

RAJPUTANA BIODIESEL LIMITED

(Formerly known as "Rajputana Biodiesel Private Limited")

Registered Office: Jaipuria Mansion, Panch Batti, M.I. Road, Jaipur - 302001, Rajasthan

CIN: U74999RJ2016PLC056359

Email: info@rajputanabiodiesel.com

Website: www.rajputanabiodiesel.com

Phone No: +91-9509222333

NOTICE OF THE NINTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 9th Annual General Meeting ("**AGM**") of the Members of Rajputana Biodiesel Limited (Formerly Known as Rajputana Biodiesel Private Limited) ("**the Company**") will be held on Saturday, 20th September, 2025, at 02:00 P.M., Indian Standard time ("IST") through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) The Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025 together with the reports of the Board of Directors and Auditors thereon; and
 - (b) The Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025 and Auditor's report thereon.
2. To appoint a Director in place of Mr. Sudeep Soni (DIN: 00167178), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To change the designation of Mr. Sudeep Soni (DIN: 00167178) from Chairman and Director (Executive) to Executive Chairman and Whole-time Director of the Company.

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder and Schedule V of the Act and other applicable Regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation') including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force and Nomination and Remuneration Policy of the Company, upon recommendation of Nomination & Remuneration Committee and approval of the Board and subject to Articles of Association of the Company, consent of the members be and is hereby accorded for change of designation of Mr. Sudeep

Soni (DIN: 00167178) from Chairman and Director (Executive) to Executive Chairman being a Whole-time Director and KMP effective from 23rd August, 2025, liable to retire by rotation, on the terms and conditions including remuneration (which includes the payment of salary, allowances and perquisites) as detailed in the explanatory statement attached hereto, with powers to the Board to alter, amend, vary and modify the terms and conditions of the said appointment and remuneration payable to him from time to time as it deems fit, in such manner as may be mutually agreed between the Board of Directors and Mr. Sudeep Soni.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

4. Approval of Material Related Party transactions with Subsidiary

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

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation'), the applicable provisions of the Companies Act, 2013 ("Act") read-with rules made thereunder, any other applicable rules, regulations, guidelines and other provisions of law, if any, (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force) and pursuant to and the Company's Policy on Related Party Transactions and based on the approval of the Audit Committee and recommendation of the Board of Directors, approval of the members of the Company be and is hereby accorded to the Company for entering into the related party contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series

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of transactions or otherwise) as more specifically set out in the explanatory statement to this resolution, entered or to be entered into and/or carried out and/or continued by the Company and its subsidiary i.e. Nirvaanraj Energy Private Limited, ("NEPL"), being a related party, for an aggregate value not exceeding ₹ 40 Crore during financial year 2025-26, on such terms and conditions as may be agreed between the parties, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at on arm's length and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and

things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, and confirmed in all respects."

By order of the Board of Directors
For Rajputana Biodiesel Limited

Sd/-

Rohit Kumar Gauttam

(Company Secretary and Compliance Officer)

ICSI Mem. No.: ACS 56199

Date: 23rd August, 2025

Place: Jaipur

Registered Office:

Jaipuria Mansion, Panch Batti, M.I. Road, Jaipur - 302001, Rajasthan

Email: cs@rajputanabiodiesel.com

Phone: +91-95092 22333

CIN: U74999RJ2016PLC056359

Website: www.rajputanabiodiesel.com

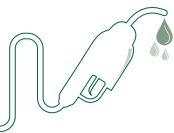
NOTES:

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ("the Act") read with the rules made thereunder, setting out material facts in respect of the Special Business to be transacted at Item No. 3 and 4 of the notice and relevant details of the Director proposed to be re-appointed, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and as required under Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are annexed hereto.

CONDUCT OF AGM THROUGH VC/OAVM

2. In compliance with the provisions of the Act read with rules made thereunder and Ministry of Corporate

Affairs ("MCA") General Circular No. 09/2024 dated September 19, 2024 read with 09/2023 dated 25 September 2023 General Circular No. 20/2020 dated 05 May 2020, General Circular No. 14/2020 dated 08 April 2020, General Circular No. 17/2020 dated 13 April 2020, and other applicable circulars issued by MCA ("MCA Circulars") and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07 October 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI) ("SEBI Circulars"), the Companies are permitted to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) upto September 30, 2025 without the physical presence of members at a common venue as well as to send the Notice of AGM along with Annual Report through electronic



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mode to those Members whose e-mail addresses were registered with the Company/ Depositories. Therefore, in accordance with, the said Circulars and applicable provisions of the Act and SEBI Listing Regulations, the 9th AGM of the Company is being held through VC / OAVM. The registered office of the Company i.e. Jaipuria Mansion, Panch Batti, M.I. Road, Jaipur - 302001, Rajasthan, shall be deemed to be the venue for the AGM.

