

RACONTEUR GLOBAL RESOURCES LIMITED

CIN: L68100MH2018PLC307613, **Regd. Office:** Royal Palms, 3rd Floor A321 Master Mind 4, Aarey, Borivali, Goregaon East, Mumbai-400065

Email Id: compliance.rgrl@gmail.com | **Website:** www.rgrl.in | **Tel No:** +91 8360141408

NOTICE OF 8th ANNUAL GENERAL MEETING OF THE COMPANY

NOTICE IS HEREBY GIVEN THAT **8th (EIGHTH) ANNUAL GENERAL MEETING** OF THE SHAREHOLDERS OF **RACONTEUR GLOBAL RESOURCES LIMITED** (FORMERLY KNOWN AS GANESH FILMS INDIA LIMITED) WILL BE HELD ON **FRIDAY, 18TH SEPTEMBER, 2026 AT 01:00 NOON** THROUGH **VIDEO CONFERENCING ('VC')/OTHER AUDIO-VISUAL MEANS ('OAVM')** FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO. 1:

TO RECEIVE, CONSIDER AND ADOPT:

a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon; and

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

“RESOLVED THAT the Audited Standalone Financial Statements of the Company including the Balance Sheet as at 31st March, 2026, the Statement of Profit & Loss, the Cash Flow Statement for the year ended as on that date and the reports of the Auditors and the Board of Directors thereon, be and are hereby received, considered and adopted.”

b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon

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

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company including the Balance Sheet as at 31st March, 2026, the Statement of Profit & Loss, the Cash Flow Statement for the year ended as on that date and the reports of the Auditors and the Board of Directors thereon, be and are hereby received, considered and adopted.”

ITEM NO. 2:

APPOINTMENT OF MS. HINA (DIN: 09534689) AS DIRECTOR LIABLE TO RETIRE BY ROTATION

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Hina (DIN: 09534689), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

ITEM NO. 3:

TO CONSIDER AND APPROVE THE APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY

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

“RESOLVED THAT pursuant to the provisions of Section 139(8), 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the “Act”), and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Board of Directors through resolution passed on Thursday, 20th August, 2026, the appointment of M/s A S Bhutani & Associates, Chartered Accountants (Firm Registration No. 029646N), be and is hereby approved as the Statutory Auditors of the Company, on such terms and conditions as mentioned in the explanatory statement, to fill the casual vacancy caused by the resignation of M/s. Kapil Sandeep and Associates, Chartered Accountants (Firm Registration No. 0016244N) as Statutory Auditors.

RESOLVED FURTHER THAT M/s A S Bhutani & Associates, Chartered Accountants (Firm Registration No. 029646N), be and is hereby appointed as Statutory Auditors of the Company to hold the office from Thursday, 20th August, 2026, until the conclusion of this Annual General Meeting (8th AGM) of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee and duly approved by the Directors of the Company.”

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RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM NO. 4:

APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY FOR A PERIOD OF FIVE YEARS

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

"RESOLVED THAT pursuant to Section 139, 142 of the Companies Act read with the Companies (Audit and Auditors) Rules, 2014 (the "Act") and other applicable provisions, if any of the Act, as amended from time to time or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), upon the recommendation of the Audit Committee and the Board of Directors, M/s A S Bhutani & Associates, Chartered Accountants (Firm Registration No. 029646N), be and is hereby appointed as Statutory Auditors of the Company, for a period of 5 (Five) consecutive years commencing from the conclusion of 08th Annual General Meeting till the conclusion of the 13th Annual General Meeting ("AGM") to be held in the year 2031 at such remuneration including the out of pocket expenses as may be mutually decided amongst the Board of Directors and the Auditors.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM NO. 5:

APPOINTMENT OF MR. SOURABH PARNAMI (DIN: 05323570) AS INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in terms of Articles of Association of the Company and on the basis of the recommendation received from the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Sourabh Parnami (DIN: 05323570) who was appointed by the Board as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from 11th March, 2026, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years, w.e.f. 11th March, 2026 to 10th March, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Sourabh Parnami (DIN: 05323570) be paid such fees as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM NO. 6:

APPOINTMENT OF MR. ARVINDER SINGH KOHLI (DIN: 08444774) AS INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in terms of Articles of Association of the Company and on the basis of

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the recommendation received from the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Arvinder Singh Kohli (DIN: 08444774) who was appointed by the Board as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from 18th March, 2026, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years, w.e.f. 18th March, 2026 to 17th March, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Arvinder Singh Kohli (DIN: 08444774) be paid such fees as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM NO. 7:

TO CREATE, ISSUE, OFFER AND ALLOT WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS/ PUBLIC CATEGORY SHAREHOLDERS

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b) 42, 62(1)(c) and 179 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Act") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time ("**Listing Regulations**"), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the BSE Limited where the equity shares of the Company are listed ("**Stock Exchange**") and / or any other competent authorities from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals (including regulatory approval(s), consent(s), permission(s) and sanction(s) as may be necessary or required and such conditions as may be imposed or prescribed while granting such approval(s), consent(s), permission(s) and sanction(s), which may be agreed to by the Board of Directors of the Company (**hereinafter referred to as "the Board"**) which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot on preferential basis up to a maximum **2,32,00,000 (Two Crore Thirty-Two Lakh)** Warrants convertible into Equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) each, at a price of INR 12.5/- (Indian Rupees Twelve point five Only) including a premium of INR 2.5/- (Indian Rupees Two point five Only) per share warrant, which is not less than the floor price as on the Relevant Date determined in accordance with the provisions of Chapter V of the ICDR Regulations to Non- Promoters/Public shareholders aggregating to **INR 29,00,00,000/- ((Indian Rupees Twenty-nine crore Only)**, for cash consideration on preferential basis on such terms and conditions as may be determined by the Board in accordance with the Act, ICDR Regulations and other applicable laws.

