



RAW EDGE INDUSTRIAL SOLUTIONS LIMITED

AN ISO 9001:2015 & 14001:2015 CERTIFIED COMPANY | CIN: L46201MH2005PLC240892

REGD. OFFICE:
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CHANDIVALI FARM ROAD,
ANDHERI EAST, MUMBAI - 400072.
M : +91 9724306856

CORPORATE OFFICE:
02, NAVKRUTI APPT, B/H. B.R. DESIGNS,
NR. LAL BUNGLOW, ATHWALINES,
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NOTICE OF 21st ANNUAL GENERAL MEETING

Notice is hereby given that the **21st Annual General Meeting** of the Members of **Raw Edge Industrial Solutions Limited** will be held on Friday, 29th August, 2025 at 04:00 P.M. through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To consider and adopt the Audited Balance Sheet as at 31st March, 2025 and Profit & Loss Account for the year ended on that date together with the report of the Board of Directors & Auditors' thereon and *if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT the Audited Balance Sheet, Profit and loss account and Cash Flow Statement together with notes forming part of the accounts for the year ended 31st March, 2025 along with the Auditors report and Director's Report, be and are hereby considered, adopted and approved"

2. To appoint a director in place of Mr. Siddharth Bimal Bansal, Non-Executive Director (DIN: 01553023) liable to retire by rotation:

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 re-appointment and *if thought fit, to pass, with or without modification(s), the following resolution as an **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 non-executive director of the company, liable to retire by rotation."

SPECIAL BUSINESS:

3. Approve appointment of Mr. Ranjit Binod Kejriwal as a Secretarial Auditor of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014, and Regulation 24A(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), variation(s) or re-enactment thereof for the time being in force), Mr. Ranjit Binod Kejriwal, Company Secretary in Practice, Surat (FCS 6116; CP No. 5985), and a Peer Reviewed Company Secretary, be and is hereby appointed as the Secretarial Auditor of the Company, for performing audit of the Company's secretarial records for the financial year beginning from 01st April, 2025, for a period of one term of five consecutive years,

that will conclude on 31st March, 2030, at such remuneration plus applicable taxes thereon and such increase in audit fees till the conclusion of their term, plus reimbursement of actual out of pocket and travelling expenses, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor.

RESOLVED FURTHER THAT any one Director and/or Company Secretary of the Company be and are hereby severally authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns, e-forms and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

4. Approval of Remuneration of Mr. Bimalkumar Rajkumar Bansal (DIN: 00029307), Managing Director of the Company, for the remaining tenure from 14th February, 2026 to 13th February, 2028:

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

“RESOLVED THAT in continuation of the earlier resolution passed by the Members at the 18th AGM held on 16th September, 2022 approving the re-appointment of Mr. Bimalkumar Rajkumar Bansal (DIN: 00029307) as the Managing Director of the Company for a term of 5 years from 14th February, 2023 to 13th February, 2028, and pursuant to the provisions of Sections 196, 197 read with Schedule V and 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 re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, or permissions as may be necessary, pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the Members be and hereby approve the continuation and payment of the existing remuneration to Mr. Bimalkumar Rajkumar Bansal, Managing Director for the remaining period of his tenure i.e., from 14th February, 2026 to 13th February 2028, on the same terms and conditions as approved earlier, as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the remuneration payable to Mr. Bimalkumar Rajkumar Bansal, Managing Director, shall be as under:

Remuneration: Rs. 2,00,000/- (Rupees Two Lakhs Only) per month inclusive of all perquisite.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded that Mr. Bimalkumar Rajkumar Bansal, Managing Director of the Company be paid remuneration by way of salary upto a maximum of Rs. 2,00,000/- (Rupees Two Lakhs only) per month as minimum remuneration for the remaining period of his tenure w.e.f. 14th February, 2026.

RESOLVED FURTHER THAT in case of inadequate profit or no profit, the aforesaid remuneration shall be minimum remuneration payable under Schedule V.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

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.”

