promoter Group are interested in the Agenda/resolution:								No
Promoter / Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1)} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2)} *100	% of votes against on votes polled (7)={5}/(2)} *100
Promoter & Promoter Group	E-voting	7309248	7309248	100	7309248	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	7309248	7309248	100	7309248	0	100	0
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institution	E-voting	2749152	109801	3.99	109801	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	2749152	109801	3.99	109801	0	100	0



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Total		1005840 0	741904 9	73.76	7419049	0	100	0
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Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

### Resolution No. 6:

### TO APPROVE 'RAW EDGE INDUSTRIAL SOLUTIONS LIMITED - EMPLOYEE STOCK OPTION PLAN 2023. (Special Resolution)

Whether promoter/ Promoter Group are interested in the Agenda/resolution:								No
Promoter / Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)={2}/(1)} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2)} *100	% of votes against on votes polled (7)={5}/(2)} *100
Promoter & Promoter Group	E-voting	7309248	7309248	100	7309248	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		7309248	7309248	100	7309248	0	100
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institution	E-voting	2749152	109801	3.99	109801	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		2749152	109801	3.99	109801	0	100
Total		1005840 0	741904 9	73.76	7419049	0	100	0



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Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

For **Raw Edge Industrial Solutions Limited**

### Harsh Vimal Soni

Company Secretary & Compliance Officer

ACS No.: 71200

Place: Surat





**SCRUTINIZER'S REPORT**

[Pursuant to section 108 of the Companies Act, 2013  
And Rule 20 of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman  
Of 19th Annual General Meeting of the members of  
**Raw Edge Industrial Solutions Limited**  
CIN: L14219MH2005PLC240892  
held on 22<sup>nd</sup> September, 2023  
through Video Conferencing (VC) or Other Audio Visual Means (OAVM),  
At 11.00 A.M.

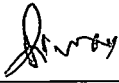
**Dear Sir,**

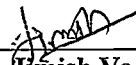
**Sub.: Scrutinizer's report on E voting**

1. I, Ranjit Binod Kejriwal, a Company Secretary in Practice, have been appointed as a scrutinizer by the Board of Directors of Raw Edge Industrial Solutions Limited for the purpose of scrutinizing the remote e-voting along with e-voting process during the said AGM and ascertaining the requisite majority on remote e-voting / e-voting process during the said AGM carried out as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the 19th Annual General Meeting (AGM) of the members of the company, held through Video Conferencing (VC) or Other Audio Visual Means (OAVM), on Friday, 22<sup>nd</sup> day of September, 2023 at 11.00 A.M.
2. At the 19th AGM of the Company held on 22<sup>nd</sup> day of September, 2023, the Company has also provided facility for e-voting process during the AGM to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the AGM has appointed me as the Scrutinizer for the same.
3. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and e-voting process during the AGM conducted for the resolutions contained in the Notice to the 19th AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and e-voting process at the AGM is restricted to make a consolidated Scrutinizer's Report of the votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency authorized under the rules and engaged by the company to provide remote e-voting facility.
4. Further to the above, I submit my reports as under:
  - i. The e-voting period remained open from 19<sup>th</sup> September, 2023 at 9.00 a.m. to 21<sup>st</sup> September, 2023 at 5.00 p.m.
  - ii. The members of the Company as on the "cut-off" date i.e. 22<sup>nd</sup> day of September, 2023 were entitled to vote on the resolutions (item No. 01 to 06 as set out in the notice of the 19th AGM of the Company).



- iii. The votes cast were unblocked on 22<sup>nd</sup> September, 2023 at 04:12 p.m. in the presence of 2 (Two) witnesses namely **Mr. Pioush Tiwari** and **Mr. Jimish Vaghela** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

  
Name: **Mr. Pioush Tiwari**

  
Name: **Mr. Jimish Vaghela**

- iv. Thereafter the details containing inter alia, list of Equity Share Holders, who voted “for” / “against” each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com/>.
- v. The combined result of remote e-voting and e-voting during AGM is as under:

**RESOLUTION NO. 1:**

**TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31ST MARCH, 2023 AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS & AUDITORS' THEREON. (Ordinary Resolution)**

“RESOLVED THAT the Audited Balance Sheet, Profit and loss account and Cash Flow Statement for the year ended 31st March, 2023 along with the Auditors report and Director’s Report, be and are hereby considered, Adopted and Approved.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	29	7419049	29	7419049	0	0	0	0
E-Voting at AGM	0	0	0	0	0	0	0	0
<b>Total</b>	<b>29</b>	<b>7419049</b>	<b>29</b>	<b>7419049</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

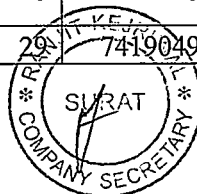
This resolution is passed as an Ordinary Resolution.

