

NOTICE OF THE 6TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixth (6th) Annual General Meeting (AGM) of the Members of RAJGOR CASTOR DERIVATIVES LIMITED will be held on Saturday 28th Day of September, 2024 at 12:00 Noon IST through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS: -

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY INCLUDING AUDITED BALANCE SHEET AS AT 31ST MARCH, 2024, STATEMENT OF PROFIT AND LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2024 TOGETHER WITH THE DIRECTORS’ REPORT AND THE AUDITORS’ REPORT THEREON.**
- 2. TO DECLARE THE FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 OF RS. 0.10/- PER EQUITY SHARE OF FACE VALUE OF RS. 10/- EACH RECOMMENDED BY THE BOARD OF DIRECTORS OF THE COMPANY AT ITS MEETING HELD ON 04TH SEPTEMBER, 2024.**

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

“RESOLVED THAT, a final dividend of Re. 0.10/- per equity share of face value of Rs.10/- each aggregating to Rs. 23.92 Lacs out of the profits of the Company, as recommended by the Board of Directors of the Company for the financial year ended March 31, 2024, be and is hereby declared and the same be paid to the eligible members of the Company as per the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.”

- 3. TO APPOINT A DIRECTOR IN PLACE OF MR. MAHESHKUMAR SHANKARLAL RAJGOR (DIN: 07765332), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION.**

“RESOLVED THAT, pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. MAHESHKUMAR SHANKARLAL RAJGOR (DIN: 07765332), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS: -

- 4. TO APPROVE RELATED PARTY TRANSACTION(S) WITH RAJGOR PROTEINS LIMITED (SISTER CONCERN COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2024-25.**

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 Section 188 of Companies Act, 2013 read with rules made thereunder and the Company’s policy on Related Party Transaction(s), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/arrangement(s)/transaction(s) with Rajgor Proteins Limited (Sister Concern Company) , a related party within the meaning of Section 2(76) of the Act , for purchase and sale of edible and non- edible oil seeds, edible and non-edible oil, DOC, High proteins and other products and transactions on such terms and conditions, as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.300 crore each for financial year 2024-25, provided that the said contract(s) / arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT, the Board, be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or any other Officer(s)/ Authorized Representative(s) of the company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT, all action taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

5. TO APPROVE RELATED PARTY TRANSACTION(S) WITH RAJGOR AGRO LIMITED (SISTER CONCERN COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2024-25.

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 Section 188 of Companies Act, 2013 read with rules made thereunder and the Company’s policy on Related Party Transaction(s), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/arrangement(s)/transaction(s) with Rajgor Agro Limited (Sister Concern Company), a related party within the meaning of Section 2(76) of the Act , for purchase and sale of edible and non-edible oil seeds, edible and non-edible oil, DOC, High proteins and other products and transactions on such terms and conditions, as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 300 crore each for financial year 2024-25, provided that the said contract(s) / arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the company.

RESOLVED FURTHER THAT, the Board, be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer or Company Secretary or any other Officer(s)/ Authorized Representative(s) of the company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT, all action taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

6. TO APPROVE RELATED PARTY TRANSACTION(S) WITH EXAOIL REFINERY LIMITED (SISTER CONCERNED COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2024-25.

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 Section 188 of Companies Act, 2013 read with rules made thereunder and the Company’s policy on Related Party Transaction(s), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/arrangement(s)/transaction(s) with Exaoil Refinery Limited (Sister Concerned Company), a related party within the meaning of Section 2(76) of the Act , for purchase and sale of edible and non-edible oil seeds, edible and non-edible oil, DOC, High proteins and other products and transactions on such terms and conditions, as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 125 crore each for financial year 2024-2025, provided that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the company.

RESOLVED FURTHER THAT, the Board, be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer or Company Secretary or any other Officer(s)/ Authorized Representative(s) of the company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT, all action taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

7. TO APPROVE RELATED PARTY TRANSACTION(S) WITH RAJGOR INDUSTRIES PRIVATE LIMITED (SISTER CONCERNED COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2024-25.

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 Section 188 of Companies Act, 2013 read with rules made thereunder and the Company’s **policy** on Related Party Transaction(s), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/arrangement(s)/transaction(s) with Rajgor Industries Private Limited (Sister concerned Company), a related party within the meaning of Section 2(76) of the Act , for purchase and sale of edible and non-edible oil seeds, edible and non-edible oil, DOC, High proteins and other allied agro products and transactions on such terms and conditions, as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 100 crore each for financial year 2024-25, provided that the said contract(s) / arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the company.

RESOLVED FURTHER THAT, the Board, be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise

in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer or any other Officer(s)/ Authorized Representative(s) of the company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT, all action taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

8. TO APPROVE RELATED PARTY TRANSACTION(S) WITH KOOVEY OLEO SCIENCE PRIVATE LIMITED (SISTER CONCERNED COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2024-25.

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 Section 188 of Companies Act, 2013 read with rules made thereunder and the Company’s policy on Related Party Transaction(s), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/arrangement(s)/transaction(s) with KOOVEY OLEO SCIENCE PRIVATE LIMITED (sister concerned Company), a related party within the meaning of Section 2(76) of the Act , for purchase and sale of edible and non-edible oil seeds, edible and non-edible oil, DOC, High proteins and other allied agro products and transactions on such terms and conditions, as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 100 crore each for financial year 2024-25, provided that the said contract(s) / arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the company.

RESOLVED FURTHER THAT, the Board, be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer or any other Officer(s)/ Authorized Representative(s) of the company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT, all action taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

9. RE-APPOINTMENT OF MR. BRIJESHKUMAR VASANTLAL RAJGOR AS MANAGING DIRECTOR.

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

“**RESOLVED THAT**, based on the recommendation of the Nomination and Remuneration Committee, Board of Directors, pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for the re-

appointment of Mr. BRIJESHKUMAR VASANTLAL RAJGOR (DIN: 08156363) as Managing Director of the Company for a period of 5 years commencing from 8th August 2025 to 7th August 2030, on such terms and conditions including payment of remuneration as set out in the resolution and explanatory statement annexed hereto and payment of such remuneration, as may be determined by the board or duly constituted committee thereof, from the time to time, within maximum limits as approved by the members.

RESOLVED FURTHER THAT, where in any financial year during the tenure of the said Managing Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

RESOLVED FURTHER THAT, the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time;

RESOLVED FURTHER THAT, any of the directors or company secretary of the company be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

10. TO INCREASE THE OVERALL LIMIT OF MAXIMUM REMUNERATION PAYABLE TO THE MANAGING DIRECTOR FOR THE FY 2024-25

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

"RESOLVED THAT pursuant to Section 196, 197, 198 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(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (the Board) and such other permissions, sanction(s) as may be required, the consent of the Members of the Company, be and is hereby accorded for revision and increase in the maximum remuneration in the form of salary payable to Mr. Brijeshkumar Vasantlal Rajgor, Managing Director of the Company Amounting to Rs. 20,00,000/- (Rs. Twenty Lakhs only) per annum for the financial year 2024-25, along with all other terms and conditions of his appointment remain the same as per the original appointment.

RESOLVED FURTHER THAT, the Board (which shall be deemed to include committee constituted) be and is hereby authorised to increase, alter, vary and modify the remuneration of the Managing Director during his existing tenure within the overall limit of maximum remuneration as aforesaid and to do all such acts, deeds, matters and things as may be deemed necessary and settle any question or difficulty that may arise for giving effect to this resolution without being required to seek any further consent or approval of the Members of the Company."

11. APPOINTMENT OF MS. DIPIKA PRADEEP SONI (DIN: 08846908) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT, pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Ms. Dipika Pradeep Soni (DIN: 08846908) as Director in the capacity of an Independent Director of the Company w.e.f. August 28th, 2024, who has submitted a declaration that she meets the criteria of independence as provided under Section

149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from 28.08.2024 till 27.08.2029.