3. National Securities Depository Limited ('NSDL') will be providing facility for voting through electronic means ("remote e-voting"), for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/ OAVM and instructions for e-voting are explained at Note No. 29 below and is also available on the website of the Company at www.rajputanabiodiesel.com.
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 Act.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence, the proxy form and attendance slip and route map of AGM are not annexed to this notice.

AUTHORISED REPRESENTATIVE

6. Pursuant to Section 113 of the Act, Institutional/ Corporate Shareholders (i.e., other than Individuals/ HUF/ NRI etc.) are entitled to authorise their representatives to attend and vote at the AGM. Members are requested to send a scanned copy (in PDF/JPG Format) of their Board or Governing Body Resolution to the Scrutinizer at info@mehta-mehta.com with a copy marked to evoting@nsdl.com. The Board Resolution can also be uploaded by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'E-voting' tab in their login.

DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs

7. In compliance with the MCA Circulars and SEBI

Circulars, the Annual Report for the financial year 2024-25 comprising of the financial statements (including Boards Report, Auditors Report or other documents required to be attached therewith) for the financial year ended March 31, 2025 pursuant to Section 136 of the Act and the Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed thereunder, are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent ("RTA") or the Depository Participant(s) (DPs) on 22nd August, 2025.

8. In accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company will send a letter providing the web-link, including the exact path where complete details of the Annual Report including the Notice of the AGM is available, to those Member(s) who have not registered their e-mail address with the Company/RTA/ Depositories/DPs.
9. The Notice of 9th Annual General Meeting along with the Annual Report is available on the website of the Company at <https://rajputanabiodiesel.com/annual-reports/> and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e., National Stock Exchange of India Limited (www.nseindia.com) and also on the website of RTA at <https://maashitla.com/> and website of NSDL (agency for providing the Remote E-Voting facility) i.e. www.evoting.nsdl.com. The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same. Members who are desirous to have a physical copy of the Annual Report should send a request to the Company's e-mail cs@rajputanabiodiesel.com clearly mentioning their Folio number/DP and Client ID.
10. For members who have not registered their email IDs so far, they are requested to register their Email IDs for receiving all the communications including Annual Report, Notices from the Company electronically.
11. Since the entire shareholding of the Company is in dematerialized mode, Members are requested to register their Email IDs with their concerned DPs, in respect of their Demat holding. Further, those Members who have already registered their Email IDs are requested to keep their Email IDs validated / updated with their DPs / RTA to enable servicing of notices / documents / Annual Reports and other communications electronically to their Email IDs in future.

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PROCEDURE FOR INSPECTION OF DOCUMENTS

12. The physical copies of the Notice of the 9th AGM along with the Annual Report for FY 2024-25 will be available at the Company's Registered Office for inspection during business hours on all working days from the date of dispatch of this Notice to up to the date of the AGM.
13. All the documents referred to in the accompanying Notice of the 9th AGM shall be available for inspection electronically by the Members during business hours on all working days from the date of dispatch of this Notice to upto the date of AGM. Any Member desirous of inspecting the same may write to the Company at cs@rajputanabiodiesel.com mentioning the Name, Folio No./DP Id and Client Id.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection during the AGM upon login at NSDL E-voting system at www.evoting.nsdl.com.

PROCEDURE FOR ATTENDING THE AGM THROUGH VC/OAVM

15. Members will be able to attend the Meeting through VC/OAVM by using their E-voting login credentials and selecting the E-voting Event Number ('EVEN') for the Meeting. The facility to join the Meeting shall be kept open 30 (thirty) minutes before the scheduled time of commencement of the Meeting. Members are requested to join the Meeting by following the procedure given in Note No. 29 of the Notice.
16. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL E-voting system. Members may access the same by following the steps for Access to NSDL E-voting system mentioned in Note No. 29 of the Notice. After successful login, Members can click on the 'VC/OAVM link' appearing under 'Join Meeting' menu against EVEN of the Company.

PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

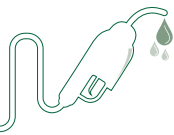
17. Members are encouraged to express their views/ send their queries in advance regarding the Financial Statements or any other matter being placed at the

9thAGM from their registered Email Id, mentioning their name, Folio No./DP Id and Client Id and mobile number to cs@rajputanabiodiesel.com to enable smooth conduct of Meeting. Queries received by the Company on the aforementioned Email Id on or before Friday, 19th September, 2025, 5:00 P.M. (IST) will be considered and responded.