**RESOLUTION NO. 2:**

**TO APPOINT A DIRECTOR IN PLACE OF MR. SIDDHARTH BIMAL BANSAL, NON-EXECUTIVE DIRECTOR (DIN: 01553023), LIABLE TO RETIRE BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, SEEKS REAPPOINTMENT. (Ordinary Resolution)**

“RESOLVED THAT in accordance with the provision of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Siddharth Bimal Bansal, Non-Executive Director (DIN: 01553023), who retires by rotation at this annual general meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	29	7419049	29	7419049	0	0	0	0
E-Voting at AGM	0	0	0	0	0	0	0	0
<b>Total</b>	<b>29</b>	<b>7419049</b>	<b>29</b>	<b>7419049</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>



**This resolution is passed as an Ordinary Resolution.**

**SPECIAL BUSINESS**

**RESOLUTION NO. 3**

**TO RE-APPOINT MR. PRADEEPKUMAR RAMESHKUMAR GOYAL (DIN: 08305571) AS AN INDEPENDENT DIRECTOR OF THE COMPANY. (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. Pradeepkumar Rameshkumar Goyal, (DIN: 08305571), 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 24th December, 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.”

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	29	7419049	29	7419049	0	0	0	0
E-Voting at AGM	0	0	0	0	0	0	0	0
<b>Total</b>	<b>29</b>	<b>7419049</b>	<b>29</b>	<b>7419049</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**This resolution is passed as a Special Resolution.**

**RESOLUTION NO. 4:**

**APPROVAL OF MATERIAL RELATED PARTY TRANSACTION. (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."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	19	109801	19	109801	0	0	0	0
E-Voting at AGM	0	0	0	0	0	0	0	0
<b>Total</b>	19	109801	19	109801	0	0	0	0

**This resolution is passed as a Special Resolution.**

**RESOLUTION NO. 5:**

**INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION. (Special Resolution)**

"**RESOLVED THAT** in accordance with the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹ 10,10,00,000 (Rupees Ten Crore Ten Lakhs Only) divided into 1,01,00,000 (One Crore One Lakh) equity shares of Rs. 10/- (Rupees Ten only) each to ₹11,10,00,000 (Rupees Eleven Crore Ten Lakhs Only) divided into 1,11,00,000 (One Crore Eleven Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each.

**"RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be and is hereby altered to read as follows:

**"V. The Authorised Share Capital of the Company is Rs. 11,10,00,000/- (Rupees Eleven Crore Ten Lakhs Only) divided into 1,11,00,000 (One Crore Eleven Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each."**

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient



or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other officer of the Company."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	29	7419049	29	7419049	0	0	0	0
E-Voting at AGM	0	0	0	0	0	0	0	0
<b>Total</b>	29	7419049	29	7419049	0	0	0	0

