



**NOTICE OF THE 7<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Seventh (7<sup>th</sup>) Annual General Meeting (AGM) of the Members of RAJGOR CASTOR DERIVATIVES LIMITED will be held on Monday, 29<sup>th</sup> day of September, 2025 at 12:00 PM IST through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following businesses:

**ORDINARY BUSINESS: -**

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY INCLUDING AUDITED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2025, STATEMENT OF PROFIT AND LOSS AND CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2025, TOGETHER WITH THE DIRECTORS’ REPORT AND THE AUDITORS’ REPORT THEREON.**
- 2. TO DECLARE THE FINAL DIVIDEND FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 OF RS. 0.10/- PER EQUITY SHARE OF FACE VALUE OF RS. 10/- EACH RECOMMENDED BY THE BOARD OF DIRECTORS OF THE COMPANY AT ITS MEETING HELD ON 04<sup>TH</sup> SEPTEMBER, 2025.**

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

“RESOLVED THAT a final dividend of Re. 0.10/- per equity share of face value of Rs.10/- each aggregating to Rs. 23.92 Lacs out of the profits of the Company, as recommended by the Board of Directors of the Company for the financial year ended March 31, 2025, be and is hereby declared and the same be paid to the eligible members of the Company as per the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.”

- 3. TO APPOINT A DIRECTOR IN PLACE OF MR. VASANTKUMAR SHANKARLAL RAJGOR (DIN: 08745707), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION.**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Vasantkumar Shankarlal Rajgor (DIN: 08745707), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESS: -**

- 4. TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) WITH RAJGOR PROTEINS LIMITED (SISTER CONCERN COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2025-26.**

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

“RESOLVED THAT pursuant to the Section 188 of Companies Act, 2013, read with rules made thereunder and the Company’s policy on Related Party Transaction(s), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/arrangement(s)/transaction(s) with



Rajgor Proteins Limited (Sister Concern Company) , a related party within the meaning of Section 2(76) of the Act, for purchase and sale of edible and non- edible oil seeds, edible and non-edible oil, DOC, High proteins and other products and transactions on such terms and conditions, as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 100 crore each for financial year 2025-26, provided that the said contract(s) / arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

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

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

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

**5. TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) WITH RAJGOR AGRO LIMITED (SISTER CONCERN COMPANY) FOR VARIOUS TRANSACTIONS DURING FY 2025-26.**

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

“**RESOLVED THAT** pursuant to the Section 188 of Companies Act, 2013, read with rules made thereunder and the Company’s policy on Related Party Transaction(s), consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/arrangement(s)/transaction(s) with Rajgor Agro Limited (Sister Concern Company), a related party within the meaning of Section 2(76) of the Act, for purchase and sale of edible and non-edible oil seeds, edible and non-edible oil, DOC, High proteins and other products and transactions on such terms and conditions, as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 100 crore each for financial year 2025-26, provided that the said contract(s) / arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the company.

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



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

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

**6. TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITOR APPOINTED BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26 PURSUANT TO SECTION 148 AND ALL OTHER APPLICABLE PROVISIONS OF COMPANIES ACT, 2013.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, (“The Act”) read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration payable during the year 2025-26 to M/s. D R RADADIYA & CO, Cost Accountants appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year 2025-26, amounting to Rs. 30,000/- (Rupees Thirty Thousand Only) and reimbursement of conveyance expenses on actual basis as incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

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

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

Sd/-

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**BRIJESHKUMAR VASANTLAL RAJGOR**

**Managing Director**

**DIN: 08156363**

**Date: 04.09.2025**

**Place: Ahmedabad**

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

**Email Id:** cs@rajgorcastor.com

**Website:** [www.rajgorcastor.com](http://www.rajgorcastor.com)

**Phone No:** +91-9898926368

**CIN:** L74995GJ2018PLC102810



## NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023, respectively (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023, respectively (collectively referred to as 'SEBI Circulars') permitted the holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the MCA Circulars and the SEBI Circulars, the 7<sup>th</sup> AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.
2. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM on their behalf and to vote through electronic means.
3. Participation of Members through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the businesses under Item Nos. 4 to 6 of the Notice, is annexed hereto.
5. In accordance with the MCA Circulars and the SEBI Circulars, the Annual Report of the Company along with the Notice of AGM is being sent through electronic mode to those Members whose e-mail address is registered with the Company/National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL'), (collectively hereinafter referred as 'Depositories') [SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024, collectively referred as "SEBI Circulars"]
6. Members may note that the Notice and Annual Report FY 2024-25 shall also be available on (a) Company's website at [www.rajgorcasstor.com](http://www.rajgorcasstor.com), (b) websites of the Stock Exchange i.e. National Stock Exchange of India Limited ('NSE') at [www.nseindia.com](http://www.nseindia.com), and (c), on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

### **Registrar and Transfer Agent ("RTA")**

7. The name of the RTA changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" (MUFG Intime/RTA) with effect from December 31, 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.