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, desirable or expedient to give effect to this resolution.”

12. APPOINTMENT OF MS. HIMALI MAHESHBHAI THAKKAR (DIN: 10752931) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT**, pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Ms. Himali Maheshbhai Thakkar (DIN: 10752931) as Director in the capacity of an Independent Director of the Company w.e.f. August 28th, 2024, who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from 28.08.2024 till 27.08.2029.

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, desirable or expedient to give effect to this resolution.”

13. TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITOR APPOINTED BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25 PURSUANT TO SECTION 148 AND ALL OTHER APPLICABLE PROVISIONS OF COMPANIES ACT, 2013.

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

“**RESOLVED THAT**, pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration payable during the year 2024-25 to M/s. D R RADADIYA & CO, Cost Accountants appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year 2024-25, amounting to Rs. 30,000/- (Rupees Thirty Thousand Only) and reimbursement of conveyance expenses on actual basis as incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT, any of the director be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

14. WAIVER OF RECOVERY OF THE EXCESS MANAGERIAL REMUNERATION PAID TO MR. BRIJESHKUMAR RAJGOR (DIN: 08156363):

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

“RESOLVED THAT, pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the company be and is hereby accorded for waiver of excess managerial remuneration paid to Mr. Brijeshkumar Rajgor (DIN: 08156363), Managing director of the Company, in excess of the stipulated limits prescribed in Section 197 read with Schedule V to the Companies Act, 2013 and limits approved by the members during the period April 1, 2023 to March 31, 2024 and as set out in explanatory statement attached hereto and forming part of this notice.

RESOLVED FURTHER THAT, any of the director be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

15. INCREASE THE AGGREGATE LIMIT FOR INVESTMENT BY THE FOREIGN INSTITUTIONAL INVESTORS:

To consider and if thought fit, to pass with or without modification, following resolution as a Special resolution:

“RESOLVED THAT, pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Companies Act, 2013, to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2016 (“Consolidated FDI Policy”), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Government of India, the Reserve Bank of India (“RBI”) and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of Directors of the Company (Board which term shall include any Committee thereof which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded for purchase/acquisition of Equity Share by Foreign Institutional Investors (“FIIs”) the Foreign Companies, Corporations, etc., registered with the Securities and Exchange Board of India (“SEBI”), on their own account and/or on behalf of their SEBI approved sub-accounts or Foreign Portfolio Investors (FPIs), on the recognized stock exchange or in any other manner, subject to the condition that the aggregate holding of the FIIs/FPIs is increased from 74% to 100 % of the paid up Equity Share Capital of the Company, provided however that the shareholding of each FII, on its own account and on behalf of each of the SEBI approved sub-accounts of FPI shall not exceed such limit as are applicable or may be prescribed, from time to time, under applicable acts, laws, rules and regulation (including any statutory modification or re-enactment thereof for time being in force).

RESOLVED FURTHER THAT, the Board or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and to represent the Company before any government authorities and delegating all or any of the power conferred herein to any Committee or Directors of the Company.”

**For and on behalf of Board of Directors of
RAJGOR CASTOR DERIVATIVES LIMITED**

SD/-

BRIJESHKUMAR VASANTLAL RAJGOR

Managing Director

DIN: 08156363

Date: 04/09/2024

Place: Ahmedabad

**Registered Office: 1118, Fortune Business Hub,
Nr. Satyamev Elysium, Science City Road, Sola,
Ahmedabad-380060, Gujarat, India.**

Email Id: cs@rajgorcastor.com

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Phone No: +91-9898926368

CIN: L74995GJ2018PLC102810

NOTES:-

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023, respectively (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023, respectively (collectively referred to as 'SEBI Circulars') permitted the holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the MCA Circulars and the SEBI Circulars, the 6th AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.
2. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM on their behalf and to vote through electronic means.
3. Participation of Members through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the businesses under Item Nos. 4 to 15 of the Notice, is annexed hereto. A statement providing additional details of the Director seeking appointment/ re-appointment at the 6th AGM, along with their brief profiles, are annexed herewith as required under Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.
5. In accordance with the MCA Circulars and the SEBI Circulars, the Annual Report of the Company along with the Notice of AGM is being sent through electronic mode to those Members whose e-mail address is registered with the Company/National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL'), (collectively hereinafter referred as 'Depositories').
6. Members may note that the Notice and Annual Report 2023- 24 shall also be available on Company's website at www.rajgorcasstor.com, on the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited ('NSE') at www.nseindia.com, respectively, and on the website of NSDL at www.evoting.nsdl.com.

Dividend related information

7. The Register of Members and the Share Transfer Books of the Company will remain closed from 21st September, 2024 (Saturday) to 28th September, 2024 (Saturday) (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2024 and the Annual General Meetings.
8. The Company has fixed Saturday 21st September, 2024 as the 'Record Date' for determining entitlement of Members to receive final dividend for the financial year ended March 31, 2024, if approved at the AGM.
9. The final dividend for the financial year ended March 31, 2024, as recommended by the Board, if approved at the AGM, will be paid on or after Saturday, September 28, 2024, to those persons or their mandates:
10. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members

11. *To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company for any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.*
12. *Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.*
13. *Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of members with effect from 1st April, 2020 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to members at the prescribed rates. For the prescribed rates for various categories, members are requested to refer to the Finance Act, 2020 and amendments thereof. Members are requested to update their Permanent Account Number (“PAN”) with the Company and depositories (in case of shares held in demat mode). For Resident Shareholders, tax shall be deducted at source under Section 194 of the Income-tax Act, 1961 @10% on the amount of Dividend declared and paid by the Company w.e.f. the Financial Year (“FY”) 2021-22 in case the PAN is provided by the shareholder. However, no TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during FY 2023-24 does not exceed Rs. 5,000. If PAN is not submitted, TDS would be deducted @20% as per Section 206AA of the Income-Tax Act, 1961. Separately, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm)/Form15H (applicable to an Individual above the age of 60 years) in duplicate, no tax at source shall be deducted provided that the eligibility conditions are being met. Needless to say, PAN is mandatory. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.*

In order to provide exemption from withholding of tax, the organizations as specified under Section 194 of income Tax, 1961, must provide a self-declaration for the same.

14. *For Non-resident Shareholders, taxes are required to be withheld in accordance with the provisions of section 195 of the Income Tax Act, 1961 at the applicable rates in force. As per the relevant provisions of section 195 of the said Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them.*

In case of Foreign Portfolio Investors / Foreign Institutional Investors, the withholding tax shall be as per the rates specified in Section 196C and 196D of the Act respectively plus applicable surcharge and cess on the amount of Dividend payable to them. However, as per Section 90 read with Section 195 of the Income-Tax Act, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (“DTAA”) between India and the country of tax residence of the shareholder, if they are more beneficial to them.

For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

- a. *Self-attested true copy of Tax Residency Certificate (“TRC”) obtained from the tax authorities of the country of which the shareholder is resident for the Financial Year 2023-24;*
- b. *Self-declaration in Form 10F;*
- c. *Self-attested true copy of the PAN Card if allotted by the Indian Income Tax authorities;*
- d. *Self-declaration, certifying that the*
 - (i) *Shareholder is and will continue to remain a tax resident of the country of its residence during the Financial Year 2023-24;*
 - (ii) *Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;*
 - (iii) *Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;*
 - (iv) *Shareholder does not have a taxable presence or a Permanent Establishment (“PE”) in India during the Financial Year 2023-24. In any case, the amounts paid/ payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise;*

(v) Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and;

(vi) Non-resident shareholder is satisfying the Principle Purpose Test as per the respective tax treaty effective 1st April, 2020 (if applicable).