The details of the Proposed Allottees and the maximum number of Warrants convertible into Equity Shares of the Company proposed to be allotted are set forth in the below table:

SR. NO.	NAME OF PROPOSED ALLOTTEES	POST-PREFERENTIAL CATEGORY (PROMOTER/PUBLIC)	MAXIMUM NO. OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO BE ALLOTTED
1.	SN Capital Management Private Limited	Public	8,00,000
2.	MCPS Estate LLP	Public	16,00,000
3.	Yogesh Singh Rana	Public	12,80,000
4.	Abhineet Sapra	Public	8,00,000
5.	Radha Sapra	Public	8,00,000
6.	Boolean Ventura Private Limited	Public	40,00,000
7.	Grip Assets Management Private Limited	Public	40,00,000

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8.	Rally Infra Private Limited	Public	8,00,000
9.	Rally Project Limited	Public	8,00,000
10.	Rally Decor Limited	Public	8,00,000
11.	Natures Heavens India Private Limited	Public	28,72,000
12.	Max Bio Biosciences Private Limited	Public	28,88,000
13.	Sumit Narula	Public	16,00,000
14.	Srishti Abrol	Public	1,60,000
	Total		2,32,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations the “Relevant Date” for the preferential issue for the determination of issue price of convertible share warrants shall be **Wednesday, 19th August, 2026**. The AGM will be held on **Friday, 18th September, 2026** and the 30 days prior to the date of AGM falls on **Wednesday, 19th August, 2026** to reckon the “Relevant Date”.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the convertible share warrants to the Non-Promoters/Public shareholders under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- 1) The Share Warrants convertible into Equity Shares to be allotted to the Proposed Allottees shall be listed and traded on the Stock Exchange subject to the receipt of necessary regulatory permissions and approvals, as the case may be;
- 2) The issuer has obtained the Permanent Account Numbers of the proposed allottee;
- 3) The issue price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- 4) The Share Warrants convertible into Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- 5) The Share Warrants convertible into Equity Shares shall be allotted by the Company to the Proposed Allottee within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said Shares is pending on account of pendency of approval from any Regulatory Authority (including, but not limited to the Stock Exchanges and / or Securities and Exchange Board of India) or the Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals;
- 6) The Share Warrants convertible into Equity Shares so offered, issued and allotted shall not exceed the number of Share Warrants as approved herein above;
- 7) The issuer is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any circular or notification issued by the Board thereunder.
- 8) All Equity shares already held by the proposed allottees are in dematerialized form.
- 9) The Warrants Allottee shall make payment of the subscription amount for the Warrants from its own bank account into the designated bank account of the Company, and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application;

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Shares Warrant convertible into Equity Shares under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. Each Convertible Share Warrant held by the proposed allottees shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of INR 10/- (Indian Rupees Ten Only).
- b. The Share Warrants may be exercised by the Warrant holders, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants either: i) By issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon or ii) Upon receipt of demand from the company for conversion of warrants into equity shares. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
- c. The Convertible Share Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted there under.
- d. In the event the Share Warrant Holder(s) do not exercise Share Warrants within the Share Warrant Exercise Period, the Share Warrants shall lapse and the amount paid shall stand forfeited by the Company.

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- e. The issue of Share Warrants as well as Equity Shares arising from the exercise of the Share Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- f. The Share Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Share Warrants.
- g. The price determined above and the number of Equity Shares to be allotted on exercise of the Share Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- h. The Equity Shares arising from the exercise of the Share Warrants will be listed on the Stock Exchange subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("Offer Document"), after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges, and within the timelines prescribed under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Subscription Share Warrants convertible into Equity Shares, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation - (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; (ii) making applications to the Stock Exchanges for obtaining in-principle approvals; (iii) listing of shares; (iv) filing requisite documents with the Ministry of Corporate Affairs and other statutory / regulatory authorities; (v) filing of requisite documents with the depositories; (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer; (vii) issue and allotment of the Share Warrants convertible into Equity Shares; and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more Directors, Company Secretary, officer(s) or authorized signatory(ies) including in respect of matters relating to execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard".

ITEM NO. 8:

TO CREATE, ISSUE, OFFER AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS/PUBLIC CATEGORY SHAREHOLDERS

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Act") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time ("**Listing Regulations**"), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the BSE Limited where the equity shares of the Company are listed ("**Stock Exchange**") and / or any other competent authorities from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals (including regulatory approval(s), consent(s), permission(s) and sanction(s) as may be necessary or required and such conditions as may be imposed or prescribed while granting such approval(s), consent(s), permission(s) and sanction(s), which may be agreed to by the Board of Directors of the Company (**hereinafter referred to as "the Board"**) which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot on preferential basis **8,00,000 (Eight lakh) Equity shares** of the Company having face

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value of INR 10/- (Indian Rupees Ten Only) each, at a price of INR 12.5/- (Indian Rupees Twelve point five Only) including a premium of INR 2.5/- (Indian Rupees Two point five Only) per share, which is not less than the floor price as on the Relevant Date determined in accordance with the provisions of Chapter V of the ICDR Regulations to Non-Promoters/Public shareholders aggregating to **INR 1,00,00,000/-** (Indian Rupees One crore Only), for cash consideration on preferential basis on such terms and conditions as may be determined by the Board in accordance with the Act, ICDR Regulations and other applicable laws.

The details of the Proposed Allottee and the maximum number of Equity Shares of the Company proposed to be allotted are set forth in the below table:

Sr. No.	Name of Proposed Allottees	Post-Preferential Category (Promoter/Public)	Maximum No. of Equity Shares to be Allotted
1	Atharva Professional Consultants LLP	Public	800,000
	TOTAL		800,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations the “Relevant Date” for the preferential issue for the determination of issue price of equity shares shall be **Wednesday, 19th August, 2026**. The AGM will be held on **Friday, 18th September, 2026** and the 30 days prior to the date of AGM falls on **Wednesday, 19th August, 2026**, to reckon the “Relevant Date”.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares to the Non-Promoters/Public shareholders under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- 1) The Shares to be issued and allotted shall be fully paid-up at the time of allotment and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers, etc.) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- 2) The Equity Shares to be allotted to the Proposed Allottees shall be listed and traded on the Stock Exchange subject to the receipt of necessary regulatory permissions and approvals, as the case may be;
- 3) The issuer has obtained the Permanent Account Numbers of the proposed allottee;
- 4) The issue price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- 5) The Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- 6) The Equity Shares shall be allotted by the Company to the Proposed Allottee within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said Shares is pending on account of pendency of approval from any Regulatory Authority (including, but not limited to the Stock Exchanges and / or Securities and Exchange Board of India) or the Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals;
- 7) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity shares as approved herein above;
- 8) The issuer is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any circular or notification issued by the Board thereunder.
- 9) All Equity shares already held by the proposed allottees are in dematerialized form.
- 10) The Equity Allottee shall make payment of the subscription amount for the Equity Shares from its own bank account into the designated bank account of the Company, and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application;
- 11) The full preferential allotment consideration shall be payable by the Equity Allottees on or before the date of the allotment of the Equity Shares in accordance with the ICDR;

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Allottees in Form PAS-5 and the Board be and is hereby authorized

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to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("Offer Document"), after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchanges, and within the timelines prescribed under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the equity shares, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company (including its committee(s) thereof) to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation - (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; (ii) making applications to the Stock Exchanges for obtaining in-principle approvals; (iii) listing of shares; (iv) filing requisite documents with the Ministry of Corporate Affairs and other statutory / regulatory authorities; (v) filing of requisite documents with the depositories; (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer; (vii) issue and allotment of Equity Shares; and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board of Directors (including its Committee(s) thereof) and/or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard and to represent the Company before any governmental or regulatory authorities, to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard".