### **Dividend related information**

8. The Register of Members and the Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> September, 2025 (Tuesday) to 29<sup>th</sup> September, 2025 (Monday) (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2025.



9. *The Company has fixed Monday, 22<sup>nd</sup> September, 2025, as the 'Record Date' for determining entitlement of Members to receive final dividend for the financial year ended March 31, 2025, if approved at the AGM.*
10. *The final dividend for the financial year ended March 31, 2025, as recommended by the Board, if approved at the AGM, will be paid on or after Monday, 29<sup>th</sup> September, 2025, to those persons or their mandates:*
11. *Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members*
12. *To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company for any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.*
13. *Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.*
14. *Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of members with effect from 1st April, 2020 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to members at the prescribed rates. For the prescribed rates for various categories, members are requested to refer to the Finance Act, 2020 and amendments thereof. Members are requested to update their Permanent Account Number ("PAN") with the Company and depositories (in case of shares held in demat mode). For Resident Shareholders, tax shall be deducted at source under Section 194 of the Income-tax Act, 1961 @10% on the amount of Dividend declared and paid by the Company w.e.f. the Financial Year ("FY") 2021-22 in case the PAN is provided by the shareholder. However, no TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during FY 2024-25 does not exceed Rs. 5,000. If PAN is not submitted, TDS would be deducted @20% as per Section 206AA of the Income-Tax Act, 1961. Separately, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm)/Form15H (applicable to an Individual above the age of 60 years) in duplicate, no tax at source shall be deducted provided that the eligibility conditions are being met. Needless to say, PAN is mandatory. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.*

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

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

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



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

- a. Self-attested true copy of Tax Residency Certificate (“TRC”) obtained from the tax authorities of the country of which the shareholder is resident for the Financial Year 2024-25;
- b. Self-declaration in Form 10F;
- c. Self-attested true copy of the PAN Card if allotted by the Indian Income Tax authorities;
- d. Self-declaration, certifying that the
  - (i) Shareholder is and will continue to remain a tax resident of the country of its residence during the Financial Year 2024-25;
  - (ii) Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
  - (iii) Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
  - (iv) Shareholder does not have a taxable presence or a Permanent Establishment (“PE”) in India during the Financial Year 2024-25. In any case, the amounts paid/payable to the Shareholder are not attributable or effectively connected to the PE or fixed base, if any, which may have got constituted otherwise;
  - (v) Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and;
  - (vi) Non-resident shareholder is satisfying the Principle Purpose Test as per the respective tax treaty effective 1st April, 2020 (if applicable).

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident shareholder. Members may submit the aforementioned documents to the Company on or before 18<sup>th</sup> September, 2025, in order to enable the Company to determine and deduct appropriate tax.

No communication on the tax determination/ deduction may be entertained post 18<sup>th</sup> September, 2025,. It may further be noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the shareholders, there would still be an option available with the shareholders to file the return of income and claim an appropriate refund, if eligible. The Company may arrange to e-mail the soft copy of TDS certificate to the shareholders at the registered email ID in due course, post payment of the said Dividend. As per SEBI norms, with effect from January 25, 2022, all transmission/transfer requests including issuance of duplicate share certificates are mandatorily to be processed in dematerialized form only.

16. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend in accordance with the mandate of SEBI. The Company or its Registrar and Share Transfer Agent (‘RTA’) cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. The Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend to their Depository Participant (‘DP’) only.
17. Listed companies are required to use the Reserve Bank of India’s approved electronic mode of payment such as National Automated Clearing House (NACH), National Electronic Fund Transfer (NEFT), Real Time Gross Settlement (RTGS) for making payments like dividend to the shareholders, in terms of Schedule I of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR). Accordingly, shareholders holding securities in demat mode are requested to update their bank details with their depository participants.
18. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (‘IEPF’). Further, the shares in respect of dividends, which remain unclaimed for 7 consecutive years



or more from the date of transfer to unpaid dividend account are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).

19. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, requires:
- all members holding shares in physical form to furnish PAN, choice of nomination, contact details including postal address with PIN and mobile number, bank account details and specimen signature ('KYC and Nomination') before getting any investor service request processed. Any payments including dividend in respect of such folios shall only be made electronically with effect from April 1, 2024 upon registering the required details. Accordingly, Members are requested to submit the signed Form ISR-1 along with supporting documents to RTA of the Company [SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024]
  - the listed companies to issue securities in dematerialized form only while processing service requests pertaining to issue of duplicate securities certificate; replacement/renewal/exchange of securities certificate; consolidation of securities certificates/ folios; sub-division/splitting of securities certificate; endorsement; change in the name of the holder; claim from unclaimed suspense account and suspense escrow demat account; transposition and transmission. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 to RTA of the Company; and
  - the Members whose previous year dividends are lying unpaid on account of expiration of warrant/demand draft issued and whose bank account details are not available/ incorrect as per records, are requested to update the same in the manner prescribed below, to process the unpaid dividend via electronic bank transfer:

### **Demat Holding:**

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

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

### **Physical Holding:**

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

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

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

20. In accordance with the provisions of Section 72 of the Act, Members can avail the facility of nomination in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same



by submitting Form No. SH-13 to RTA. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14 or Form ISR-3, as the case may be, to RTA. The aforementioned forms are available on the website of Link Intime at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. In case of shares held in dematerialized form, the nomination/ change in nomination should be lodged with their respective DPs.

21. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated August 11, 2023 (updated as on December 28, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievance with the Company/its RTA directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the details of the said link to access the same also given on the Company's website <https://www.rajgorcastor.com/investor-grievance-compliance-officer.html> under section "Online Dispute Resolution (ODR)".

## 22. Voting through electronic means:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.



6. 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 <https://www.rajgorcastor.com>. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013, read with MCA Circular issued from time to time.

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

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

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

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

**Step 1: Access to NSDL e-Voting system**

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

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the</li> </ol>



	<p>e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on</li> </ol>



	<a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:



<b>Manner of holding shares i.e. Demat (NSDL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.



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

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

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

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cssachinthkar@gmail.com](mailto:cssachinthkar@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Vikram Chaudhary at [evoting@nsdl.com](mailto:evoting@nsdl.com).

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@rajgorcastor.com](mailto:cs@rajgorcastor.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@rajgorcastor.com](mailto:cs@rajgorcastor.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.



4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@rajgorcastor.com](mailto:cs@rajgorcastor.com). The same will be replied by the company suitably.
  6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@rajgorcastor.com](mailto:cs@rajgorcastor.com) from Monday, 22<sup>nd</sup> September, 2025, to Thursday, 25<sup>th</sup> September, 2025. A Member who has registered as a speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
  7. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) / 022-4886 700.
23. The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than two working days from conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, be submitted to the Chairman or a person authorized by him in writing who shall countersign the same.
24. The Results will be declared on receipt of Scrutinizer's Report. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website: [www.rajgorcastor.com](http://www.rajgorcastor.com) and on the website of NSDL immediately and



*communicated to the Stock Exchange. The resolutions shall be deemed to have been passed on the date of the AGM, subject to the same being passed with requisite majority.*

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

**SD/-**

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**BRIJESHKUMAR VASANTLAL RAJGOR**

**Managing Director**

**DIN: 08156363**

**Date: 04.09.2025**

**Place: Ahmedabad**



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

### **ITEM NO. 4**

#### **Context:**

Pursuant to Regulation 23 of SEBI Listing Regulations, with effect from April 01, 2025, in case of a listed entity which has listed its specified securities on the SME Exchange, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees fifty crore or ten per cent. of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower and such material related party transactions exceeding the limits, would require prior approval of Members by means of an Ordinary Resolution.

The estimated value of the contract(s)/arrangement(s)/transaction(s) exceeds the threshold limit of 10% of the annual turnover i.e. Rs. 62,540.04 Lakhs as per the last audited financial statement of the company for FY 2024-25, resulting in a material related party transaction. To ensure uninterrupted operation, approval of the shareholders is being sought, for entering into related party transactions with Rajgor Proteins Limited for a maximum aggregate value of Rs. 100 crores for the financial year 2025-26.

#### **Background and Details of the Transaction**

In order to sustain quality standards and ease of customer reach, in the best interest of the company and its stakeholders, some of the transactions of the company pertain to sales and purchase of goods and materials related to Edible and Non-Edible Oil Seeds, Edible and Non-Edible Oil, DOC, High Proteins etc. with Rajgor Castor Derivatives Limited. Considering the prevailing market trend this transaction will continue in the year 2025-26 also.

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

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

#### **Approval Sought**

The estimated maximum aggregate value of the transaction with RPL for the financial year 2025-26 is expected to be Rs. 100 Crores which would breach the materiality threshold of 10% of the annual turnover of the company i.e Rs. 62,540.04 Lakhs as per last audited financial statements of the company for FY 2024-25. Hence, to ensure uninterrupted operation of the company, it is proposed to secure shareholders' approval for the related party contract(s)/ arrangement(s)/transaction(s) to be entered into with RPL for a maximum aggregate value of Rs. 100 crores for the financial year 2025-26.

Pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, as amended till date, particulars of the transaction(s), etc. are as under along with the Details of the existing as well as new material related party transactions with Rajgor Proteins Limited including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, and NSE Circular No. NSE/CML/2025/29 dated June 26, 2025, are as follows:



**A(1).**

**Basic details of the related party**

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Rajgor Proteins Limited (RPL)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacturing and Trading of Edible and Non-Edible oil, Oil Seeds, DOC, High Proteins and other related agro and grocery products.

**A(2).**

**Relationship and ownership of the related party**

S. No.	Particulars of the information	Information provided by the management
1.	<p><b>Relationship between the listed entity/subsidiary</b> (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> <li>Shareholding of the <b>listed entity/ subsidiary</b> (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>Where the related party is a <b>partnership firm or a sole proprietorship concern</b> or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).</li> <li>Shareholding <b>of the related party</b>, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).</li> </ul> <p><b>Explanation:</b> <i>Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.</i></p>	<ul style="list-style-type: none"> <li>Mr. Brijesh Kumar Rajgor, Managing Director of the Company is Brother of Mr. Rahul Kumar Rajgor, whole time Director of Rajgor Proteins Limited.</li> <li>Mr. Vasantkumar Rajgor, Director of the Company is Father of Mr. Rahul Kumar Rajgor, whole time Director of Rajgor Proteins Limited.</li> <li>Mr. Maheshkumar Rajgor Director of the Company is spouse of Kiranben Rajgor, Director of Rajgor Proteins Limited.</li> </ul> <p>Mr. Brijeshkumar Vasantlal Rajgor, Managing Director of RCDL holds 1.34% of shares in the related party.</p> <p>NA</p> <ul style="list-style-type: none"> <li>Mrs. Rajgor Zenishaben Anilkumar, Managing Director of RPL holds 2.48% of equity shares in the listed entity.</li> <li>Mr. Rajgor Kiranben Maheshkumar, Director of the Company holds 3.66% of equity shares in the listed entity.</li> <li>Mr. Rajgor Brijeshkumar Vasantlal is Brother of Mr. Rahul Kumar Rajgor, whole time</li> </ul>



	<p>While calculating indirect shareholding, shareholding held by relatives shall also be considered</p>	<p>Director of Rajgor Proteins Limited holds 19.37% of equity shares in the listed entity.</p> <ul style="list-style-type: none"> <li>Mr. Vasantkumar S Rajgor is Father of Mr. Rahul Kumar Rajgor, whole time Director of Rajgor Proteins Limited holds 17.68% of equity shares in the listed entity.</li> <li>Mr. Rajgor Maheshkumar Shankarlal is spouse of Kiranben Rajgor, Director of Rajgor Proteins Limited holds 3.66% of equity shares in the listed entity.</li> <li>Mrs. Rajgor Induben Vasantkumar is Mother of Rahul Kumar Rajgor, whole time Director of Rajgor Proteins Limited holds 1.82% of equity shares in the listed entity.</li> </ul>
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**A(3).**

**Details of previous transactions with the related party:**

S. No.	Particulars of the information	Information provided by the management		
		S. No.	Nature of Transactions	FY 2024-2025 (Amount in Lakhs)
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the <b>last financial year</b> . <b>Explanation:</b> <i>Details need to be disclosed separately for listed entity and its subsidiary.</i>	1.	Purchase of Goods	3264.03
		2.	Sale of Goods	3220.78
		3.	Lease Rent Expense	0.49
		4.	Sale of License	10.85
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the <b>current financial year up to the quarter immediately preceding the quarter</b> in which the approval is sought.	NIL		
3.	<b>Any default</b> , if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NIL		

**A(4).**

**Amount of the proposed transaction(s)**

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Maximum aggregate value of Rs. 100 crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year	Yes



	would render the proposed transaction a material RPT?									
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	16%								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	8% <i>(The percentage is as per latest available audited consolidated financial statement i.e., for the FY 2023-24)</i>								
6.	Financial performance of the related party for the immediately preceding financial year: <b>Explanations:</b> <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2023-2024 (Amount in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>124957.39</td> </tr> <tr> <td>Profit After Tax</td> <td>1496.59</td> </tr> <tr> <td>Net worth</td> <td>8328.30</td> </tr> </tbody> </table> <p><i>The provided financial performance of the related party is as per latest available audited standalone financial statement i.e., for the FY 2023-24.</i></p>	Particulars	FY 2023-2024 (Amount in Lakhs)	Turnover	124957.39	Profit After Tax	1496.59	Net worth	8328.30
Particulars	FY 2023-2024 (Amount in Lakhs)									
Turnover	124957.39									
Profit After Tax	1496.59									
Net worth	8328.30									