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident shareholder. Members may submit the aforementioned documents to the Company on or before 17th September, 2024 in order to enable the Company to determine and deduct appropriate tax.

No communication on the tax determination/ deduction may be entertained post 17th September, 2024. It may further be noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the shareholders, there would still be an option available with the shareholders to file the return of income and claim an appropriate refund, if eligible. The Company may arrange to e-mail the soft copy of TDS certificate to the shareholders at the registered email ID in due course, post payment of the said Dividend. As per SEBI norms, with effect from January 25, 2022, all transmission/transfer requests including issuance of duplicate share certificates are mandatorily to be processed in dematerialized form only.

15. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend in accordance with the mandate of SEBI. The Company or its Registrar and Share Transfer Agent ('RTA') cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. The Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend to their Depository Participant ('DP') only.
16. Listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as National Automated Clearing House (NACH), National Electronic Fund Transfer (NEFT), Real Time Gross Settlement (RTGS) for making payments like dividend to the shareholders, in terms of Schedule I of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). Accordingly, shareholders holding securities in demat mode are requested to update their bank details with their depository participants.
17. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). Further, the shares in respect of dividends, which remain unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline.. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in.
18. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, requires:
 - a) all members holding shares in physical form to furnish PAN, choice of nomination, contact details including postal address with PIN and mobile number, bank account details and specimen signature ('KYC and Nomination') before getting any investor service request processed. Any payments including dividend in respect of such folios shall only be made electronically with effect from April 1, 2024 upon registering the required details. Accordingly, Members are requested to submit the signed Form ISR-1 along with supporting documents to RTA of the Company;
 - b) the listed companies to issue securities in dematerialized form only while processing service requests pertaining to issue of duplicate securities certificate; replacement/renewal/exchange of securities certificate; consolidation of securities certificates/ folios; sub-division/splitting of securities certificate; endorsement; change in the name of the holder; claim from unclaimed suspense account and suspense escrow demat account; transposition and transmission. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 to RTA of the Company; and

- c) the Members whose previous year dividends are lying unpaid on account of expiration of warrant/demand draft issued and whose bank account details are not available/ incorrect as per records, are requested to update the same in the manner prescribed below, to process the unpaid dividend via electronic bank transfer:

Demat Holding:

Furnish/update bank account details with your respective DP by following the procedure prescribed by the DP. Thereafter, submit with RTA through email at rnt.helpdesk@linkintime.co.in or by courier at C-101, 1st Floor, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083, the following documents:

1. Expired warrant/demand-draft; and
2. Self-attested copy of updated Client Master List (CML) with bank details, duly stamped by DP.

Physical Holding:

Submit with RTA through email or by courier at the above address, the following documents:

1. Expired warrant/demand draft;
2. Form ISR-1 to along with the supporting documents;
3. Copy of cancelled cheque bearing the name of the Member/Copy of bank passbook /statement duly attested by the bank.

Relevant Frequently Asked Questions (FAQs) published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf. The prescribed formats are also on the website of Link Intime at <https://liiplweb.linkintime.co.in/KYC-downloads.html>.

19. In accordance with the provisions of Section 72 of the Act, Members can avail the facility of nomination in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 to RTA. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14 or Form ISR-3, as the case may be, to RTA. The aforementioned forms are available on the website of Link Intime at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. In case of shares held in dematerialized form, the nomination/ change in nomination should be lodged with their respective DPs.
20. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023 (updated as on December 28, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievance with the Company/its RTA directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the details of the said link to access the same also given on the Company's website <https://www.rajgorcastor.com/investor-grievance-compliance-officer.html> under section "Online Dispute Resolution (ODR)".

21. Voting through electronic means:

- I. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Listing Regulations and in terms of the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company is pleased to provide to its Members, the facility to exercise their right to vote on resolutions proposed to be considered at the 06th AGM by electronic means and has engaged the services of NSDL to provide 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') as well as e-voting during the proceedings of the AGM through VC/OVAM ('e-voting at the AGM').

- II. *The remote e-voting period commences on Wednesday, September 25, 2024 (9.00 a.m. IST) and ends on Friday September, 27, 2024 (5.00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.*
- III. *Members holding shares either in physical form or in dematerialized form, as on the close of business hours on , September 21st, 2024, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only.*
- IV. *In case of a non-individual shareholder has become a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com, or rnt.helpdesk@linkintime.co.in. In case of an individual member holding shares in demat mode, is required to follow the login process mentioned provided below in Point No. 21(VI).*
- V. *Mr. Sachin Thakkar, Practicing Company Secretary (Membership No. FCS 11396), of Sachin Thakkar & Associates, Practicing Company Secretaries, Ahmedabad (A Peer reviewed firm) have been appointed as the Scrutiniser to scrutinise the remote e-voting and e-voting at the AGM process in a fair and transparent manner.*
- VI. *The instructions for remote e-voting are as under:*

Step 1: Access to NSDL e-voting system:

- a. *Login method for remote e-voting and joining the AGM through VC/OAVM 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 DP. Members 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider 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. 2. 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.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 use 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is 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 101456 then user ID is 101456001***

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.

<p>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.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(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'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.</p>
<p>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>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.nsd.com.</p> <p>b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>
<p>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</p>
<p>8. Now, you will have to click on "Login" button.</p>
<p>9. After you click on the "Login" button, Home page of e-Voting will open.</p>

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
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, 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/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cssachinthkhar@gmail.com with a copy marked to evoting@nsdl.com and at cs@rajgorcastor.com, 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.: 022 - 4886 7000 or send a request to evoting@nsdl.com.

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@rajgorcastor.com.
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@rajgorcastor.com. If you are an Individual shareholders 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.com 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. *If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.*
4. *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.*
5. *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 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. *Facility of joining the AGM through VC/OAVM shall open 30 (thirty) minutes before the time scheduled for commencement of the AGM and will be available for Members on first come first served basis.*
4. *Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.*
5. *Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.*
6. *Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@rajgorcastor.com from Saturday, September 21, 2024 (9:00 a.m. IST) to Tuesday 24th, 2024 (5:00 p.m. IST). A Member who has registered as a speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.*
7. *Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com / 022-4886 700.*
22. *The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote evoting in the presence of at least two witnesses not in the employment of the company and make, not later than two working days from conclusion of*

the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, be submitted to the Chairman or a person authorized by him in writing who shall countersign the same.

23. The Results will be declared on receipt of Scrutinizer's Report. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website: www.rajgorcastor.com and on the website of NSDL immediately and communicated to the Stock Exchange. The resolutions shall be deemed to have been passed on the date of the AGM, subject to the same being passed with requisite majority.

**For and on behalf of Board of Directors of
RAJGOR CASTOR DERIVATIVES LIMITED**

SD/-

BRIJESHKUMAR VASANTLAL RAJGOR

Managing Director

DIN: 08156363

Date: 04/09/2024

Place: Ahmedabad

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO. 4

Context:

The estimated value of the contract(s)/arrangement(s)/transaction(s) exceeds the threshold limit of 10% of the annual turnover i.e. Rs. 56483.58 Lakhs as per the last audited financial statement of the company for FY 2023-24, resulting in a material related party transaction. To ensure uninterrupted operation, approval of the shareholders is being sought, for entering into related party transactions with Rajgor Proteins Limited for a maximum aggregate value of Rs. 300 crores for the financial year 2024-25.

Background and Details of the Transaction

In order to sustain quality standards and ease of customer reach, in the best interest of the company and its stakeholders, some of the transactions of the company pertain to sales and purchase of goods and materials related to Edible and Non-Edible Oil Seeds, Edible and Non-Edible Oil, DOC, High Proteins etc. with Rajgor Castor Derivatives Limited. Considering the prevailing market trend this transaction will continue in the year 2024-25 also.