**By Order of the Board
For Raconteur Global Resources Limited**

**Sd/-
Radhika Sood
Company Secretary and Compliance Officer
M No. A80105**

Date: 20th August, 2026

Place: Delhi

Regd Off: Royal Palms, 3rd Floor A321- Master Mind 4

Aarey, Borivali, Aareymilk Colony, Mumbai, Goregaon East,

Maharashtra, India, 400065

CIN: L68100MH2018PLC307613

Email id: compliance.rgrl@gmail.com

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Email Id: compliance.rgrl@gmail.com | **Website:** www.rgrl.in | **Tel No:** +91 8360141408

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, December 28, 2022, 25th September, 2023 and 19th September, 2024 and General Circular No. 03/2025 dated 22nd September, 2025 respectively ('MCA Circulars'); Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI, permitted the holding of AGM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the 8th AGM of the Company is being held through VC/OAVM facility. Since this AGM will be held through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), the members will be able to attend the meeting through VC/OAVM and therefore the facility to appoint proxies will not be available for this meeting, pursuant to the Circular No. 14/ 2020 dated April 8, 2020 issued by MCA. Further, the Attendance Slip and Route Map are not being annexed to this Notice.

2. Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM, participate thereat and cast their votes through e-voting. Further, pursuant to Section 113 of the Act, the Corporate Members are requested to send a certified copy (in PDF/ JPG format) of the Board Resolution/ Authority Letter authorizing their representatives to attend the AGM, through e-mail at compliance.rgrl@gmail.com

3. The Register of Members and the Share Transfer Book of the Company shall remain closed from **Tuesday, 15th September, 2026 till Thursday, 17th September, 2026 (both days inclusive)**. The Notice of the AGM shall be dispatched to the shareholders, whose names appear in the Register of Members as on **Friday, 21st Friday, 2026**.

4. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings in respect of the Directors seeking appointment/re-appointment at the Meeting is annexed to the Notice as **Annexure-A**.

5. In accordance with the SS-2 issued by the Institute of Company Secretaries of India ('ICSI') read with Clarification/ Guidance on applicability of revised Secretarial Standards-1 and 2 effective from 1st April, 2024 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

6. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report and Annual Accounts for the Financial Year ended 31st March, 2026 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. In compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; physical letters has been sent to those members who has not registered their email addresses with the Company or with the Depositories. Further, in line with the Ministry of Corporate Affairs ('MCA') Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.rgrl.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of Central Depository Services (India) Limited ('CDSL')(agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com and also on the website of the Registrar and Share Transfer Agent ('RTA'), i.e. Bigshare Services Private Limited at www.bigshareonline.com. Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website at www.rgrl.in for download.

7. Relevant Documents referred to in the accompanying Notice, Registers and all other statutory documents will be made available for inspection in the electronic mode. Members can inspect the same by sending a request to the Company's investor email ID i.e., compliance.rgrl@gmail.com

8. The participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 and May 5, 2022, the Company is providing facility of remote e-voting (facility to cast vote prior to the AGM) and also e-voting during the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL') for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The detailed instruction for remote E-Voting & E-Voting at AGM is annexed to the Notice as **Annexure-B**.

10. M/s Devender Singh & Associates (M.No: A76094; CoP: 28056), Practicing Company Secretary Firm, has been appointed as the Scrutinizer to scrutinize the e-voting process (remote as well as at the time of AGM) in a fair and transparent manner.

11. The remote e-voting period commences on **Tuesday, 15th September, 2026 [09:00 A.M.] and ends on Thursday, 17th September, 2026 [5:00 P.M.]**. During this period, Members holding shares either in physical form or demat form, as on **Friday, 11th September, 2026 [5:00**

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P.M] i.e. **cut-off date**, may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.

12. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting vote.

13. The Results of voting will be declared within **2 (two) working days** from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website at www.rgrl.in and on the website of CDSL i.e., www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited, where the equity shares of the Company are listed.

14. In terms of provisions of Section 152, 2/3rd Directors of the Board (excluding the Independent Directors) should be liable to retire by rotation and out of that 2/3rd Directors, 1/3rd shall retire at every AGM. In compliance to the same, Ms. Hina (DIN: 09534689) is liable to retire by rotation at the 8th AGM. Therefore, he offers himself for re-appointment in this AGM.

15. REQUEST TO MEMBERS

A. As mandated by the Securities and Exchange Board of India ("**SEBI**"), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

B. SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 ("**SEBI Circulars**") mandated furnishing of Permanent Account Number ("**PAN**"), KYC details viz. Contact Details (Postal Address, Mobile Number and E-mail), Bank Details, Nomination etc. by holders of physical securities. The Company had sent letters for furnishing the required details. Any service request shall be entertained by BigShare Services Private Limited only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after October 1, 2023, the folio(s) shall be frozen by BigShare Services Private Limited in compliance with the aforesaid SEBI Circulars. If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by BigShare Services Private Limited/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

C. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.

- For shares held in electronic form to their Depository Participant for making necessary changes. NSDL has provided a facility for registration/updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> and opt-in/opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>.

- For shares held in physical form by submitting to Bigshare Services Private Limited the forms given below along with requisite supporting documents:

S. No	PARTICULARS	FORM
1	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /updation thereof	ISR-1
2	Confirmation of Signature of shareholder by the Banker	ISR-2
3	Registration of Nomination	SH-13
4	Cancellation or Variation of Nomination	SH-14
5	Declaration to opt out of Nomination	ISR-3

D. Non-Resident Indian members are requested to inform the Company/ Big Share Services Private Limited (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.

Members may please note that the Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly,

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members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to Big Share Services Private Limited as per the requirement of the aforesaid circular.

ANNEXURE A TO THE EXPLANATORY STATEMENT

DISCLOSURE PURSUANT TO THE REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS (SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ('ICSI')), INFORMATION IN RESPECT OF THE RE-APPOINTMENT OF DIRECTOR IS PROVIDED HEREIN BELOW