## A(5).

### Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<ul style="list-style-type: none"> <li>• Purchase of Goods</li> <li>• Sale of Goods</li> <li>• Lease Rent Expense</li> <li>• Sale of License</li> <li>• Loans, Borrowings, Inter-Corporate Deposit and Interest thereon</li> </ul>
2.	Details of each type of the proposed transaction	<ul style="list-style-type: none"> <li>• Purchase of Goods</li> <li>• Sale of Goods</li> <li>• Lease Rent Expense</li> <li>• Sale of License</li> <li>• Loans, Borrowings, Inter-Corporate Deposit and Interest thereon.</li> </ul>
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For <i>the</i> FY 2025-26
4.	Whether omnibus approval is being sought?	Yes



5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA <i>(Value of proposed transaction is upto maximum aggregate value of Rs. 100 crores. And such proposed transaction is for the Financial Year 2025-26 only, so estimated breakup is not required.)</i>		
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The related party is part of the overall strategic ecosystem of the company i.e., group companies involved in refining, packaging, or distribution. These transactions enable:</p> <ul style="list-style-type: none"> <li>• Better coordination and integration across the value chain,</li> <li>• Enhanced operational planning, and</li> <li>• Long-term value creation for shareholders through sustained performance.</li> </ul> <p>The proposed RPTs are not only commercially justified but also strategically beneficial to the listed entity. They enhance efficiency, support business continuity, ensure quality, and align with the long-term objectives of the company, thereby serving the best interest of all stakeholders.</p>		
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have <i>interest</i> in the transaction, whether directly or indirectly.</p> <p><b>Explanation:</b> <i>Indirect interest shall mean interest held through any person over which an individual has control.</i></p> <table border="1" data-bbox="311 1355 805 1467"> <tr> <td data-bbox="311 1355 805 1388"><b>a.</b> Name of the director / KMP</td> </tr> <tr> <td data-bbox="311 1388 805 1467"><b>b.</b> Shareholding of the director / whether direct or indirect, in the related</td> </tr> </table>	<b>a.</b> Name of the director / KMP	<b>b.</b> Shareholding of the director / whether direct or indirect, in the related	<ul style="list-style-type: none"> <li>• Mr. Brijeshkumar Vasantlal Rajgor, Managing Director of the Company holds 1.34% of equity shares in the RPL.</li> <li>• Mr. Vasantkumar Shankarlal Rajgor, Director of the Listed Entity</li> <li>• Mr. Maheshkumar Shankarlal Rajgor Director of the Listed Entity.</li> <li>• Ms. Dhara Rajgor is a daughter of Mr. Maheshkumar Shankarlal Rajgor, holds .55% shares in RPL.</li> <li>• Mr. Rajgor Arjun Maheshkumar is a son of Mr. Maheshkumar Shankarlal Rajgor, holds 3.03% shares in RPL.</li> <li>• Ms. Rajgor Kiranben Maheshkumar is wife of Mr. Maheshkumar Shankarlal Rajgor, holds 12.92% shares in RPL.</li> <li>• Mrs. Rajgor Induben Vasantkumar is wife of Mr. Vasantkumar Shankarlal Rajgor holds 6.31% shares in RPL.</li> <li>• Mr. Rahulkumar V Rajgor is the son of Mr. Vasantkumar Shankarlal Rajgor and brother of Mr. Brijeshkumar Vasantlal Rajgor holds 11.06% shares in RPL.</li> <li>• Ms. Pinal Pankaj Raval is daughter of Mr. Vasantkumar Shankarlal Rajgor sister of Mr. Brijeshkumar Vasantlal Rajgor holds 0.55% of equity shares in RPL.</li> </ul>
<b>a.</b> Name of the director / KMP				
<b>b.</b> Shareholding of the director / whether direct or indirect, in the related				



8.	A copy of the valuation or other external party report, if <i>any</i> , shall be placed before the Audit Committee	NA
9.	Other <i>information</i> relevant for decision making.	<i>NIL</i>

**PART B**

**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A:**

**B(1).**

**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.**

S.No.	Particulars of the information	Information provided by the management			
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA			
2.	Basis of determination of price.	Arm's Length Price			
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: <table border="1" style="width: 100%; margin-top: 5px;"> <tr> <td style="padding-left: 20px;"><b>a.</b> Amount of Trade advance</td> </tr> <tr> <td style="padding-left: 20px;"><b>b.</b> Tenure</td> </tr> <tr> <td style="padding-left: 20px;"><b>c.</b> Whether same is self-liquidating?</td> </tr> </table>	<b>a.</b> Amount of Trade advance	<b>b.</b> Tenure	<b>c.</b> Whether same is self-liquidating?	NA
<b>a.</b> Amount of Trade advance					
<b>b.</b> Tenure					
<b>c.</b> Whether same is self-liquidating?					