Rationale/ Benefits of Dealing with Rajgor Proteins Limited (RPL)

- RCDL is engaged into the Manufacturing and Trading of Non-Edible Oils, Oil Seeds, DOC, High protein etc. RPL also engaged into the same line of Business involved into the Manufacturing and Trading of Non-Edible oil, Oil Seeds, DOC and High Proteins.
- RPL sales its produces into the national as well as in International market. RCDL involved into the same line of activity which helps both the companies to mitigate the Orders and demands of the local as well as international Clients.

Approval Sought

The estimated maximum aggregate value of the transaction with RPL for the financial year 2024-25 is expected to be Rs.300 Crores which would breach the materiality threshold of 10% of the annual turnover of the company i.e Rs. 56483.58 Lakhs as per last audited financial statements of the company for FY 2023-24. Hence, to ensure uninterrupted operation of the company, it is proposed to secure shareholders' approval for the related party contract(s)/ arrangement(s)/transaction(s) to be entered into with RPL for a maximum aggregate value of Rs. 300 crores for the financial year 2023-24.

Pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules,2014, as amended till date, particulars of the transaction(s), etc. are as under:

Sr. No.	Particulars	Remarks
1	Name of the Related Party	Rajgor Proteins Limited

2	Name of the Director or KMP who is related	<ul style="list-style-type: none"> Mr. Brijesh Kumar Rajgor, Managing Director of the Company is Brother of Mr. Rahul Kumar Rajgor, whole time Director of Rajgor Proteins Limited. Mr. Vasantkumar Rajgor, Director of the Company is Father of Mr. Rahul Kumar Rajgor, whole time Director of Rajgor Proteins Limited. Ms. Mr. Maheshkumar Rajgor Director of the Company is spouse of Kiranben Rajgor, Director of Rajgor Proteins Limited.
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3	Nature of Relationship	Director's relatives of RCDL are Directors in RPL.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	The transaction involves the purchase and sale of materials related to Edible and Non- Edible Oil Seeds, Edible and Non-Edible Oils, DOC, High Proteins and other agro commodities etc. for a maximum aggregate value of Rs. 300 crores during FY 2024-25.
5	Material terms of the contract or arrangement including the value, if any	As agreed between the parties in the best interest of the Company
6	Any advance paid or received for the contract or arrangement, if any	Not Applicable
7	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract:	As agreed between the parties in the best interest of the Company, however the pricing would be at arms' length basis and at prevailing market rate.
8	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:	All the key factors relevant to the arrangement have been considered.
9	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies act, 2013 which has been mentioned in the foregoing paragraph.

Except Mr. Brijeshkumar Vasantlal Rajgor, Mr. Vasantkumar Shankarlal Rajgor and Maheshkumar Shankarlal Rajgor Directors of the Company and their relatives none the other Directors, KMP's and their relatives are concerned or interested in the Resolution.

The Board recommends the Resolution(s) set out at Item No. 4 of this AGM Notice to the Members for their consideration and approval, by way of an ordinary Resolution(s).

Item No. 5:

Context:

The estimated value of the contract(s)/arrangement(s)/transaction(s) exceeds the threshold limit of 10% of the annual turnover i.e Rs. 56483.58 Lakhs as per the last audited financial statement of the company for FY 2023-24, resulting in a material related party transaction. To ensure uninterrupted operation, approval of the shareholders is being sought, for entering into related party transactions with Rajgor Agro Limited for a maximum aggregate value of Rs. 300 crores for the financial year 2024-25.

Background and Details of the Transaction

In order to sustain quality standards and ease of customer reach, in the best interest of the company and its stakeholders, some of the transactions of the company pertain to sales and purchase of goods and materials related to Edible and Non-Edible Oil Seeds, Edible and Non-Edible Oil, DOC, High Proteins etc. with Rajgor Agro Limited Considering the prevailing market trend this transaction will continue in the year 2024-25 also.

Rationale/ Benefits of Dealing with Rajgor Agro Limited.

- RCDL is engaged into the Manufacturing and Trading of Non Edible Oils, Oil Seeds, DOC, High protein etc. RAL also engaged into the trading business of the Edible and Non-Edible Oils, Oil seeds, DOCS, High Proteins etc.

Approval Sought

The estimated maximum aggregate value of the transaction with RAL for the financial year 2024-25 is expected to be Rs.300 Croress which would breach the materiality threshold of 10% of the annual turnover of the company i.e. Rs. 56483.58 Lakhs as per last audited financial statements of the company for FY 2023-24. Hence, to ensure uninterrupted operation of the company, it is proposed to secure shareholders' approval for the related party contract(s)/ arrangement(s)/transaction(s) to be entered into with RAL for a maximum aggregate value of Rs. 300 crores for the financial year 2024-25.

Pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules,2014, as amended till date, particulars of the transaction(s), etc. are as under:

Sr. No.	Particulars	Remarks
1	Name of the Related Party	Rajgor Agro Limited

2	Name of the Director or KMP who is related	<ul style="list-style-type: none"> Mr. Brijeshkumar Vasantlal Rajgor, is Managing Director of Rajgor Castor Derivatives Limited as well as Director of Rajgor Agro Limited. Mr. Brijeshkumar Vasantlal Rajgor, is Managing Director of Rajgor Castor Derivatives Limited is spouse of Mrs. Bhagyashri Brijeshkumar Rajgor, Director of the RAL. Mr. Brijeshkumar Vasantlal Rajgor, is Managing Director of Rajgor Castor Derivatives Limited is son Mrs. Induben Rajgor, Director of the RAL Mr. Vasantkumar Shankarlal Rajgor, Director of the company is Spouse of Mrs. Induben Rajgor, Director of RAL
3	Nature of Relationship	Director's relatives of RAL are Directors in RCDL.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	The transaction involves the purchase and sale of materials related to Edible and Non-Edible Oil Seeds, Edible and Non-Edible Oils, DOC, High Proteins and other agro commodities etc. for a maximum aggregate value of Rs. 300 crores during FY 2024-25.
5	Material terms of the contract or arrangement including the value, if any	As agreed between the parties in the best interest of the Company
6	Any advance paid or received for the contract or arrangement, if any	Not Applicable
7	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract:	As agreed between the parties in the best interest of the Company, however the pricing would be at arms' length basis and at prevailing market rate.
8	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:	All the key factors relevant to the arrangement have been considered.
9	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies act, 2013 which has been mentioned in the foregoing paragraph.

Except Mr. Brijeshkumar Vasantlal Rajgor, Mr. Vasantkumar Shankarlal Rajgor and Maheshkumar Shankarlal Rajgor, Directors of the Company and their relatives none the other Directors, KMP's and their relatives are concerned or interested in the Resolution.

The Board recommends the Resolution(s) set out at Item No. 5 of this AGM Notice to the Members for their consideration and approval, by way of Ordinary Resolution(s).

Item No. 6:

Context:

The estimated value of the contract(s)/arrangement(s)/transaction(s) exceeds the threshold limit of 10% of the annual turnover i.e Rs. 56483.58 Lakhs as per the last audited financial statement of the company for FY 2023-24, resulting in a material related party transaction. To ensure uninterrupted operation, approval of the shareholders is being sought, for entering into related party transactions with Exaoil Refinery Limited for a maximum aggregate value of Rs. 125 crores for the financial year 2024-25.

Background and Details of the Transaction

In order to sustain quality standards and ease of customer reach, in the best interest of the company and its stakeholders, some of the transactions of the company pertain to sales and purchase of goods and materials related to Edible and Non-Edible Oil Seeds, Edible and Non-Edible Oil, DOC, High Proteins etc. with Exaoil Refinery Limited Considering the prevailing market trend this transaction will continue in the year 2024-25 also.

Rationale/ Benefits of Dealing with Exaoil Refinery Limited (ERL).