DETAILS OF MR. SOURABH PARNAMI

Name of the Director	Mr. Sourabh Parnami
DIN	05323570
Date of Birth/Age	23/10/1986
Qualification(s)	PCS
Nature of Expertise in specific functional areas	Mr. Sourabh Parnami is a seasoned Practicing Company Secretary with over 14 years of professional experience, having commenced his practice in 2012.
Brief Resume	He specializes in corporate law advisory, secretarial compliance, FEMA matters, SEBI regulations, and transaction structuring for private and listed companies. Over the years, he has successfully handled incorporations, mergers, capital restructuring, NBFC compliances, and due diligence assignments, providing end-to-end corporate solutions to a diverse clientele. He is known for his practical approach and in-depth knowledge of the Companies Act, 2013 and allied laws, Mr. Parnami is committed to delivering timely, compliant, and strategic advisory services to support sustainable business growth.
Terms & Conditions of appointment/ reappointment	Mr. Sourabh Parnami has been appointment as Independent Director in the capacity of Non-Executive Independent Director of the Company on 11th March, 2026 for a period of 5 (Five) consecutive years commencing from 11th March, 2026 till 10th March, 2031 (both days inclusive)
Remuneration last drawn (sitting fees and commission)	N.A.
Remuneration proposed to be paid	NA.
Date of First Appointment	11 th March, 2026
Shareholding: In the Company In the listed entity, including shareholding as a beneficial owner	NA
Relationship with other Directors (or inter-se), Manager and other Key Managerial Personnel of the Company	N.A.
Number of Board meetings held and attended during the FY 25-26	NA.
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Directorship: 0 Membership: 0 Chairmanship: 0
names of listed entities in which the person also holds the directorship and the membership of Committees of the board	He is serving as Independent Director of 1 Listed Entity i.e., Raconteur Global Resources Limited and hold membership in Audit Committee and Nomination and Remuneration Committee of Raconteur Global Resources Limited.

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listed entities from which the person has resigned in the past three years	N.A.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board opines that Mr. Sourabh Parnami fulfils the conditions specified under Section 149(6) and Schedule IV of the Act read with and also that he is Independent of the management. Mr. Sourabh Parnami is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority. Mr. Sourabh Parnami is a person of integrity and possesses professional qualification.

DETAILS OF MR. ARVINDER SINGH KOHLI

Name of the Director	Mr. Arvinder Singh Kohli
DIN	08444774
Date of Birth/Age	25/02/1973
Qualification(s)	PCS
Nature of Expertise in specific functional areas	Mr. Arvinder Singh Kohli is an experienced Company Secretary and Banking Professional with more than 20 years of extensive experience in corporate advisory, banking operations, compliance management, and business development.
Brief Resume	Mr. Arvinder Singh Kohli is an experienced Company Secretary and Banking Professional with more than 20 years of extensive experience in corporate advisory, banking operations, compliance management, and business development. Have a strong background in managing complex regulatory requirements and ensuring organizational compliance with statutory and legal provisions. Have strong analytical abilities, excellent communication skills, and attention to detail, along with a proven capability to lead teams, manage operations, and maintain long-term client relationships. Currently, he is practicing as a Company Secretary at Kohli Arvinder & Associates, where he provides professional services including: i. Corporate secretarial compliance and advisory ii. Secretarial audits and regulatory filings iii. Company formation and statutory registrations iv. Drafting legal documents and corporate resolutions v. Liaison with regulatory authorities such as **Reserve Bank of India, Income Tax Department of India and Registrar of Companies vi. Representation before Consumer Redressal Commissions
Terms & Conditions of appointment/ reappointment	Mr. Arvinder Singh Kohli has been appointment as Independent Director in the capacity of Non-Executive Independent Director of the Company on 17th March, 2026 for a period of 5 (Five) consecutive years commencing from 17th March, 2026 till 16th March, 2031 (both days inclusive)
Remuneration last drawn (sitting fees and commission)	N.A.
Remuneration proposed to be paid	NA.
Date of First Appointment	17 th March, 2026
Shareholding: In the Company In the listed entity, including shareholding as a beneficial owner	NA
Relationship with other Directors (or inter-se), Manager and other Key Managerial Personnel of the Company	N.A.

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Number of Board meetings held and attended during the FY 25-26	NA.
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Directorship: 1 Membership: 0 Chairmanship: 0
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	He is serving as Independent Director of 1 Listed Entity i.e., Raconteur Global Resources Limited and hold chairmanship in Audit Committee and Nomination and Remuneration Committee of Raconteur Global Resources Limited.
Listed entities from which the person has resigned in the past three years	N.A.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board opines that Mr. Arvinder Singh Kohli fulfils the conditions specified under Section 149(6) and Schedule IV of the Act read with and also that he is Independent of the management. Mr. Arvinder Singh Kohli is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority. Mr. Arvinder Singh Kohli is a person of integrity and possesses professional qualification.

DETAILS OF MS. HINA

Particulars	Details
Name of the Director	Ms. Hina
DIN	DIN: 09534689
Date of Birth/Age	29 Years
Qualification(s):	She has completed Bachelor of Commerce (B. Com)
Nature of Expertise in specific functional areas	She has experience in Accounting and Financial Management and holds a B. Com degree.
Brief Resume	She has experience in Accounting and Financial Management and holds a B. Com degree. Overall, she possesses comprehensive expertise in Accounting aspects, making them a valuable asset in managing the Operational affairs of companies.
Date of First appointment on the Board	14 th January 2025
Relationship with other Directors, Manager and Key Managerial Personnel.	No relation
Terms and conditions of appointment or reappointment	Appointment as Director liable to retire by rotation
Remuneration proposed to be paid	NIL
Remuneration last drawn (including sitting fees)	Rs. 3,50,000 p.a. from 1 st April, 2025 till 31 st March, 2026
Number of meetings of the Board attended during the financial year 2025-26	8
Board Membership in other Indian listed companies and from which the Director has resigned in the past three years as on the date of this Notice of AGM	Nil
Chairmanship / membership of committees in other Indian listed companies as on the date of this Notice of AGM	Nil
Directorships in other listed companies	Nil
Name of the entity in which the Director holds committee membership / Chairmanship	She is serving as Executive Director of 1 Listed Entity i.e., Raconteur Global Resources Limited and hold membership in Audit Committee of Raconteur Global Resources Limited.
Shareholding of Non-Executive Directors in the Listed Entity, including shareholding as a Beneficial Owner.	Nil
Performance evaluation report of such Director or summary thereof	Not Applicable

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ANNEXURE-B

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

i. The voting period begins on Tuesday, 15th September, 2026 (9:00 A.M.) and ends on Thursday, 17th September, 2026 (5:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 11th September, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

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Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-48867000.

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2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
 - Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
 - Enter all required details and submit.
 - After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.
- NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
 - Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

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- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VOTE NOW**” “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

EXPLANATORY STATEMENT

RACONTEUR GLOBAL RESOURCES LIMITED

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[Pursuant to Section 102 of Companies Act, 2013]

ITEM NO. 3 & 4: APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

The Members of the Company at its 06th Annual General Meeting ("AGM") held on 22nd August, 2024 had appointed M/s Kapil Sandeep & Associates, Chartered Accountants to hold office for a period of five years.

M/s Kapil Sandeep & Associates, Chartered Accountants, vide their letter dated 13th August, 2026 have resigned from the position of Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditors as envisaged by Section 139(8) of the Companies Act, 2013. In this connection this is to inform the members that in accordance with the provisions of Section 139(8) of the Companies Act, 2013, any casual vacancy in the office of an auditor is filled by the Board of Directors within thirty day and further approved by the members of the company at a general meeting convened within three months of the recommendation of the Board. Such auditor shall hold the office till the conclusion of the next annual general meeting.