**B(2).**

**Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary.**

S.No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.</i>	Company's owned fund.
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	NA



	<p>a. Nature of indebtedness</p> <p>b. Total cost of borrowing</p> <p>c. Tenure</p> <p>d. Other details</p>	
3.	<p>Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.</p> <p>Note:</p> <p>(1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</p> <p>(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</p>	Prevailing market rate specified by RBI from time to time.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Prevailing market rate specified by RBI from time to time.
5.	Maturity / due date	On demand
6.	Repayment schedule & terms	As per mutual agreement
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	NA
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Business related

### PART C

**Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B:**

#### **C(1).**

**Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary**

Sr. No.	Particulars	Information provided by the management
1.	<p>Latest credit rating of the related party</p> <p>Note:</p> <p>a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</p> <p>b. This shall be applicable in case of investment in debt securities.</p>	<p>Long Term: IVR BBB/Stable</p> <p>Short Term: IVR A3+</p>
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	NA

#### **ADDITIONAL INFORMATION:**

Sr. No.	Particulars	Information provided by the management
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1.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	Audit Committee has reviewed the certificates provided by Mr. Brijeshkumar Vasantlal, Rajgor, Managing Director and Mr. Varun Ajaybhai Patel, Chief Financial Officer of the Listed Entity as required under the RPT Industry Standards dated 03 <sup>rd</sup> September, 2025.
2.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	This transaction is approved by the Audit Committee and Board of Directors in the meeting dated 04 <sup>th</sup> September, 2025.
3.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Audit committee has not considered any Valuation report or any other report from any external parties
4.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	NA
5.	Any other information that may be relevant.	NIL

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

## Item No. 5:

### Context:

Pursuant to Regulation 23 of SEBI Listing Regulations, with effect from April 01, 2025, in case of a listed entity which has listed its specified securities on the SME Exchange, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees fifty crore or ten per cent. of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower and such material related party transactions exceeding the limits, would require prior approval of Members by means of an Ordinary Resolution

The estimated value of the contract(s)/arrangement(s)/transaction(s) exceeds the threshold limit of 10% of the annual turnover i.e Rs. 62,540.04 Lakhs as per the last audited financial statement of the company for FY 2024-25, resulting in a material related party transaction. To ensure uninterrupted operation, approval of the shareholders is being sought, for entering into related party transactions with Rajgor Agro Limited for a maximum aggregate value of Rs. 100 crores for the financial year 2025-26.

### Background and Details of the Transaction

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



to Edible and Non-Edible Oil Seeds, Edible and Non-Edible Oil, DOC, High Proteins etc. with Rajgor Agro Limited Considering the prevailing market trend this transaction will continue in the year 2025-26 also.

**Rationale/ Benefits of Dealing with Rajgor Agro Limited.**

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

**Approval Sought**

The estimated maximum aggregate value of the transaction with RAL for the financial year 2025-26 is expected to be Rs.100 Crores which would breach the materiality threshold of 10% of the annual turnover of the company i.e. Rs. 62,540.04 Lakhs as per last audited financial statements of the company for FY 2024-25. Hence, to ensure uninterrupted operation of the company, it is proposed to secure shareholders’ approval for the related party contract(s)/ arrangement(s)/transaction(s) to be entered into with RAL for a maximum aggregate value of Rs. 100 crores for the financial year 2025-26.

Pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014, as amended till date, particulars of the transaction(s), etc. are as under along with the Details of the existing as well as new material related party transactions with Rajgor Agro Limited including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, and NSE Circular No. NSE/CML/2025/29 dated June 26, 2025, are as follows:

**A(1).**

**Basic details of the related party**

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Rajgor Agro Limited (RAL)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Trading business of the Edible and Non-Edible Oils, Oil seeds, DOCS, High Proteins and manufacturing and trading of cotton, cotton bales cotton seeds and other related agro products.