- RCDL is engaged into the Manufacturing and Trading of Non Edible Oils, Oil Seeds, DOC, High protein etc. Exaoil Refinery Limited will engage into the Manufacturing, refining and trading of Edible and Non-Edible Oils and other allied commodities etc.

Approval Sought

The estimated maximum aggregate value of the transaction with ERL for the financial year 2024-25 is expected to be Rs.125 Crores which would breach the materiality threshold of 10% of the annual turnover of the company i.e. Rs. 56483.58 Lakhs as per last audited financial statements of the company for FY 2023-24. Hence, to ensure uninterrupted operation of the company, it is proposed to secure shareholders' approval for the related party contract(s)/ arrangement(s)/transaction(s) to be entered into with ERL for a maximum aggregate value of Rs. 125 crores for the financial year 2024-25.

Pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules,2014, as amended till date, particulars of the transaction(s), etc. are as under:

Sr. No.	Particulars	Remarks
1	Name of the Related Party	Exaoil Refinery Limited
2	Name of the Director or KMP who is related	<ul style="list-style-type: none"> Mr. Rahulkumar Vasantlal Rajgor, Director of ERL is Brother of Mr. Brijeshkumar Vasantlal Rajgor and Son of Mr. Vasantkumar Shankarlal Rajgor, Directors of the Company.
3	Nature of Relationship	Director's relatives of ERL are Directors in RCDL.

4	Nature, material terms, monetary value and particulars of the contract or arrangement	The transaction involves the purchase and sale of materials related to Edible and Non- Edible Oils and Seeds, DOC, High Proteins and other agro commodities etc. for a maximum aggregate value of Rs. 125 crores during FY 2024-25.
5	Material terms of the contract or arrangement including the value, if any	As agreed between the parties in the best interest of the Company
6	Any advance paid or received for the contract or arrangement, if any	Not Applicable
7	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract:	As agreed between the parties in the best interest of the Company, however the pricing would be at arms' length basis and at prevailing market rate.
8	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:	All the key factors relevant to the arrangement have been considered.
9	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies act, 2013 which has been mentioned in the foregoing paragraph.

Except Mr. Brijeshkumar Vasantlal Rajgor, Mr. Vasantkumar Shankarlal Rajgor and Mr. Maheshkumar Shankarlal Rajgor, Directors of the Company and their relatives none the other Directors, KMP's and their relatives are concerned or interested in the Resolution.

The Board recommends the Resolution(s) set out at Item No. 6 of this AGM Notice to the Members for their consideration and approval, by way of Ordinary Resolution(s).

Item No. 7:

Context:

The estimated value of the contract(s)/arrangement(s)/transaction(s) exceeds the threshold limit of 10% of the annual turnover i.e Rs. 56483.58 Lakhs as per the last audited financial statement of the company for FY 2023-24, resulting in a material related party transaction. To ensure uninterrupted operation, approval of the shareholders is being sought, for entering into related party transactions with Rajgor Industries Private Limited for a maximum aggregate value of Rs. 100 crores for the financial year 2024-25.

Background and Details of the Transaction

In order to sustain quality standards and ease of customer reach, in the best interest of the company and its stakeholders, some of the transactions of the company pertain to sales and purchase of goods and materials related to Edible and Non-

Edible Oil Seeds, Edible and Non-Edible Oil, DOC, High Proteins etc. with Rajgor Industries private Limited Considering the prevailing market trend this transaction will continue in the year 2024-25 also.

Rationale/ Benefits of Dealing with Rajgor Industries private Limited (RIPL).

- RCDL is engaged into the Manufacturing and Trading of Non Edible Oils, Oil Seeds, DOC, High protein etc. Rajgor Industries private Limited engaged into the trading of Edible and Non-Edible Oils , oil seeds, DOC, High Proteins and other allied agro commodities etc.

Approval Sought

The estimated maximum aggregate value of the transaction with RIPL for the financial year 2024-25 is expected to be Rs.100 Crores which would breach the materiality threshold of 10% of the annual turnover of the company i.e. Rs. 56483.58 Lakhs as per last audited financial statements of the company for FY 2023-24. Hence, to ensure uninterrupted operation of the company, it is proposed to secure shareholders' approval for the related party contract(s)/ arrangement(s)/transaction(s) to be entered into with ERL for a maximum aggregate value of Rs. 100 crores for the financial year 2024-25.

Pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules,2014, as amended till date, particulars of the transaction(s), etc. are as under:

Sr. No.	Particulars	Remarks
1	Name of the Related Party	Rajgor Industries Private Limited
2	Name of the Director or KMP who is related	<ul style="list-style-type: none"> • Mr. Vasantkumar Shankarlal Rajgor and Mr. Maheshkumar Shankarlal Rajgor Directors of the company are also directors in the RIPL and Mr. Brijeshkumar Vasantlal Rajgor is the director of the company is Son of Mr. Vasantkumar Shankarlal Rajgor, Director of RIPL.
3	Nature of Relationship	Director's relatives of RIPL are Directors in RCDL.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	The transaction involves the purchase and sale of materials related to Edible and Non- Edible Oils and Seeds, DOC, High Proteins, other agro commodities and transactions for a maximum aggregate value of Rs. 100 crores during FY 2024-25.
5	Material terms of the contract or arrangement including the value, if any	As agreed between the parties in the best interest of the Company
6	Any advance paid or received for the contract or arrangement, if any	Not Applicable

7	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract:	As agreed between the parties in the best interest of the Company, however the pricing would be at arms' length basis and at prevailing market rate.
8	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:	All the key factors relevant to the arrangement have been considered.
9	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies act, 2013 which has been mentioned in the foregoing paragraph.

Except Mr. Brijeshkumar Vasantlal Rajgor, Mr. Vasantkumar Shankarlal Rajgor and Mr. Maheshkumar Shankarlal Rajgor Directors of the Company and their relatives none the other Directors, KMP's and their relatives are concerned or interested in the Resolution.

The Board recommends the Resolution(s) set out at Item No. 7 of this AGM Notice to the Members for their consideration and approval, by way of Ordinary Resolution(s).

Item No. 8:

Context:

The estimated value of the contract(s)/arrangement(s)/transaction(s) exceeds the threshold limit of 10% of the annual turnover i.e Rs. 56483.58 Lakhs as per the last audited financial statement of the company for FY 2023-24, resulting in a material related party transaction. To ensure uninterrupted operation, approval of the shareholders is being sought, for entering into related party transactions with Koovey Oleo Science Private Limited for a maximum aggregate value of Rs. 100 crores for the financial year 2024-25.

Background and Details of the Transaction

In order to sustain quality standards and ease of customer reach, in the best interest of the company and its stakeholders, some of the transactions of the company pertain to sales and purchase of goods and materials related to Edible and Non-Edible Oil Seeds, Edible and Non-Edible Oil, DOC, High Proteins etc. with Koovey Oleo Science Private Limited Considering the prevailing market trend this transaction will continue in the year 2024-25 also.

Rationale/ Benefits of Dealing with Koovey Oleo Science Private Limited (KOSPL).

- RCDL is engaged into the Manufacturing and Trading of Non Edible Oils, Oil Seeds, DOC, High protein etc. Koovey Oleo Science Private Limited engaged into the business of organic, inorganic oils, oleo chemical products and their derivatives etc.

Approval Sought

The estimated maximum aggregate value of the transaction with KOSPL for the financial year 2024-25 is expected to be Rs.100 Crores which would breach the materiality threshold of 10% of the annual turnover of the company i.e. Rs. 56483.58 Lakhs as per last audited financial statements of the company for FY 2023-24. Hence, to ensure uninterrupted operation of the company, it is proposed to secure shareholders' approval for the related party contract(s)/ arrangement(s)/transaction(s) to be entered into with KOSPL for a maximum aggregate value of Rs. 100 crores for the financial year 2024-25.

Pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, as amended till date, particulars of the transaction(s), etc. are as under:

Sr. No.	Particulars	Remarks
1	Name of the Related Party	Koovey Oleo Science Private Limited
2	Name of the Director or KMP who is related	<ul style="list-style-type: none"> Mr. Brijeshkumar Vasantlal Rajgor Managing Director of RCDL is sibling of Mr. Rahul Kumar Rajgor, director of Koovey Oleo Science Private Limited. Mr. Vasantkumar Rajgor, Director of RCDL is Father of Mr. Rahul Kumar Rajgor, director of Koovey Oleo Science Private Limited.
3	Nature of Relationship	Director's relatives of KOSPL are Directors in RCDL.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	The transaction involves the purchase and sale of materials related to Edible and Non- Edible Oils and Seeds, Edible and Non- Edible Oils, DOC, High Proteins, other agro commodities and transactions for a maximum aggregate value of Rs. 100 crores during FY 2024-25.
5	Material terms of the contract or arrangement including the value, if any	As agreed between the parties in the best interest of the Company
6	Any advance paid or received for the contract or arrangement, if any	Not Applicable
7	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract:	As agreed between the parties in the best interest of the Company, however the pricing would be at arms' length basis and at prevailing market rate.
8	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors:	All the key factors relevant to the arrangement have been considered.
9	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies act, 2013 which has been mentioned in the foregoing paragraph.

Except Mr. Brijeshkumar Vasantlal Rajgor and Mr. Vasantkumar Shankarlal Rajgor Directors of the Company and their relatives none the other Directors, KMP's and their relatives are concerned or interested in the Resolution.

The Board recommends the Resolution(s) set out at Item No. 8 of this AGM Notice to the Members for their consideration and approval, by way of Ordinary Resolution(s).

Item No. 9:

Mr. Brijeshkumar vasantlal Rajgor was appointed as Managing director of the company for the period of 3 years with effect from 8th August, 2022. Post approval of members, the present term of Mr. Brijeshkumar Rajgor comes to an end on 7th August, 2025.

The Board has, based on the recommendation of Nomination and remuneration committee and subject to the approval of members, approved the reappointment of Mr. Brijeshkumar Vasantlal Rajgor as Managing director for further period of five years, post completion of his present term in August, 2025.

Mr. Brijeshkumar vasantlal Rajgor is not disqualified from being re-appointed as a director in terms of section 164 of the Act and given his consent to act as Managing director of the company. Mr. Brijeshkumar vasantlal Rajgor satisfies all the conditions as set out in section 196(3) of the Act and Part-I of schedule V to the Act, for being eligible of his appointment.

The main terms and conditions for the re-appointment of Mr. Brijeshkumar Vasantlal Rajgor as Managing Director (MD), are as follows:

I. Period - From 8th August 2025 to 7th August 2030

II. A. Remuneration

a) Salary:

Salary plus allowances with different breakup be revised and payable monthly/yearly basis within overall limit of yearly package not exceeding Rs. 20,00,000/-, subject to ceiling of the managerial remuneration under the Companies Act, 2013 and rules made thereunder, for each year.

b) Benefits, Perquisites & Allowances:

Details of Benefits, Perquisites and Allowances are as follows:

- (i) Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation OR House Rent and Maintenance Allowance (in case residential accommodation is not provided by the Company) of 85% of Salary per annum.
- (ii) Reimbursement of hospitalisation and major medical expenses incurred as per Rules of the Company (this includes Medclaim insurance premium).
- (iii) Car facility as per Rules of the Company.
- (iv) Telecommunication facility as per Rules of the Company.
- (v) Housing loan facility as per Rules of the Company.
- (vi) Other perquisites and allowances given below subject to a maximum of 55% of Salary per annum. This includes:
 - a. Medical allowance,
 - b. Leave Travel Concession/Allowance,
 - c. Other Allowances,
 - d. Personal Accident Insurance Premium,
 - e. Annual club membership fees.
- (vii) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the Rules of the Company.
- (viii) Leave and encashment of unveiled leave as per the Rules of the Company.

c) Performance Linked Bonus:

In addition to the Salary, Benefits, Perquisites and Allowances, Mr. Brijeshkumar Vasantlal Rajgor may be paid such remuneration by way of annual performance linked bonus. This performance linked bonus would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board. An indicative list of factors that may be considered for determination of the extent of the Performance Linked Bonus by the Board (supported by the NRC) are:

- Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time,
- Industry benchmarks of remuneration,
- Performance of the individual.

B. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Brijeshkumar Vasantlal Rajgor the Company has no profits or its profits are inadequate, the Company will pay remuneration, by way of Salary, Benefits, Perquisites and Allowances and Performance linked bonus as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

III. Nature of Duties –

The MD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

Information in accordance with Schedule V of Companies Act, 2013

I. GENERAL INFORMATION

1	Nature of Industry: Manufacturing and Trading of Agriculture commodities and related business				
2	Date or expected date of commencement of commercial: The Company started its commercial operations in the year 2018.				
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable				
4	Financial performance based on given indications				
	Particulars	2023-24	2022-23	2021-22	
		(Rs. in Lakhs)	(Rs. in Lakhs)	(Rs. in Lakhs)	
	Turnover	56,483.58	42878.06	3967.21	

	Net profit after Tax	978.39	554.47	52.19
5	Foreign investments or collaborations, if any: Not Applicable			

II. INFORMATION ABOUT THE APPOINTEE:

1.	<p>Background Details:</p> <p>He has been actively involved in the day-to-day operations of the Company and looks after Management and General Administration of the Company. He has been associated with our Company since incorporation and plays an instrumental role in strengthening the Daily operations of our Company.</p>
2.	<p>Past Remuneration: The remuneration drawn by Mr. Brijeshkumar Rajgor, Managing Director was Rs. 6.00 Lakhs /- per Annum.</p>
3.	<p>Recognition or awards: Nil</p>
4.	<p>Job Profile and his suitability:</p> <p>He holds degree of Bachelor of Business Administration from Ganpat University, Mehsana, Gujarat. Further, He is having an experience of more than 9 years in Trading and Manufacturing of Agro and related Businesses.</p>
5.	<p>Remuneration proposed:</p> <p>As set out in the resolutions for the Item No.9 the remuneration Mr. Brijeshkumar Rajgor, Managing Director has the approval of the Nomination and Remuneration Committee and Board of Directors.</p>
6.	<p>Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):</p> <p>Taking into consideration of the size of the Company, the profile of Mr. Brijeshkumar Rajgor and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.</p>
7.	<p>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:</p> <p>Besides the remuneration proposed,.</p>

III. OTHER INFORMATION:

1.	Reasons of loss or inadequate profits: Not Applicable
2.	Steps taken or proposed to be taken for improvement: Not Applicable
3.	Expected increase in productivity and profit in measurable terms: Not Applicable

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment and the terms of remuneration payable to Mr. Brijeshkumar Rajgor require approval of members by passing Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Copy of letter of appointment of Mr. Brijeshkumar Vasantlal Rajgor setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. Brijeshkumar Vasantlal Rajgor, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) are Annexure A and Annexure B respectively to this Notice.

Except Mr. Brijeshkumar Vasantlal Rajgor and Mr. Vasantkumar Shankarlal Rajgor Directors of the Company and their relatives none the other Directors, KMP's and shareholders are concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Resolution(s) set out at Item No. 9 of this AGM Notice to the Members for their consideration and approval, by way of Special Resolution(s).

Item No. 10

REVISION IN REMUNERATION OF MR. BRIJESHKUMAR VASANTLAL RAJGOR (DIN: 08156363) MANGING DIRECTOR OF THE COMPANY.