Accordingly, the Audit Committee of the Company in its meeting held on Thursday, 20th August, 2026 M/s. A S Bhutani & Associates, Chartered Accountants to be best suited to handle the audit of the financial statements of the Company, therefore, recommended the proposal:

- a) to appoint them as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Kapil Sandeep & Associates, Chartered Accountants; and
- b) to appoint them as the Statutory Auditor for a period of Five (5) consecutive years commencing from the conclusion of this AGM till the conclusion of the AGM to be held in the year 2031.

The above proposals were subsequently approved and recommended by the Board of Directors at their meeting held on Thursday, 20th August, 2026 for further approval of the members of the Company.

M/s A S Bhutani & Associates, Chartered Accountants (Firm Registration No. 029646N), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

In light of the above facts the Board of Directors recommends the passing of the Resolution contained in this Item no. 3 & 4 of the accompanying Notice as an Ordinary Resolutions. None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company is concerned or interested in the said resolution.

ITEM NO. 5: APPOINTMENT OF MR. SOURABH PARNAMI (DIN: 05323570) AS INDEPENDENT DIRECTOR OF THE COMPANY

Post reviewing of confirmation of Independence received from Mr. Sourabh Parnami (DIN: 05323570), under Section 149(6) of the Companies Act, 2013 ("**the Act**") and after receiving the recommendation from the Nomination and Remuneration Committee, the Board at its meeting held on 11th March, 2026 has considered and approved the appointment of Mr. Sourabh Parnami as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from 11th March, 2026 till the date of ensuing General Meeting of the Company pursuant to Section 161 of Companies Act, 2013.

Mr. Sourabh Parnami (DIN: 05323570) is registered under the Independent Director's Databank as maintained by The Indian Institute of Corporate Affairs ("**IICA**") and he has also qualified the online self-proficiency test and the certificate was placed before the Board in its meeting held on 11th March, 2026.

The Company has received declaration from Mr. Sourabh Parnami that he did not have or had any prior transaction/association with the Company, its Directors, Promoters.

The Board opines that Mr. Sourabh Parnami fulfils the conditions specified under Section 149(6) and Schedule IV of the Act and also that he is Independent of the management. Mr. Sourabh Parnami is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority. Mr. Sourabh Parnami is a person of integrity and possesses professional qualification.

A brief profile and other information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by Institute of Company Secretaries of India ("ICSI") is provided as **Annexure- A**.

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The Board in its meeting held on 11th March, 2026 has recommended to the shareholders the appointment as the Independent Director of the company for a period of 5 (Five) consecutive years commencing from 11th March, 2026 till 10th March, 2031 (both days inclusive), post receiving the recommendation from the Nomination and Remuneration Committee of the Company.

Your Board recommends the Special resolution as set out in Item No. 5 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Sourabh Parnami and his relatives, are in any way concerned or interested in the resolution.

ITEM NO. 6: APPOINTMENT OF MR. ARVINDER SINGH KOHLI (DIN: 08444774) AS INDEPENDENT DIRECTOR OF THE COMPANY

Post reviewing of confirmation of Independence received from Mr. Arvinder Singh Kohli (DIN: 08444774), under Section 149(6) of the Companies Act, 2013 (**"the Act"**) and after receiving the recommendation from the Nomination and Remuneration Committee, the Board at its meeting held on 18th March, 2026 has considered and approved the appointment of Mr. Arvinder Singh Kohli as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from 18th March, 2026 till the date of ensuing General Meeting of the Company pursuant to Section 161 of Companies Act, 2013.

Mr. Arvinder Singh Kohli (DIN: 08444774) is registered under the Independent Director's Databank as maintained by The Indian Institute of Corporate Affairs (**"IICA"**) and he has also qualified the online self-proficiency test and the certificate was placed before the Board in its meeting held on 18th March, 2026.

The Company has received declaration from Mr. Arvinder Singh Kohli that he did not have or had any prior transaction/association with the Company, its Directors, Promoters.

The Board opines that Mr. Arvinder Singh Kohli fulfils the conditions specified under Section 149(6) and Schedule IV of the Act and also that he is Independent of the management. Mr. Sourabh Parnami is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority. Mr. Arvinder Singh Kohli is a person of integrity and possesses professional qualification.

A brief profile and other information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by Institute of Company Secretaries of India (**"ICSI"**) is provided as **Annexure- A**.

The Board in its meeting held on 18th March, 2026 has recommended to the shareholders the appointment as the Independent Director of the company for a period of 5 (Five) consecutive years commencing from 18th March, 2026 till 17th March, 2031 (both days inclusive), post receiving the recommendation from the Nomination and Remuneration Committee of the Company.

Your Board recommends the Special resolution as set out in Item No. 6 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Arvinder Singh Kohli and his relatives, are in any way concerned or interested in the resolution.

ITEM NO. 7 & 8:

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (**the "Act"**) and the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**the "ICDR Regulations"**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the "Listing Regulations"**), as amended from time to time, approval of shareholders of the Company by way of Special Resolution is required to issue Equity Shares and warrants on a preferential basis to Non-Promoters/ Public Shareholders of the Company (**"Proposed Allottees"**).

It may be noted that;

1. All Existing equity shares of the Company are already made fully paid up as on date;
2. All equity shares, if any held by the proposed allottees in the issuer are in dematerialized form;
3. The shareholding of the Proposed Allottees in the Company is as follows:

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The Shareholding of the Proposed Allottees for Preferential Issue of Warrants convertible into Equity Shares in the Company is as follows:

Sr. No.	Name of Proposed Allottees	Pre-Preferential Issue Holding			Maximum No. of Warrants to be allotted	Post Preferential Issue Holding		
		Category (Promoter/Promoter Group/Public)	No. of Equity Shares	% of holding		Category (Promoter/Promoter Group/Public)	No. of Equity Shares	% of the holding
1	SN Capital Management Private Limited	Public	714285	5.38	8,00,000	Public	15,14,285	3.60
2	MCPS Estate LLP	Public	0	0	16,00,000	Public	16,00,000	3.81
3	Yogesh Singh Rana	Public	0	0	12,80,000	Public	12,80,000	3.05
4	Abhineet Sapra	Public	178571	1.34	8,00,000	Public	9,78,571	2.33
5	Radha Sapra	Public	178571	1.34	8,00,000	Public	9,78,571	2.33
6	Boolean Ventura Private Limited	Public	0	0	40,00,000	Public	40,00,000	9.52
7	Grip Assets Management Private Limited	Public	0	0	40,00,000	Public	40,00,000	9.52
8	Rally Infra Private Limited	Public	0	0	8,00,000	Public	8,00,000	1.90
9	Rally Project Limited	Public	0	0	8,00,000	Public	8,00,000	1.90
10	Rally Decor Limited	Public	0	0	8,00,000	Public	8,00,000	1.90
11	Natures Heavens India Private Limited	Public	714285	5.38	28,72,000	Public	35,86,285	8.53
12	Max Bio Biosciences Private Limited	Public	0	0	28,88,000	Public	28,88,000	6.87
13	Sumit Narula	Public	0	0	16,00,000	Public	16,00,000	3.81