**A(2).**

**Relationship and ownership of the related party**

S. No.	Particulars of the information	Information provided by the management
1.	<b>Relationship between the listed entity/subsidiary</b> (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	<ul style="list-style-type: none"> <li>• Mr. Brijeshkumar Vasantlal Rajgor, is Managing Director of Rajgor Castor Derivatives Limited as well as Director of Rajgor Agro Limited.</li> <li>• Mr. Brijeshkumar Vasantlal Rajgor, is Managing Director of Rajgor Castor Derivatives Limited is spouse of Mrs.</li> </ul>



	<ul style="list-style-type: none"> <li>Shareholding of the <b>listed entity/ subsidiary</b> (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> <li>Where the related party is a <b>partnership firm or a sole proprietorship concern</b> or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).</li> <li>Shareholding <b>of the related party</b>, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <b>Explanation:</b> <i>Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered</i></li> </ul>	<p>Bhagyashri Brijeshkumar Rajgor, Director of the RAL.</p> <ul style="list-style-type: none"> <li>Mr. Brijeshkumar Vasantlal Rajgor, is Managing Director of Rajgor Castor Derivatives Limited is son Mrs. Induben Rajgor, Director of the RAL</li> <li>Mr. Vasantkumar Shankarlal Rajgor, Director of the Rajgor Castor Derivatives Limited is Spouse of Mrs. Induben Rajgor, Director of RAL</li> <li>Mr. Brijeshkumar Vasantlal Rajgor, Managing Director of RCDL holds 49.40% of shares in the related party.</li> <li>Mr. Vasantlal Shankarlal Rajgor, Director of RCDL holds 2.65% of shares in the related party.</li> <li>Mr. Maheshkumar Shankarlal Rajgor, Director of RCDL holds 4.90% of shares in the related party.</li> </ul> <p>NA</p> <ul style="list-style-type: none"> <li>Mrs. Bhagyashri Brijeshkumar Rajgor, director of RAL holds 3.66% of equity shares in the listed entity.</li> <li>Mr. Rajgor Brijeshkumar Vasantlal, Director in RAL holds 19.37% of equity shares in the listed entity.</li> <li>Mrs. Rajgor Induben Vasantkumar director of RAL holds 1.82% of equity shares in the listed entity.</li> <li>Mr. Vasantkumar S Rajgor is Father of Mr. Rajgor Brijeshkumar Vasantlal, Director of Rajgor Agro Limited holds 17.68% of equity shares in the listed entity.</li> </ul>
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**A(3).**

**Details of previous transactions with the related party**

S. No.	Particulars of the information	Information provided by the management		
		S. No.	Nature of Transactions	FY 2024-2025 (Amount in Lakhs)
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the <b>last financial year</b> .  <b>Explanation:</b> <i>Details need to be disclosed separately for listed entity and its subsidiary.</i>	1.	Purchase of Goods	1581.63
		2.	Sale of Goods	99.40
		3.	Lease Rent Expense	3.60
		4.	Trademark License Fees Expense	1.00
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the <b>current financial year up to the quarter immediately preceding the quarter</b> in which the approval is sought.	Rs. 90,000/-		
3.	<b>Any default</b> , if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NIL		

**A(4).**

**Amount of the proposed transaction(s)**

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Maximum aggregate value of Rs. 100 crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	16%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual	23.90%



	consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.										
6.	Financial performance of the related party for the immediately preceding financial year: <b>Explanations:</b> The above information is to be given on standalone basis. If standalone is not available, provide <i>on consolidated basis</i> .	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-2025 (Amount in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>41,826.35</td> </tr> <tr> <td>Profit After Tax</td> <td>727.75</td> </tr> <tr> <td>Net worth</td> <td>3592.34</td> </tr> </tbody> </table>	Particulars	FY 2024-2025 (Amount in Lakhs)	Turnover	41,826.35	Profit After Tax	727.75	Net worth	3592.34	
Particulars	FY 2024-2025 (Amount in Lakhs)										
Turnover	41,826.35										
Profit After Tax	727.75										
Net worth	3592.34										

**A(5).**

**Basic details of the proposed transaction**

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<ul style="list-style-type: none"> <li>• Purchase of Goods</li> <li>• Sale of Goods</li> <li>• Trademark License Fees Income</li> <li>• Office Lease Rent Income</li> <li>• Loans, Borrowings, Inter-Corporate Deposit and Interest thereon</li> </ul>
2.	Details of each type of the proposed transaction	<ul style="list-style-type: none"> <li>• Purchase of Goods</li> <li>• Sale of Goods</li> <li>• Trademark License Fees Income</li> <li>• Office Lease Rent Incomess</li> <li>• Loans, Borrowings, Inter-Corporate Deposit and Interest thereon</li> </ul>
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For the FY 2025-26
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA (Value of proposed transaction is upto maximum aggregate value of Rs. 100 crores. And such proposed transaction is for the Financial Year 2025-26 only, so estimated breakup is not required.)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The related party is part of the overall strategic ecosystem of the company i.e., group companies involved in refining, packaging, or distribution. These transactions enable:</p> <ul style="list-style-type: none"> <li>• Better coordination and integration across the value chain,</li> <li>• Enhanced operational planning, and</li> <li>• Long-term value creation for shareholders through sustained performance.</li> </ul>