Mr. Brijeshkumar Vasantlal Rajgor (DIN: 08156363) Managing Director, of the Company has actively involved in the day-to-day operations of the Company and looks after Manufacturing, sales, purchase, accounts and finance department of the Company. Due to his sustained efforts the Company has achieved greater heights of the Company. He has wholesome exposure on all aspects of business of the Company and under his able leadership, thereby continuing to be the manufacturer of choice for excipients with highest quality standards.

Based on the recommendations of the Nomination and Remuneration Committee and having considered the contribution of Mr. Brijeshkumar Vasantlal Rajgor in terms of leadership, strategy formulation and execution, financial planning, maintaining relations both with the board and external entities, improving the turnovers and profitability of the company, the Board in its meeting held on 04.09.2024 revised and increased the remuneration of the Managing Director for the FY 2024-25 as mentioned in the resolution.

Except Mr. Brijeshkumar Vasantlal Rajgor and Mr. Vasantkumar Shankarlal Rajgor Directors of the Company and their relatives none the other Directors, KMP's and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at item no. 10.

The Board recommends the Resolution(s) set out at Item No. 10 of this AGM Notice to the Members for their consideration and approval, by way of Special Resolution(s).

Information in accordance with Schedule V of Companies Act, 2013

IV. GENERAL INFORMATION

1	Nature of Industry: Manufacturing and Trading of Agriculture commodities and related business
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2	Date or expected date of commencement of commercial: The Company started its commercial operations in the year 2018.			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable			
4	Financial performance based on given indications			
	Particulars	2023-24 (Rs. in Lakhs)	2022-23 (Rs. in Lakhs)	2021-22 (Rs. in Lakhs)
	Turnover	56,483.58	42878.06	3967.21
	Net profit after Tax	978.39	554.47	52.19
5	Foreign investments or collaborations, if any: Not Applicable			

V. INFORMATION ABOUT THE APPOINTEE:

1.	<p>Background Details:</p> <p>He has been actively involved in the day-to-day operations of the Company and looks after Management and General Administration of the Company. He has been associated with our Company since incorporation and plays an instrumental role in strengthening the Daily operations of our Company.</p>
2.	<p>Past Remuneration: The remuneration drawn by Mr. Brijeshkumar Rajgor, Managing Director was Rs. 6.00 Lakhs /- per Annum.</p>
3.	<p>Recognition or awards: NIL</p>
4.	<p>Job Profile and his suitability:</p> <p>He holds degree of Bachelor of Business Administration from Ganpat University, Mehsana, Gujarat. Further, He is having an experience of more than 9 years in Trading and Manufacturing of Agro and related Businesses.</p>
5.	<p>Remuneration proposed:</p> <p>As set out in the resolutions for the Item No. 10 the remuneration Mr. Brijeshkumar Rajgor, Managing Director has the approval of the Nomination and Remuneration Committee and Board of Directors.</p>
6.	<p>Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):</p> <p>Taking into consideration of the size of the Company, the profile of Mr. Brijeshkumar Rajgor and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.</p>

7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any: Besides the remuneration proposed,
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VI. OTHER INFORMATION:

	Reasons of loss or inadequate profits: Not Applicable.
2.	Steps taken or proposed to be taken for improvement: Not Applicable
	Expected increase in productivity and profit in measurable terms: Not Applicable

Item No. 11:

The Board of Directors of the Company at its meeting held on August 28, 2024, appointed Ms. Dipika Pradeep Soni as an additional Director of the Company in the capacity of Non-Executive and Non-Independent Director for a term of 5 years with effect from August 28, 2024, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of Ms. Dipika Pradeep Soni as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has received a declaration from Ms. Dipika Pradeep Soni confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Ms. Dipika Pradeep Soni's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Ms. Dipika Pradeep Soni fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and she is independent of the management. Considering Ms. Dipika Pradeep Soni's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director for a period of five years with effect from 28th August, 2024.

Copy of letter of appointment of Ms. Dipika Pradeep Soni setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Ms. Dipika Pradeep Soni, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) is given in Annexure A and Annexure B respectively to this Notice.

Except Ms. Dipika Pradeep Soni, being the appointee, or her relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 11.

The Board recommends the Resolution(s) set out at Item No. 11 of this AGM Notice to the Members for their consideration and approval, by way of Special Resolution(s).

Item No. 12:

The Board of Directors of the Company at its meeting held on August 28, 2024, appointed Himali Maheshbhai Thakkar as an additional Director of the Company in the capacity of Non-Executive and Non-Independent Director for a term of 5 years with effect from August 28, 2024, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the, Nomination and Remuneration Committee and the Board have recommended the appointment of Himali Maheshbhai Thakkar as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has received a declaration from Himali Maheshbhai Thakkar confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Himali Maheshbhai Thakkar's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Ms. Himali Maheshbhai Thakkar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and she is independent of the management. Considering Ms. Himali Maheshbhai Thakkar's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director for a period of five years with effect from 28th August, 2024.

Copy of letter of appointment of Ms. Himali Maheshbhai Thakkar setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Ms. Himali Maheshbhai Thakkar, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) is given in Annexure A and Annexure B respectively to this Notice.

Except Ms. Himali Maheshbhai Thakkar, being the appointee, or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 12.

The Board recommends the Resolution(s) set out at Item No. 12 of this AGM Notice to the Members for their consideration and approval, by way of Special Resolution(s).

Item No. 13:

The Board, on the recommendation of the Audit Committee, has approved in its Annual General Meeting held on September 30th, 2023, the appointment of M/s D R RADADIYA & CO., Cost Accountants, Ahmedabad, at a remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) excluding applicable Tax to conduct the Cost Audit of the Company for the financial year 2024-25.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditor Rules), 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

None of the Directors, KMP's and their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 13.

The Board recommends the Resolution(s) set out at Item No. 13 of this AGM Notice to the Members for their consideration and approval, by way of Ordinary Resolution(s).

Item No. 14:

It may be noted that the board of directors of the Company at their meeting held on 8th August, 2022 appointed Mr. Brijeshkumar Vasantlal Rajgor as Managing Director of the Company for a period of three year w.e.f. 8th August, 2022 on the terms and conditions as stated in the said resolution which was approved by the shareholders at the AGM on 30th September, 2022. However, the remuneration paid to the Managing Director has exceeded the limits approved by the shareholders in the said Annual general meeting during the year 2023-24. Accordingly, for waiver of excess remuneration paid to the Managing Director during the financial year 2023-24, the Company has to seek approval of the shareholders by way of Special Resolution. The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 04th September, 2024, subject to the approval of the Shareholders of the Company, approved the waiver of excess remuneration of Rs. 1,20,000/- (Rupees one Lakh Twenty thousand only) paid to the Managing Director for the financial year 2023-24, in excess of the limits approved by the members.

The details are as follows:

Remuneration paid	Amount in Rupees
Salary & Perquisites	7,20,000/-
Less: Limit approved by the shareholders through AGM	6,00,000/-
Excess Remuneration	1,20,000/-

Except Mr. Brijeshkumar Rajgor and Mr. Vasantkumar Shankarlal Rajgor Directors of the Company and their relatives none the other Directors, KMP's and shareholders are concerned or interested financially or otherwise in the Resolution.

The Board recommends the Resolution(s) set out at Item No. 14 of this AGM Notice to the Members for their consideration and approval, by way of Special Resolution(s).

Item No. 15:

In terms of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Foreign Institutional Investors ("FII") registered with the Securities and Exchange Board of India ("SEBI") can acquire and hold on their own account and on behalf of their SEBI approved sub-accounts or Foreign Portfolio Investors ("FPI") together, up to an aggregate limit of 100% (hundred per cent) of the paid up Equity Share Capital for the manufacturing sector of an Indian Company. However the members of the company at their meeting held on 26th June, 2023 approved the aggregate holding of the FIIs/FPIs upto 74% of the paid up Equity Share Capital of the Company. As per the latest Consolidated FDI Policy, 2000 passed by DPIT the company requires to increase this limit from 74% to 100% which is permissible sectoral cap/statutory ceiling for the manufacturing industry under automatic route.