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14	Srishti Abrol	Public	0	0	1,60,000	Public	1,60,000	0.38
	Total		1785712	13.45	2,32,00,000		2,49,85,712	59.45

The Shareholding of the Proposed Allottees for Preferential Issue of Equity shares in the Company is as follows:

Sr. No.	Name of Proposed Allottees	Pre-Preferential Issue Holding			Maximum No. of Equity shares to be allotted	Post Preferential Issue Holding		
		Category (Promoter/ Promoter Group/Public)	No. of Equity Shares	% of the holding		Category (Promoter/ Promoter Group/Public)	No. of Equity Shares	% of the holding
1	Atharva Professional Consultants LLP	Public	714286	5.38	8,00,000	Public	15,14,286	3.60

4. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

5. The Company has obtained the Permanent Account Numbers of the proposed allottees.

6. The Equity Shares will be issued in Dematerialised form.

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business as required under Section 42 and 62(1)(c) read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and in accordance with Regulation 163 under Part-III of Chapter V of ICDR Regulations are enumerated as under:

a) Objects of the Preferential Issue

The Company proposes to raise an amount aggregating to INR 30,00,00,000/- (Indian Rupees Thirty Crore Only) through the proposed Preferential Issue. The proceeds of the Preferential Issue shall be utilized towards furtherance of its object as detailed below.

Particulars	Proposed % age of Fund Utilization	Proposed Amount (in INR) for Fund Utilization	Tentative timelines for utilization of issue Proceeds from the date of receipt of fund
The Company shall invest the 75% of the Issue proceeds in its subsidiary company namely, Rockbase Real Estate Projects Limited and Skycrest Projects Limited by way of equity capital contribution/ providing financial assistance by way of loan, for funding its business operations. Further, the subsidiary companies shall utilize the funds for carrying out the activities as per their main objects i.e. expansion and development of real estate projects / Designing and Developing Computer Hardware and	75%	22,50,00,000/-	Within 12 months from the date of receipt of Funds

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Software and activities relating to IT services and also meeting its working capital requirements			
General Corporate Purposes	25%	7,50,00,000/-	Within 12 months from the date of receipt of Funds
Total	100 %	30,00,00,000/-	

In terms of the BSE Circular No. 20221213-47 dated 13th December, 2022, as amended, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

b) Total/Maximum number of securities to be issued

Warrants convertible into Equity Shares: 2,32,00,000 (Two Crore Thirty-Two Lakh) warrants convertible into equity share at price a price of INR 12.5/- (Indian Rupees Twelve point five Only) per share (including INR 2.5/- {Indian Rupees Two point five. only} as Premium) ("Issue Price") per share aggregating up to INR 29,00,00,000.00 /- (Indian Rupees Twenty-nine Crore Only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the ICDR Regulations.

Equity Shares: **8,00,000** (Eight Lakh) Equity Shares at a price of INR 12.5/- (Indian Rupees Twelve point five Only) per share INR 2.5/- {Indian Rupees Two point five. only} as Premium) ("Issue Price") per share aggregating up to INR 10000000/- (Indian Rupees One Crore Only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the ICDR Regulations.

c) Price or Price Band at which the allotment is proposed and the Basis on which the price has been arrived at and justification for the price (including premium, if any)

Pricing for the proposed issue is arrived in accordance with provisions of Regulation 164(1) of the SEBI ICDR Regulations, 2018, and the Valuation has been carried out by Mr. Sandeep Agarwal, Registered Valuer (IBBI Registration No.: IBBI/RV/06/2020/13344) Valuation Report dated **Thursday, 20th August, 2026** in accordance with provisions of Regulation 164(1) of SEBI ICDR Regulations.

Further, the shares of the company are listed on BSE Limited ("BSE") for a period of 90 Trading Days or more on Relevant Date; therefore, the aforesaid equity shares shall be allotted in accordance with the price determined in terms of Regulation 164(1) read with Regulation 166A of the SEBI (ICDR) Regulations, 2018. As per the said Regulation, if the shares are frequently traded, the price is required to be determined by taking into account following parameters:

If the equity shares of the issuer have been listed on a recognized stock exchange for a period of 90 Trading Days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

a) the 90 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date.

b) the 10 Trading Days Volume Weighted Average Price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date.

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

Equity Shares of the Company are listed on BSE Limited ("BSE") and are most frequently traded at BSE in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at BSE at which highest trading volume in respect of equity shares of the company has been recorded during the 240 Trading Days preceding the relevant date.

Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the revised minimum issue price has been computed as **Rs. 12.201** per share.

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Further, the Board of Directors have decided to issue shares at a price of **Rs.12.5/-** per share including premium of **Rs.2.5/-** per share. The valuation report as received from the registered valuer is also available on the website of the company i.e. https://rgrl.in/wp-content/uploads/2026/09/Revised-Valuation-Report_RGRL.pdf

A Certificate regarding arriving at Minimum Issue Price in terms of Regulation 164(1) read with of SEBI (ICDR) Regulations, 2018 as amended has been taken from Mr. Amandeep Singh Bhutani, Proprietor of M/s A S Bhutani & Associates, Statutory Auditors of the Company [Membership No. 529828, FRN-029646N] dated **Thursday, 20th August, 2026**, confirming the minimum price for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018, which is available at website of the company and will be accessible at link: https://rgrl.in/wp-content/uploads/2026/09/Certificate-MSP_Revised.pdf

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

d) Amount which the company intends to raise by way of such securities:

Consideration other than Cash: NA

Cash Consideration: **INR 30,00,00,000/-** (Indian Rupees Thirty Crore Only) consisting of **INR 24,00,00,000** (Indian Rupees Twenty-Four Crore Only) as Share Capital and **INR 6,00,00,000/-** (Indian Rupees Six Crore Only) as Securities Premium.

e) Relevant Date

In terms of the provisions of Chapter V of the ICDR Regulations the "Relevant Date" for the preferential issue for the determination of issue price of equity share shall be **Wednesday, 19th August, 2026**. The AGM is scheduled to be held on **Friday, 18th September, 2026**, and for the purpose of the relevant date, the date 30 days prior to the date of AGM will be considered which falls on **Wednesday, 19th August, 2026**.

f) The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of equity shares and warrants are proposed to be made to the Non-Promoters/Public shareholders of the Company.