		The proposed RPTs are not only commercially justified but also strategically beneficial to the listed entity. They enhance efficiency, support business continuity, ensure quality, and align with the long-term objectives of the company, thereby serving the best interest of all stakeholders.		
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><b>Explanation:</b> Indirect interest shall mean interest held through any person over which an individual has control.</p> <table border="1"> <tr> <td>a. Name of the director / KMP</td> </tr> <tr> <td>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</td> </tr> </table>	a. Name of the director / KMP	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	<ul style="list-style-type: none"> <li>Mr. Brijeshkumar Vasantlal Rajgor, Director of the Company holds 49.40% of equity shares in the RAL.</li> <li>Mr. Maheshkumar Shankarlal Rajgor Director of the Listed Entity holds 4.90% equity shares in the RAL.</li> <li>Mr. Vasantkumar Shankarlal Rajgor, Director of the Listed Entity holds 2.65% equity shares in the RAL.</li> <li>Mrs. Bhagyashri Brijeshkumar Rajgor, spouse of Mr. Brijeshkumar Vasantlal Rajgor holds 9.30% of equity shares in the RAL.</li> <li>Ms. Dhara Rajgor is a daughter of Mr. Maheshkumar Shankarlal Rajgor, holding .004% shares in RAL.</li> <li>Mr. Rajgor Arjun Maheshkumar is a son of Mr. Maheshkumar Shankarlal Rajgor, holding 0.004% shares in RAL.</li> <li>Mrs. Rajgor Induben Vasantkumar is wife of Mr. Vasantkumar Shankarlal Rajgor holding 19.44% shares in RAL.</li> <li>Mr. Rahulkumar V Rajgor is the son of Vasantkumar Shankarlal Rajgor and brother of Mr. Brijeshkumar Vasantlal Rajgor holding 3.65% shares in RAL.</li> </ul>
a. Name of the director / KMP				
b. Shareholding of the director / KMP, whether direct or indirect, in the related party				
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	NA		
9.	Other information relevant for decision making.	NIL		

**PART B**

**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A:**

**B(1).**

**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.**

S.No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA



2.	Basis of determination of price.	Arm's Length Price			
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding: 2px;">a. Amount of Trade advance</td> </tr> <tr> <td style="padding: 2px;">b. Tenure</td> </tr> <tr> <td style="padding: 2px;">c. Whether same is self-liquidating?</td> </tr> </table>	a. Amount of Trade advance	b. Tenure	c. Whether same is self-liquidating?	NA
a. Amount of Trade advance					
b. Tenure					
c. Whether same is self-liquidating?					

**B(2).**

**Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary.**

S.No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.</i>	Company's owned fund.
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i> a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	NA
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. <i>Note:</i> (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	Prevailing market rate specified by RBI from time to time.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Prevailing market rate specified by RBI from time to time.
5.	Maturity / due date	On demand
6.	Repayment schedule & terms	As per mutual agreement
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	NA



9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Business related
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**PART C**

**Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a *material RPT* and is in addition to Part A and B:**

**C(1).**

**Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary**

Sr. N	Particulars	Information provided by the management
1.	Latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities.	Long Term: IVR BBB/Stable Short Term: IVR A3+
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	NA

**ADDITIONAL INFORMATION:**

Sr. No.	Particulars	Information provided by the management
1.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	Audit Committee has reviewed the certificates provided by Mr. Brijeshkumar Vasantlal, Rajgor, Managing Director and Mr. Varun Ajaybhai Patel, Chief Financial Officer of the Listed Entity as required under the RPT Industry Standards dated 03rd September, 2025.
2.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	This transaction is approved by the Audit Committee and Board of Directors in the meeting dated 04th September, 2025.
3.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Audit committee has not considered any Valuation report or any other report from any external parties
4.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm	NA



	that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	
5.	Any other information that may be relevant.	NIL

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

**Item No. 6:**

The Board on the recommendation of the Audit Committee, has approved in its Annual General Meeting held on Monday, 29<sup>th</sup> September, 2025, the appointment of M/s D R RADADIYA & CO., Cost Accountants, Ahmedabad, at a remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) excluding applicable Tax to conduct the Cost Audit of the Company for the financial year 2025-26.

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

None of the Directors, KMP's and their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 6.

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

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

SD/-

\_\_\_\_\_  
**BRIJESHKUMAR VASANTLAL RAJGOR**

**Managing Director**

**DIN: 08156363**

**Date: 04.09.2025**

**Place: Ahmedabad**