5. Approval of waiver for recovery of excess remuneration paid to Mr. Prashant Suresh Agarwal (DIN: 10394966), Executive Director and Chief Financial Officer(CFO) of the Company for the Financial Year 2024-25:

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

“RESOLVED THAT pursuant to the provisions of Section 197(10) of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, including any statutory modification thereof and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to ratify and waive recovery of excess remuneration of 8,44,769/- (Rupees Eight Lakhs Forty-Four Thousand Seven Hundred Sixty-Nine Only), paid to Mr. Prashant Suresh Agarwal in the capacity of Chief Financial Officer(CFO) of the Company for the Financial Year 2024-25, which was in excess of the limits prescribed under Section 197(1) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary or desirable to give effect to this resolution in this regard.”

6. Consider and approve the change in designation of Mr. Prashant Suresh Agarwal (DIN: 10394966), from "Executive Director and Chief Financial Officer(CFO)" to "Whole-time Director and Chief Financial Officer(CFO)" of the Company and increase remuneration thereof:

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

“RESOLVED THAT in partial modification of resolution passed by the members of the company through Extra-Ordinary General Meeting held on 29th December, 2023 and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, (“Act”), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) in context of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and Articles of Association of the company, and subject to such other consent(s)/approval(s) as may be required, and in pursuance to recommendation of nomination and remuneration committee and approval of board of directors of the company, the consent of the members of the company be and is hereby accorded for change in designation of Mr. Prashant Suresh Agarwal (DIN: 10394966), from "Executive Director and Chief Financial Officer(CFO)" to “Whole-time Director and Chief Financial Officer(CFO)”, liable to retire by rotation with effect from 01st August, 2025, for the remaining period of his tenure of directorship i.e. upto 27th November, 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.

RESOLVED FURTHER THAT the remuneration payable to Mr. Prashant Suresh Agarwal (DIN: 10394966) in the capacity of Chief Financial Officer(CFO), shall be as under:

Salary: Upto Rs. 25,00,000/- (Rupees Twenty-Five Lakhs Only) per annum inclusive of all perquisites.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded that Mr. Prashant Suresh Agarwal be paid remuneration in the capacity of Chief Financial Officer(CFO) by way of salary upto a maximum of Rs. 25,00,000/- (Rupees Twenty-Five Lakhs

Only) per annum as minimum remuneration w.e.f. 01st August, 2025.

RESOLVED FURTHER THAT in case of inadequate profit or no profit, the aforesaid remuneration shall be minimum remuneration payable under Schedule V.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT except for the aforesaid change in designation and revision in salary, all other terms and conditions as approved by the members in the Extra-Ordinary General Meeting held on 29th December, 2023 for Appointment of Mr. Prashant Suresh Agarwal as Director of the company shall remain unchanged.

RESOLVED FURTHER THAT the board of directors or the company secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of attachment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution.”

Date: 01/08/2025

Place: Surat

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

Sd/-

Shaharyar Saiyad
Company Secretary

NOTES:

1. Various Ministry of Corporate Affairs (“MCA”) circulars, Securities and Exchange Board of India (“SEBI”) circulars and Secretarial Standard on General Meeting (“SS-2”), have permitted convening the Annual General Meeting (“AGM”/Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue till September 30, 2025. Accordingly, the AGM of the Company is being held through VC/OAVM.
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 Companies Act, 2013, (‘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. The relevant explanatory statement pursuant to Regulation 36(3), 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 concerning the relevant business and pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts, relating to the special businesses to be transacted at the Annual General Meeting (the “meeting”) is annexed hereto.
4. Pursuant to Section 113 of the Companies Act, 2013, corporate members 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.