g) Intent of the Promoters, directors or key managerial personnel or senior management of the Issuer to subscribe to the offer

Except Mr. Surinder Kalra, Whole-time director of the company being Ultimate Beneficial Owners of Max Bio Biosciences Private Limited, no other Promoter, Director, Key Managerial Personnel or member of the Senior Management of the Issuer intends to subscribe to the Equity Shares and Warrants proposed to be issued pursuant to the Preferential Issue.

h) Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Equity shares and warrants shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed equity shares and warrants is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

i) Identity of the natural persons who are the Ultimate Beneficial Owners of the Warrants proposed to be allotted and/or who ultimately control the proposed allottees

S. NO.	NAME OF THE PROPOSED ALLOTTEE	CATEGORY	NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS	PRE-PREFERENTIAL SHAREHOLDING*	POST-PREFERENTIAL SHAREHOLDING#	POST-PREFERENTIAL SHAREHOLDING (%)
1.	SN Capital Management Private Limited	Public	Naveen Parashar	714285	15,14,285	3.60

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2.	MCPS Estate LLP	Public	Praveen Sehgal	0	16,00,000	3.81
3.	Yogesh Singh Rana	Public	Not Applicable	0	12,80,000	3.05
4.	Abhineet Sapra	Public	Not Applicable	1,78,571	9,78,571	2.33
5.	Radha Sapra	Public	Not Applicable	1,78,571	9,78,571	2.33
6	Boolean Ventura Private Limited	Public	Sarfaraz Mallick	0	40,00,000	9.52
7	Grip Assets Management Private Limited	Public	Neha Abrol	0	40,00,000	9.52
8	Rally Infra Private Limited	Public	Vikas Sharma	0	8,00,000	1.90
9	Rally Project Limited	Public	Vikas Sharma	0	8,00,000	1.90
10	Rally Decor Limited	Public	Vikas Sharma	0	8,00,000	1.90
11	Natures Heavens India Private Limited	Public	Neha Abrol	714285	35,86,285	8.53
12	Max Bio Biosciences Private Limited	Public	Surinder Kalra	0	28,88,000	6.87
13.	Sumit Narula	Public	Not Applicable	0	16,00,000	3.81
14.	Srishti Abrol	Public	Not Applicable	0	1,60,000	0.38

Identity of the natural persons who are the Ultimate Beneficial Owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees

S. NO.	NAME OF THE PROPOSED ALLOTTEE	CATEGORY	NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS	PRE-PREFERENTIAL SHAREHOLDING*	POST-PREFERENTIAL SHAREHOLDING	POST PREFERENTIAL SHAREHOLDING (%)#
1	Atharva Professional Consultants LLP	Public	Mukesh Sukhija & Pooja Bhatia	714286	15,14,286	3.60

Note:

1. The details of natural persons are given only for the purpose to know natural persons. However, the aforesaid proposed allottee will be beneficially shareholder of the equity shares and warrants that may be allotted.

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2. *Pre-issue shareholding is as on **2nd July, 2026**.

3. #For the purpose of determining the shareholding percentage post the Preferential Issue, the Total Paid-up Equity Shares i.e. _42027842 is considered, comprising the following:

- Existing paid-up Equity Shares as on the date of the meeting held on July 02, 2026: 1,32,77,843 Equity Shares;
- Equity Shares to be issued upon conversion of 47,49,999 outstanding Warrants, in the ratio of 1:1, i.e., 47,49,999 Equity Shares, pursuant to the Warrants pending for conversion as on date;
- Equity Shares proposed to be issued under the present Preferential Issue: 8,00,000 Equity Shares.
- Warrants proposed to be issued under the present Preferential Issue: 2,32,00,000 Warrants, assuming full conversion thereof into Equity Shares.

Accordingly, the Post Preferential Issue shareholding percentage has been computed based on the aforesaid Total Paid-up Equity Shares of 4,20,27,842 Equity Shares.

4. There shall not be any change in control consequent to the present preferential issue of warrants and equity shares.

j. The name of the proposed allottees along with their percentage of post preferential issue capital that may be held by them and the change in control, if any, in the Company that would occur consequent to the Preferential Issue

Pursuance to the allotment of equity shares and warrants, the below mentioned investors will exercise 5% or more of the voting rights in the company, however the same will not result in change in control of the Company consequent to the completion of the Preferential Issue.

Warrants convertible into Equity Shares:

S.NO.	NAME OF ALLOTTEE	PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL
1.	SN Capital Management Private Limited	3.60
2.	MCPS Estate LLP	3.81
3.	Yogesh Singh Rana	3.05
4.	Abhineet Sapra	2.33
5.	Radha Sapra	2.33
6.	Boolean Ventura Private Limited	9.52
7.	Grip Assets Management Private Limited	9.52
8.	Rally Infra Private Limited	1.90
9.	Rally Project Limited	1.90
10.	Rally Decor Limited	1.90
11.	Natures Heavens India Private Limited	8.53
12.	Max Bio Biosciences Private Limited	6.87
13.	Sumit Narula	3.81
14.	Srishti Abrol	0.38

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Equity Shares:

S.NO.	NAME OF ALLOTTEE	PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL
1	Atharva Professional Consultants LLP	3.60

k) The Current and Proposed Status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter

Warrants convertible into Equity Shares:

S.NO.	NAME OF ALLOTTEE	CURRENT STATUS	PROPOSED STATUS
1.	SN Capital Management Private Limited	Non-Promoter	Non-Promoter
2.	MCPS Estate LLP	Non-Promoter	Non-Promoter
3.	Yogesh Singh Rana	Non-Promoter	Non-Promoter
4.	Abhineet Sapra	Non-Promoter	Non-Promoter
5.	Radha Sapra	Non-Promoter	Non-Promoter
6.	Boolean Ventura Private Limited	Non-Promoter	Non-Promoter
7.	Grip Assets Management Private Limited	Non-Promoter	Non-Promoter
8.	Rally Infra Private Limited	Non-Promoter	Non-Promoter
9.	Rally Project Limited	Non-Promoter	Non-Promoter
10.	Rally Decor Limited	Non-Promoter	Non-Promoter
11.	Natures Heavens India Private Limited	Non-Promoter	Non-Promoter
12.	Max Bio Biosciences Private Limited	Non-Promoter	Non-Promoter
13.	Sumit Narula	Non-Promoter	Non-Promoter
14.	Srishti Abrol	Non-Promoter	Non-Promoter

Equity Shares:

S.NO.	NAME OF ALLOTTEE	CURRENT STATUS	PROPOSED STATUS
1.	Atharva Professional Consultants LLP	Non-Promoter	Non-Promoter

l) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: NOT APPLICABLE

m) Valuation and Justification for the allotment proposed to be made for consideration other than cash

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Not applicable as the allotment is proposed to be made for consideration in cash only.

n) Shareholding pattern of the Company before and after the Preferential Issue

The Details of shareholding of the Non-promoters in the Company, prior to and after the proposed Preferential Issue are enclosed as **ANNEXURE-C** to this Notice.

o) Undertakings

i) The Issuer shall re-compute the price of the securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.

ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.

iii) None of the Company, its Directors or Promoters has been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.

iv) None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

v) The Company is eligible to make the Preferential Issue to its shareholders under Chapter V of the SEBI ICDR Regulations.

vi) As the Equity Shares have been listed for a period of more than 240 Trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

vii) The Company is in compliance with the conditions for Continuous Listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

p) Practicing Company Secretary's Certificate

The certificate in terms of Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 from Mr. Devender Singh, Practicing Company Secretary [Membership No. A76094, COP-28056] certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, 2018 shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: https://rgrl.in/wp-content/uploads/2026/08/CERTIFICATE-PCS_163-2_sd.pdf

q) Particulars of the Preferential Issue including date of passing of Board resolution

Issue of Warrants convertible into equity shares: The Board of Directors at its meeting held on **Thursday, 20th August, 2026** has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to a maximum of : 2,32,00,000 (Two Crore Thirty-Two Lakh) Warrants convertible into Equity Shares at a price of INR 12.5/- (Indian Rupees Twelve point five Only) per share (including INR 2.5/- {Indian Rupees Two point five only as Premium) ("Issue Price") per share aggregating to INR 29,00,00,000.00 /- (Indian Rupees Twenty-nine crore Only), for cash consideration on preferential basis on such terms and conditions as may be determined by the Board in accordance with the Act, ICDR Regulations and other applicable laws.

Issue of Equity Shares: The Board of Directors at its meeting held on **Thursday, 20th August, 2026** has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to a maximum of 8,00,000 (Eight Lakh) Equity Shares at a price of INR 12.5/- (Indian Rupees Twelve point five Only) per share (including INR 2.5/- {Indian Rupees Two point five only as Premium) ("Issue Price") per share aggregating up to INR 10000000/- (Indian Rupees One Crore Only) for cash consideration on preferential basis on such terms and conditions as may be determined by the Board in accordance with the Act, ICDR Regulations and other applicable laws

r) Principal terms of assets charged as securities

Not applicable.

s) Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

t) Lock-in Period

The equity shares to be issued and allotted on preferential basis shall be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

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The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

u) Other Disclosures

i) During the period from 1st April, 2026 until the date of Notice of this AGM, the Company has not made any issue of equity shares.

ii) Since the Equity Shares of the Company are listed on Stock Exchange and the Preferential Issue is more than 5% of the Total Paid-up share capital, the Report of the Registered Valuer is required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations. The Valuation Report has been obtained from **Mr. Sandeep Agrawal**, a Registered Valuer registered with the Insolvency and Bankruptcy Board of India (IBBI) having Membership No. IBBI/RV/06/2020/13344 dated Thursday, 20th August, 2026 in accordance with provisions of Regulation 166A of SEBI ICDR Regulations. The Valuation Report is uploaded on the website of the Company and is accessible at: https://rgrl.in/wp-content/uploads/2026/09/Revised-Valuation-Report_RGRL.pdf

iii) The proposed allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. They have also informed that they shall be eligible under SEBI ICDR Regulations to undertake the preferential issue.

iv) As a result of the proposed preferential issue there will be no change in the control or management of the Company.

v) The Company confirms that the proposed issue will be in compliance with the applicable minimum public shareholding requirements and that the proposed allottees shall continue to be classified under the Public Category upon allotment of the Equity Shares.

In accordance with the provisions of Sections 23(1)(b), 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares and warrants to the Non-Promoters/Public shareholders is being sought by way of a Special Resolution as set out in the said item no. 7 & 8 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 7 & 8 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the passing of this Special Resolution as set out at Item No. 7 & 8 of this Notice except and to the extent of their shareholding in the Company.

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ANNEXURE C

SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PREFERENTIAL ISSUE

Sr. No	Category	Pre-issue		*Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters & Promoter Group Share holding				
1	Indian				
A	Individual	736	0.01	736	0.002
B	Family Trust	0	0	0	0
C	Bodies corporate	0	0	0	0
	Sub-Total (A)(1)	736	0.01	736	0.002
2	Foreign				
a	Individual	0	0	0	0
b	Bodies corporate	0	0	0	0
	Sub-total (A)(2)	0	0	0	0
	Total Promoters & Promoter Group Holding (A) {(A) (1) +(A) (2)}	736	0.01	736	0.002
B	Non-Promoters/ Public Share Holding				
1	Institutional investors	0	0	0	0
	Sub-total (B)(1)	0	0	0	0
2	Central Government/ State Government	0	0	0	0
	Sub-total (B)(2)	0	0	0	0
3	Non-institution	0	0	0	0
a	Individuals				
	Directors and their relatives (excluding independent directors and nominee directors)	0	0	0	0
i)	Individual shareholders holding nominal share capital upto INR 2 Lakhs	1198773	9.03	1198773	2.85
ii)	Individual shareholders holding nominal share capital in excess of INR 2 Lakhs	3720681	28.02	8467823	20.15

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b.	NBFCs registered with RBI	0	0	0	0
c.	Any other (specify)				
	Bodies Corporate	7996053	60.22	31998910	76.14
	Non-Resident Indians	0	0.00	0	0.00
	Resident Indian HUF	358400	2.70	358400	0.85
	Trusts	0	0	0	0
	Clearing Member	3200	0.02	3200	0.01
	Firm	0	0	0	0
	Sub- Total (B) (3)	13277107	99.99	42027106	99.998
	Total Public Shareholding (B)	13277107	99.99	42027106	99.998
	Total (A) +(B)	13277843	100	42027842	100
C	Shares held by Custodians for ADR and GDR	0	0	0	0
	Total (A) +(B)+ (C)	13277843	100	42027842	100

***Note:**

For the purpose of determining the shareholding percentage post the Preferential Issue, the Total Paid-up Equity Shares i.e. 42027842 is considered, comprising the following:

- Existing paid-up Equity Shares as on the date of the meeting held on July 02, 2026: 1,32,77,843 Equity Shares;
- Equity Shares to be issued upon conversion of 47,49,999 outstanding Warrants, in the ratio of 1:1, i.e., 47,49,999 Equity Shares, pursuant to the Warrants pending for conversion as on date;
- Equity Shares proposed to be issued under the present Preferential Issue: 8,00,000 Equity Shares.
- Warrants proposed to be issued under the present Preferential Issue: 2,32,00,000 Warrants, assuming full conversion thereof into Equity Shares.

Accordingly, the Post Preferential Issue shareholding percentage has been computed based on the aforesaid Total Paid-up Equity Shares of 4,20,27,842 Equity Shares.