**This resolution is passed as a Special Resolution.**

**RESOLUTION NO. 6:**

**TO APPROVE 'RAW EDGE INDUSTRIAL SOLUTIONS LIMITED - EMPLOYEE STOCK OPTION PLAN 2023. (Special Resolution)**

**"RESOLVED THAT** pursuant to the provisions of Section 62 (1) (b) of the Companies Act, 2013 ("the Act") and the Companies (Share Capital and Debentures) Rules, 2014 (the "Companies SCD Rules") and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment of the Act for the time being in force and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any modifications thereof or supplements thereto ("the SEBI SBEB and Sweat Equity Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI LODR Regulations"), the Listing Agreement entered into with the Stock Exchange where the securities of the Company are listed and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals which may be agreed by the board of directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include the compensation/Nomination and Remuneration Committee), consent of the shareholders be and is hereby accorded to introduce and implement the Raw Edge Industrial Solutions Limited - Employee Stock Option Plan 2023' ("REISL ESOP 2023"), the salient features of which are detailed in the explanatory statement to this notice and to create, grant, offer, issue and allot at any time in one or more tranches to or for the benefit of eligible Employees and Directors and such other persons as may from time to time be allowed to be eligible for the benefit under the provisions of applicable laws and Regulations prevailing from time to time (hereinafter collectively referred to as "Employee(s)" selected on the basis of criteria decided by Board under the REISL ESOP 2023, such number of stock options convertible into Equity Shares of the Company ("Options"), in one or more tranches, not exceeding 10,00,000 (Ten Lakhs) equity shares of face value of Rs. 10/- each (Rupees Ten), at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the provision of the REISL ESOP 2023 and all provisions of applicable laws.

**RESOLVED FURTHER THAT** the REISL ESOP 2023 may also envisage provisions for providing financial assistance to the eligible Employees to enable them to acquire, purchase or subscribe to the said securities of the Company in accordance with the provisions of the Act/ SEBI (SBEB and Sweat Equity) Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot equity shares directly to the eligible Employees upon exercise of Options from time to time in accordance with the REISL ESOP 2023 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.



**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger, buy-back, scheme of arrangement and sale of division or other re-organisation of capital structure of the Company, as applicable from time to time, if any additional equity shares are issued by the Company for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the above ceiling shall be deemed to be increased to the extent of such additional equity shares issued.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the REISL ESOP 2023 and the exercise price of Options granted under the REISL ESOP 2023 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- (Rupees Ten) per equity share bears to their revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Employees who have been granted Options under the REISL ESOP 2023.

**RESOLVED FURTHER THAT** the Company shall confirm to the accounting policies prescribed from time to time under the Companies Act, SEBI (SBEB and Sweat Equity) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above the Board, which includes the Compensation/ Nomination and Remuneration Committee is authorised to formulate, evolve, decide upon and implement the REISL ESOP 2023, determine the detailed terms and conditions of the aforementioned REISL ESOP 2023 including but not limited to the quantum of the Options to be granted per Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse and to grant such number of Options, to such Employees of the Company, at price, at such time and on such terms and conditions as set out in the REISL ESOP 2023 and as the Board or the Compensation/ Nomination and Remuneration Committee may in its absolute discretion think fit.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI (SBEB and Sweat Equity) Regulations as and when applicable to the Company for the purposes of administration of REISL ESOP 2023.

**RESOLVED FURTHER THAT** the Board is hereby authorised to make any modifications, changes, variations, alterations or revisions in the REISL ESOP 2023 as it may deem fit, from time to time or to suspend, withdraw or revive the REISL ESOP 2023 from time to time, in conformity with applicable laws, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

**RESOLVED FURTHER THAT** the Board shall take necessary steps for listing of the Equity Shares allotted under the REISL ESOP 2023 on the Stock Exchanges, in accordance with the provisions of the SEBI (SBEB and Sweat Equity) Regulations, the SEBI LODR Regulations (as amended from time to time) and other applicable laws and regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the REISL ESOP 2023 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein to Compensation /Nomination and Remuneration Committee or such other Committees

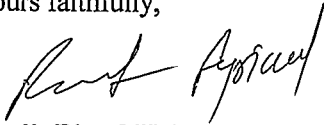


as constituted from time to time, with power to sub-delegate to any executives/officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard.”

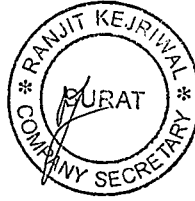
Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	29	7419049	29	7419049	0	0	0	0
E-Voting at AGM	0	0	0	0	0	0	0	0
<b>Total</b>	<b>29</b>	<b>7419049</b>	<b>29</b>	<b>7419049</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**This resolution is passed as a Special Resolution.**

Thanking You,  
Yours faithfully,



**Ranjit Binod Kejriwal**  
Practicing Company Secretary  
Membership No. 6116  
CP No. 5985



Place: Surat

Date: 23.09.2023

UDIN: **F006116E001068980**