5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 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 2024-25 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>.
7. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting.
8. 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.
9. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation upto 1,000 Members 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 21st AGM without any restriction on account of first-come first-served principle.
10. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.
11. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at following address:
M/s. Bigshare Services Private Limited
Office No. S6-2, 6th floor Pinnacle Business Park, next to Ahura Centre,
Mahakali Caves Road, Andheri (East) Mumbai - 400093, India.
Tel No: +91 22-62638200, Fax No: +91 22-62638299
Website: www.bigshareonline.com, E-Mail: info@bigshareonline.com
Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding
12. Members seeking any information/document as referred in the notice are requested to write to the Company on or before 29th August, 2025 through email at cs@rawedge.in. The same will be addressed by the Company suitably.
13. Equity shares of the Company are under compulsory demat trading by all Investors.
14. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.
15. **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.**
16. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the director seeking appointment/re- appointment at the AGM, is furnished as annexure to the Notice. The director has furnished consent / declaration for his appointment/ re-appointment as required under the Companies Act, 2013 and the Rules there under.
17. 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, 22nd August, 2025.

18. Since this AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
19. **Information and other instructions relating to e-voting are as under:**
- 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 by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended), the company is pleased to provide members with the facility to exercise their right to vote at the 21st 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 through 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. Mr. Ranjit Binod Kejriwal, Practicing Company Secretary has been appointed to act as a scrutinizer to scrutinize the remote e-voting process and e-voting during the Annual General Meeting 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, 22nd August, 2025.
 - VI. A person, whose name is recorded in the register of members as on the cut-off date, i.e. Friday, 22nd August, 2025 only shall be entitled to avail the facility of remote e-voting / voting.
 - VII. The e-voting facility will be start from Tuesday, 26th August, 2025 at 9:00 a.m. and will end on Thursday, 28th August, 2025 on 5:00 p.m.
 - VIII. The Scrutinizer, after scrutinizing 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, 29th August, 2025.
 - 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 22nd August, 2025, 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 www.evoting.nsdl.com or call on toll free no. 022-48867000 and 022-24997000. 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, 22nd August, 2025 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 26th August, 2025 at 09:00 A.M. and ends on Thursday, 28th August, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd August, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd August 2025.

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

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





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.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.3. If you 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.jsp4. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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
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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 022 - 4886 7000.
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 toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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.
2. 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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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 IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	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 134918 then user ID is 134918 001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use 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.
 - b) **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 evoting@nsdl.co.in 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" (E-voting Event Number) in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. 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 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(s), you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request to Mr. Sachin Kareliya 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:

1. 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 cs@rawedge.in
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: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. 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 AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the 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” placed under “**Join 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.
3. 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. Members who would like to express their views or ask questions during the AGM may send their questions in advance mentioning their Name, DP ID and Client ID/Folio Number, PAN, Mobile Number at cs@rawedge.in. The same will be replied by the company suitably.
6. Facility of joining the AGM through VC / OAVM shall open 45 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
7. 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 26th August, 2025 (9:00 a.m. IST) to 28th August, 2025 (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.

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 i.e. 22nd August, 2025 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 i.e. 22nd August, 2025 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: 01/08/2025

Place: Surat

Sd/-
Shaharyar Saiyad
Company Secretary

ANNEXURE TO NOTICE:

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)

1. Mr. Siddharth Bimal Bansal (DIN-01553023) is proposed to be re-appointed as Non-Executive Director, who is liable to retire by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards his details are as under:

Name of Director	Mr. Siddharth Bimal Bansal
DIN No.	01553023
Date of Birth	21/06/1985
Qualification	B. Tech & PGDM
Expertise in specific functional areas	Having more than 12 years of experience in the field of Manufacturing of building materials and construction technology space and related businesses.
Terms and Conditions of Appointment/Reappointment	As per the resolutions at Item No 2 of the Notice Convening this meeting, Siddharth Bimal Bansal is liable to retire by rotation at the meeting and eligible for re-appointment.
Remuneration last drawn	NIL
Remuneration proposed	NIL
Date of First Appointment	14/02/2005
Relationship with Directors/Key managerial Personnel	Mr. Bimalkumar Rajkumar Bansal, Father, is concerned or interested in this resolution.
Names of all listed entities in which the person also holds the directorship.	Raw Edge Industrial Solutions Limited
Chairman / Member of the Committee of other Company	NIL
No. of Meetings of the Board Attended during the year	7
Listed entities from which the person has resigned in the past three years	NIL
Number of equity shares held in the company, including shareholding as a beneficial owner	20,04,240