Therefore, The Board of Directors at their meeting held on 04th September, 2024, decided to increase the aggregate permissible limit of FII/FPIs Equity Shareholding of the Company from 74% (seventy four per cent) to 100% (hundred per cent) of the paid-up Equity Share Capital of the Company, in accordance with applicable laws subject to the approval of the Members.

Accordingly, the Resolution set out at Item No. 15 of this Notice is proposed to enable the FII's to acquire Equity Shares of the Company upto the revised ceiling limit of 100% (hundred per cent) of the paid-up Equity Share Capital of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution.

The Board recommends the Resolution(s) set out at Item No. 15 of this AGM Notice to the Members for their consideration and approval, by way of Special Resolution(s).

**For and On behalf of Board of Directors of
RAJGOR CASTOR DERIVATIVES LIMITED**

SD/-

BRIJESHKUMAR VASANTLAL RAJGOR

Managing Director

DIN: 08156363

Date: 04/09/2024

Place: Ahmedabad

Annexure-A

Details of Directors seeking appointment/re-appointment at the 6th Annual General Meeting to be held on September 28, 2024 [Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

NAME OF DIRECTOR	BRIJESHKUMAR VASANTLAL RAJGOR	DIPIKA PRADEEP SONI	HIMALI MAHESHBHAI THAKKAR
DIN	08156363	08846908	10752931
Age	32 years	36 years	34 years
Brief Resume of the director	Mr. Brijeshkumar Vasantlal Rajgor holds degree of Bachelor of Business Administration from Ganpat University, Mehsana, Gujarat. He is having an experience of more than 9 years in Trading and Manufacturing of Agro and related Businesses. His functional responsibility is to look after sales, purchase, plant, day to day operations, accounts and finance department of our Company.	Ms. Dipika Pradeep Soni, Fellow Member of the Institute of Companies Secretaries of India, having experience of more than 10 years and worked as Company Secretary in various organizations and thereafter, established a Practicing Company Secretary firm in the name & style of Dipika Soni & Associates for providing Services in Company Law, Securities Laws, Secretarial Audit etc. Presently, Ms. Dipika Pradeep Soni is a partner of M/s Dipika Soni & Associates and Independent Director of Frontline Corporation Limited and HEC Infra Projects Limited	Ms. Himali Maheshbhai Thakkar is a Member of the Institute of Company Secretaries of India and a law graduate with over 7 years of experience in Company Law and Securities Laws. She has served as a Company Secretary across various organizations. Currently, Ms. Himali Maheshbhai Thakkar is the Company Secretary and Compliance Officer at Rachana Infrastructure Limited.
Experience and expertise in specific functional areas	He is having experience of more than 9 years in Trading and Manufacturing of Agro and related Businesses.	She has more than 10 years of experience in Company Law, Securities Laws, Secretarial Audit.	She has more than 7 years of experience in Company Law, Securities Laws, Secretarial Audit.
Relationship with other Directors	Mr. Brijeshkumar Rajgor is spouse of Mrs. Bhagyashriben Rajgor and son of Mrs. Induben Rajgor, Directors of the company.	Ms. Dipika Pradeep Soni is not related to any of the Directors of the Company.	Ms. Himali Maheshbhai Thakkar is not related to any of the Directors of the Company.

Names of listed entities in which the person also holds the directorship and the membership of Committees of the board [along with listed entities from which the person has resigned in the past three years]	TTL Enterprises Limited	Frontline Corporation Limited HEC Infra Projects Limited	--
Number of shares held in the Company	46,33,125	--	--
skills and capabilities, in case of appointment/ Reappointment of independent directors	NA	She has more than 10 years of experience in Company Securities Laws, Secretarial Audit. She is capable to look after secretarial compliances applicable to the company.	She has more than 7 years of experience in Company Law, Securities Laws, Secretarial Audit. She is capable to look after and guide on legal and secretarial matters of the company.

Annexure-B

Disclosures of Directors seeking appointment/re-appointment and/or whose remuneration is proposed to be increased at the 6th Annual General Meeting of the Company as prescribed in Secretarial Standards – 2 are as follows:

Name of Director	Brijeshkumar Vasantlal Rajgor	Dipika Pradeep Soni	Himali Maheshbhai Thakkar
Date of Birth	22/05/1992	10/09/1987	13/10/1990
DIN	08156363	08846908	10752931
Date of Appointment	08/08/2022	28/08/2024	28/08/2024
Nationality	Indian	Indian	Indian
Qualifications	Bachelor of Business Administration	Company Secretary	Company Secretary, LL.B. and B.Com.
Brief profile	Mr. Brijeshkumar Vasantlal Rajgor holds degree of Bachelor of Business Administration from Ganpat University, Mehsana, Gujarat. He is having an experience of more than 9 years in Trading and Manufacturing of Agro and related Businesses. His functional responsibility is to look after sales, purchase, plant, day to day operations, accounts and finance department of our Company.	Ms. Dipika Pradeep Soni, Fellow Member of the Institute of Companies Secretaries of India, having experience of more than 10 years and worked as Company Secretary in various organizations and thereafter, established a Practicing Company Secretary firm in the name & style of Dipika Soni & Associates for providing Services in Company Law, Securities Laws and Secretarial Audit etc. Presently, Ms. Dipika Pradeep Soni is a partner of M/s Dipika Soni & Associates and Independent Director of Frontline Corporation Limited and HEC Infra Projects Limited	Ms. Himali Maheshbhai Thakkar is a Member of the Institute of Company Secretaries of India and a law graduate with over 7 years of experience in Company Law and Securities Laws. She has served as a Company Secretary across various organizations. Currently, Ms. Himali Maheshbhai Thakkar is the Company Secretary and Compliance Officer at Rachana Infrastructure Limited.
Board membership in other Companies as on 31.03.2024	TTL Enterprises Limited Rajgor Agro Limited	Frontline Corporation Limited HEC Infra Projects Limited	

Chairman/Member of the Committee of the board of Directors in other companies as on 31.03.2024	1. TTL Enterprises Limited Audit committee – Member 2. Rajgor Agro limited Audit committee – Member	1. Frontline Corporation Limited Chairman of Audit Committee, Nomination and Remuneration Committee and Stake Holders Relationship, Grievance and Share Transfer Committee. 2. HEC Infra Projects Limited Chairman of Audit Committee, Nomination and Remuneration Committee and Stake Holders Relationship Committee.	
Number of Shares held into the company as on 31.03.2024	46,33,125		
disclosure of relationships between directors, Manager and other Key Managerial Personnel of the company	Mr. Brijeshkumar Rajgor is spouse of Mrs. Bhagyashriben Rajgor and son of Mrs. Induben Rajgor, Directors of the company.	Ms. Dipika Pradeep Soni is not related to any of the Directors and KMP of the Company.	Ms. Himali Maheshbhai Thakkar is not related to any of the Directors and KMP of the Company.
date of first appointment on the Board	13-06-2018	28-08-2024	28-08-2024
terms and conditions of appointment or re-appointment along with details of remuneration	The appointment is for a term of 5 years Effective i.e. 08.08.2025 to 07.08.2030 with the remunerations as per agreement with the Director and eligible for retire by rotation.	The appointment is for a term of 5 years i.e. 28-08-2024 to 27-08-2029. As an Independent Director, not eligible for any remuneration other than sitting fees.	The appointment is for a term of 5 years i.e. 28-08-2024 to 27-08-2029. As an Independent Director, not eligible for any remuneration other than sitting fees.
the number of Meetings of the Board attended during the year	17	N.A.	N.A.