**Committees include Audit Committee and Stakeholders Relationship Committee*

2. The designation of Mr. Prashant Suresh Agarwal (DIN: 10394966) is proposed to be changed from “Executive Director and Chief Financial Officer(CFO)” to “Whole-time Director and Chief Financial Officer(CFO)”, who is liable to retire by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards his details are as under:

Name of Director	Mr. Prashant Suresh Agarwal
DIN No.	10394966
Date of Birth	07/03/1987
Qualification	Chartered Accountant

Expertise in specific functional areas	Mr. Prashant Suresh Agarwal is presently looking into financial matters of the Company. He is a very versatile personality with more than 12 years of experience in the industry and with his experience he has also helped in designing & implementing the Internal control systems in the Company. His leadership abilities have been instrumental in leading the core team of our Company.
Terms and Conditions of Appointment/Reappointment	As per the resolutions at Item No. 6 of the Notice Convening this meeting, there is change in designation of Mr. Prashant Suresh Agarwal from “Executive Director and Chief Financial Officer(CFO)” to “Whole-time Director and Chief Financial Officer(CFO)”, liable to retire by rotation with effect from 01 st August, 2025, for the remaining period of his tenure of directorship i.e. upto 27 th November, 2028.
Remuneration last drawn	Mr. Prashant Suresh Agarwal has received salary of Rs. 24,44,769/- p.a. in the capacity of CFO.
Remuneration proposed	Mr. Prashant Suresh Agarwal will receive salary of Rs. 25,00,000/- p.a. in the capacity of CFO.
Date of First Appointment	Mr. Prashant Suresh Agarwal was appointed as a CFO w.e.f. 14 th February, 2018 and was appointed as Director w.e.f. 28 th November, 2023.
Relationship with Directors/Key managerial Personnel	NIL
Names of all listed entities in which the person also holds the directorship.	Raw Edge Industrial Solutions Limited
Chairman / Member of the Committee of other Company	NIL
No. of Meetings of the Board Attended during the year	7
Listed entities from which the person has resigned in the past three years	NIL

**Committees include Audit Committee and Stakeholders Relationship Committee*

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

Date: 01/08/2025
Place: Surat

Sd/-
Shaharyar Saiyad
Company Secretary

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

ITEM NO. 3

APPROVE APPOINTMENT OF MR. RANJIT BINOD KEJRIWAL AS A SECRETARIAL AUDITOR OF THE COMPANY:

Pursuant to the amendment notified in Regulation 24A by way of SEBI (LODR) (third amendment) Regulations, 2024, with effect from 01st April, 2025, the company is required to appoint a Secretarial Auditor, who is a Peer Reviewed Company Secretary.

In accordance with the above regulation, and on the recommendation of the Audit Committee, the Board of Directors in their meeting held on 01st August, 2025 proposed to appoint Mr. Ranjit Binod Kejriwal, Company Secretary in practice, (FCS: 6116, COP: 5985) and a Peer Reviewed Company Secretary, as the Secretarial Auditor of the Company, for performing Secretarial Audit of the Company for a period of five consecutive years commencing from 01st April, 2025 till 31st March, 2030, at such remuneration plus applicable taxes thereon and such increase in audit fees till the conclusion of his term, plus reimbursement of actual out of pocket expenses, as recommended by the Audit committee and as may be mutually agreed between the Board and the Secretarial Auditor.

Mr. Ranjit Binod Kejriwal is a Practicing Company Secretary, providing secretarial consultancy services for 20 years. He has in-depth experience in various areas of practice, including corporate laws, IPO listing, listing compliances, secretarial management guidance & audit, due diligence, compliance audit, corporate governance audit, merger-acquisition and corporate restructuring, FEMA, RBI, and other economic laws.

The Secretarial Auditor confirms that he holds a valid peer review certificate issued by the Institute of Company Secretaries of India and that he has not incurred any disqualifications as specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders is required for such appointment.

The proposed fees in connection with the secretarial audit shall be Rs. 3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and other out-of-pocket expenses for financial year 2025-2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and the secretarial auditor. In addition to the secretarial audit, Mr. Ranjit Binod Kejriwal shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

Accordingly, your directors recommend the ordinary resolution mentioned in item no. 3 of this notice for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the company or their relatives are considered to be interested or concerned in passing the proposed resolution as set out in Item no. 3.

ITEM NO. 4

APPROVAL OF REMUNERATION OF MR. BIMALKUMAR RAJKUMAR BANSAL (DIN: 00029307), MANAGING DIRECTOR OF THE COMPANY, FOR THE REMAINING TENURE FROM 14TH FEBRUARY, 2026 TO 13TH FEBRUARY, 2028

As per the provisions of Section 197 and other applicable provisions, if any, of the Act, read with Schedule V thereof and the Rules made thereunder, the remuneration payable to its Directors, including managing director and whole-time director and its manager in respect of any financial year shall not exceed 11% or 10% or 5%, as the case maybe of the net profits of the Company computed in the

manner laid down under Section 198 of the Act. Provided that the company in general meeting may, authorise the payment of remuneration exceeding aforesaid percentage of the net profits of the company, subject to the provisions of Schedule V.

As per **Schedule V, Part II, Section II of the Companies Act, 2013**, in the event of inadequacy or absence of profits, the payment of remuneration exceeding the limits prescribed under Section 197 of the Act requires approval by the members of the company through Ordinary Resolution or Special Resolution, as the case maybe for a period not exceeding **3 years**.

The Members of the Company would recall that Mr. Bimalkumar Rajkumar Bansal was re-appointed as the Managing Director for a term of five years commencing from 14th February, 2023 to 13th February, 2028 along with the terms and conditions including remuneration.

Mr. Bimalkumar Rajkumar Bansal is the promoter of Raw Edge Industrial Solutions Limited and has a vast experience of more than 36 years in the fields of Textile, Chemicals, Minerals and related businesses. He is a dynamic entrepreneur and under his leadership, the Company commenced its transformational journey in achieving business excellence. He is a visionary and is involved in strategizing future direction of the company. As a mentor he provides leadership and inspiration at all levels of the organization, and support and assist executives in their learning on how to drive a successful organization

In view of this, and to comply with the provisions of the Act, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the company, has approved the proposal of the continuation of existing remuneration by way of salary of Rs. 2,00,000 (Rupees Two Lakhs Only) per month for the remaining period of his tenure from 14th February, 2026 to 13th February, 2028, subject to the approval of shareholders, as set out in the resolution being item no. 4 of the accompanying notice.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Bimalkumar Rajkumar Bansal as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 4 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

The company, in compliance with the provisions of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section, if subject to the following:

- a. The payment of existing remuneration is approved by a resolution passed by the board at a meeting held on 01st August, 2025 and also by the Nomination and Remuneration Committee of Directors at a meeting held on 01st August, 2025.
- b. Further, the company has not made any default in repayment of any of its debts or interest payable thereon.

Except for the aforesaid approval of remuneration, all other terms and conditions of his appointment as Managing Director of the company as approved by the members of the company shall remain unchanged. Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Bimalkumar Rajkumar Bansal himself and his relatives are concerned or interested in this resolution at item no. 4.

ITEM NO. 5

APPROVAL OF WAIVER FOR RECOVERY OF EXCESS REMUNERATION PAID TO MR. PRASHANT SURESH AGARWAL (DIN: 10394966), EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER(CFO) OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25.

The members appointed Mr. Prashant Suresh Agarwal as the director of the company in their Extra-Ordinary General Meeting held on 29th December, 2023. The members also approved remuneration to be paid to Mr. Prashant Suresh Agarwal in the capacity of Chief Financial Officer(CFO) by way salary of Rs. 16,00,000/- per annum in accordance with limits prescribed under Section II (A) of Part II of Schedule V of the Companies Act, 2013. The company has paid remuneration to Mr. Prashant Suresh Agarwal in the capacity of Chief Financial Officer(CFO) by way salary of Rs. 24,44,769/- for the Financial Year 2024-25.

In terms of Section 197(10) of the Act, the Members of the Company can waive the recovery of excess remuneration paid to managerial personnel by way of passing a Special Resolution.

Mr. Prashant Suresh Agarwal took on significant additional responsibilities and roles beyond those originally envisaged, which is consistent with the remuneration paid to him. Recovery of remuneration from serving managerial personnel may demoralize the team and harm the company's ability to acquire or retain leadership talent.

As the Company has paid remuneration in excess of the limits approved by the Members in their Extra-Ordinary General Meeting held on 29th December, 2023, therefore, it is proposed to seek approval from the Members of the Company by way of Special Resolution for waiver of recovery of the excess remuneration paid to Mr. Prashant Suresh Agarwal, Director and Chief Financial Officer(CFO) of the company for the Financial Year 2024-25.

The Company, as of date, is not in default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor, and accordingly, their prior approval is not required, for approval of the proposed special resolution/s.

The Nomination and Remuneration Committee and the Board of Directors of the Company via respective resolutions passed on 01st August, 2025, have recommended/approved waiver for recovery of excess remuneration paid during the year 2024-25 to Mr. Prashant Suresh Agarwal, Director and Chief Financial Officer(CFO) of the company, subject to the approval of the Members by way of Special Resolution.

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 set out in item no. 5 except Mr. Prashant Suresh Agarwal, Director and CFO of the company and his relatives.

The board of directors recommend the special resolution as set out at item no. 5 of the accompanying notice for member's approval.

ITEM NO. 6

CONSIDER AND APPROVE THE CHANGE IN DESIGNATION OF MR. PRASHANT SURESH AGARWAL (DIN:10394966), FROM "EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER(CFO)" TO "WHOLE-TIME DIRECTOR AND CHIEF FINANCIAL OFFICER(CFO)" OF THE COMPANY AND INCREASE REMUNERATION THEREOF.

The members of the company had appointed Mr. Prashant Suresh Agarwal as the Executive Director of the company for a period of five years starting from 28th November, 2023 till 27th November, 2028.

Pursuant to recommendation of nomination and remuneration committee, the board of directors at their meeting held on 01st August, 2025 approved change in designation of Mr. Prashant Suresh Agarwal

from ‘Executive Director and Chief Financial Officer(CFO)’ to ‘Whole-Time Director and Chief Financial Officer(CFO)’, liable to retire by rotation with effect from 01st August, 2025, for the remaining period of his tenure of directorship i.e. upto 27th November, 2028 of the company, subject to the approval of members.

Mr. Prashant Suresh Agarwal is presently looking into financial matters of the Company. He is a very versatile personality with more than 12 years of experience in the industry and with his experience he has also helped in designing & implementing the Internal control systems in the Company. His leadership abilities have been instrumental in leading the core team of our Company.

Considering his knowledge of various aspects relating to the Company’s affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business has proposed to increase his remuneration along with change in designation.

Taking into consideration the higher responsibilities cast on Mr. Prashant Suresh Agarwal, on recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors has approved the proposal to increase the remuneration by way salary to be paid in the capacity of Chief Financial Officer(CFO) to Rs. 25,00,000/- per annum with effect from 01st August, 2024, subject to the approval of shareholders, as set out in the resolution being item no. 6 of the accompanying notice.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Prashant Suresh Agarwal as Whole-Time Director and Chief Financial Officer(CFO), the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 6 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

The company, in compliance with the provisions of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section, if subject to the following:

- a. The payment of remuneration is approved by a resolution passed by the board at a meeting held on 01st August, 2025 and also by the Nomination and Remuneration Committee of Directors at a meeting held on 01st August, 2025.
- b. Further, the company has not made any default in repayment of any of its debts or interest payable thereon.

Except for the aforesaid change in designation and revision in salary, all other terms and conditions as approved by the members in the Extra-Ordinary General Meeting held on 29th December, 2025 for Appointment of Mr. Prashant Suresh Agarwal as Director of the company shall remain unchanged.

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 set out in item no. 6 except Mr. Prashant Suresh Agarwal, Director and CFO of the company and his relatives.

The board of directors recommend the special resolution as set out at item no. 6 of the accompanying notice for member’s approval.

Statement as required under Section II, Part II of the Schedule V to the Companies Act, 2013 with reference to the Special Resolution at Item No. 4 and Item No. 6 of the Notice is as follows:

SN	General Information	Particulars																			
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 setup its first Calcium Lime crushing plant.																			
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 given indicators	As per standalone audited financials as on 31.03.2025: <table><tr><th>Particulars</th><th>Amount in Lakhs</th></tr><tr><td>Paid up Capital</td><td>1005.84</td></tr><tr><td>Reserves excluding Revaluation Reserves</td><td>1080.30</td></tr><tr><td>Total Income</td><td>4482.97</td></tr><tr><td>Total Expenses</td><td>4517.81</td></tr><tr><td>Profit before Tax</td><td>(34.84)</td></tr><tr><td>Exceptional Item</td><td>0.00</td></tr><tr><td>Tax Expenses/ (Benefit)</td><td>69.07</td></tr><tr><td>Profit after Tax</td><td>(103.91)</td></tr></table>		Particulars	Amount in Lakhs	Paid up Capital	1005.84	Reserves excluding Revaluation Reserves	1080.30	Total Income	4482.97	Total Expenses	4517.81	Profit before Tax	(34.84)	Exceptional Item	0.00	Tax Expenses/ (Benefit)	69.07	Profit after Tax	(103.91)
Particulars	Amount in Lakhs																				
Paid up Capital	1005.84																				
Reserves excluding Revaluation Reserves	1080.30																				
Total Income	4482.97																				
Total Expenses	4517.81																				
Profit before Tax	(34.84)																				
Exceptional Item	0.00																				
Tax Expenses/ (Benefit)	69.07																				
Profit after Tax	(103.91)																				
5.	Foreign investments or collaborators, if any	The company has not entered into any foreign collaborations and no direct capital investment has been made in the company. Foreign investors, mainly comprising NRIS, are investors in the company on account of past issuance of securities /purchase of shares of the company from the secondary market.																			
II	Information about the Manager	Mr. Bimalkumar Rajkumar Bansal	Mr. Prashant Suresh Agarwal																		
1.	Background details	As Per Explanatory Statement item no. 4	As Per Explanatory Statement item no. 6																		
2.	Past remuneration	Rs. 24,00,000/- per annum	Rs. 24,44,769/- per annum																		
3.	Recognition or awards	Nil																			

4.	Job profile and his suitability	As Per Explanatory Statement item no. 4	As Per Explanatory Statement item no. 6
5.	Remuneration proposed	Salary of Rs. 2,00,000/- per month	Salary in the capacity of CFO of Rs. 25,00,000/- per annum
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Keeping in view the profiles and the positions, the remuneration is fully justifiable and comparable to that prevailing in the industry.	
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Mr. Bimalkumar Rajkumar Bansal is father of Mr. Siddharth Bimal Bansal, Non-Executive Director of the Company.	NIL
8.	<p>Other Information</p> <p>1. Reasons of loss or inadequate profits</p> <p>2. Steps taken or proposed to be taken for improvement</p> <p>Expected increase in productivity and profits in measurable terms</p>	<p>As the company is engaged in the manufacturing sector, the capital expenses are high. The company takes various steps on a regular basis such as cost control and improving efficiency. The company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The management is confident of achieving sustained growth in the future.</p> <p>As the Company is growth oriented, it is majorly incurring capital expenditures for its capacity expansion to cope with the ever-increasing customer demands.</p> <p>In view of the steps taken by the Company as stated above, the Company believes that there will be significant increase in productivity and profitability in the years to come.</p>	

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

Date: 01/08/2025
Place: Surat

Sd/-
Shaharyar Saiyad
Company Secretary