18. Members who would like to express their views or ask questions during the AGM may register themselves as speakers by sending the request along with their questions from their registered Email Id mentioning their name, Folio No./DP Id and Client Id and mobile number at cs@rajputanabiodiesel.com on or before Friday, 19th September, 2025, 5:00 P.M. IST. Those Members who have registered themselves as speakers will only be allowed to express their views/ask questions during the AGM. Members are encouraged to submit their questions in advance for smooth conduct of the AGM.
19. When a pre-registered speaker is invited to speak at the Meeting but does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to stay connected to a device with good internet speed.
20. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

FACILITY FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

21. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and the MCA Circulars and SEBI Circulars, 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 venue voting on the date of the AGM will be provided by NSDL.
22. Members of the Company holding shares as on the cut-off date of Saturday, 13th September, 2025, may cast their vote by remote e-Voting. The remote



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e-Voting period commences on Wednesday, 17th day of September, 2025 at 10.00 AM (IST) and ends on Friday, 19th Day of September, 2025, at 5.00 PM (IST). The remote e-Voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.

23. In case of joint holders, the Members whose name appear first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
24. The voting rights of the Members (for voting through remote e-Voting before /during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
25. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Annual Report (including AGM Notice), may download the Annual Report (including AGM Notice) from the website of the Company i.e., <https://rajputanabiodiesel.com/annual-reports>.

SCRUTINIZER'S REPORT AND DECLARATION OF VOTING RESULTS

26. The Board of Directors has appointed Mr. Atul Mehta (M.No.: F5782 COP No.: 2486, Partner of M/s. Mehta & Mehta, Practicing Company Secretaries, as the Scrutinizer to scrutinize the E-voting process in fair and transparent manner.
27. The Scrutinizer shall, after the conclusion of e-voting at the AGM, scrutinize the votes cast at the AGM and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the AGM.
28. The results declared along with the Scrutiniser's Report shall be placed on the website of the Company at <https://rajputanabiodiesel.com> and on

the website of NSDL at www.evoting.nsdl.com and shall be disseminated to the stock exchanges where the equity shares of the Company are listed i.e., the National Stock Exchange of India Limited at www.nseindia.com. The results shall also be made available on the notice board of the Company at its Registered Office.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING

29. The detailed instructions for participating in the AGM through VC/ OAVM and the procedure for voting through electronic means including remote E-voting are given below:

The remote e-voting period begins on Wednesday, 17th day of September, 2025 at 10.00 AM (IST) and ends on Friday, 19th Day of September, 2025 at 5.00 PM (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 13th 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.

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 SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 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.

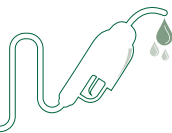
Login method for Individual shareholders holding securities in demat mode is given below:



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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>



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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting 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 evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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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,
4. Your User ID details are given below:

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

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

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

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.

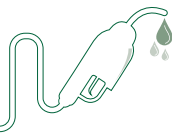
Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

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

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request



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at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" 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.

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 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@globalsurfaces.in.

2. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the **login method explained at step 1 (A) i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

GENERAL GUIDELINES FOR MEMBERS

1. Members are encouraged to join the Meeting through Laptops for better experience. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
2. 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.
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
4. Shareholders who would like to express their views/

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have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at cs@rajputanabiodiesel.com, in accordance with the procedure set out earlier in the notes section of this Notice. The same will be replied by the company suitably.

5. The Company has designated the e-mail id cs@rajputanabiodiesel.com for redressal of investor complaints/grievances. In case you have any queries/

complaints or grievances, please write from the registered e-mail address to us at the given email id.

6. Further, Members who need assistance before or during the AGM relating to e-voting system of NSDL, can contact NSDL at evoting@nsdl.com or 022 4886 7000 or Ms. Pallavi Mhatre, Senior Manager from NSDL at their designated e-mail IDs: pallavid@nsdl.com or may write at the postal address of NSDL at 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item No. 3:

The Members are hereby informed that Mr. Sudeep Soni (DIN: 00167178), is acting as an Executive Director, being a whole-time director of the Company on March 14, 2017. Mr. Sudeep Soni was also designated as Chairman of the Company w.e.f. 15th July, 2024.

Mr. Sudeep Soni holds a bachelor's degree in commerce (1989) from the University of Rajasthan. He has been associated with the Company for approximately 9 years and has worked under multiple roles.

His guidance and experience in the field of the biodiesel and his insights on the future growth is one of the important factors for the rich road map of the company. He managed sales promotions and marketing strategies on major social media sites through his networking skills and monitored and coordinated workflows to optimize resources has proven to be a competitive edge. He looks after Risk Management, Strategy & Growth, Internal system and process etc. of our company.

Considering the valuable contributions made by Mr. Soni, it is proposed to re-designate him as a "Executive Chairman: being a Whole-time Director and KMP of the Company w.e.f. 23rd August, 2025.

Accordingly, in terms of Section 196, 197 and 198 read with the schedule V of the Companies Act, 2013 ("the Act") and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 23, 2025, has approved to re-designate Mr. Sudeep Soni from Chairman and Director

(Executive) to "Executive Chairman" being a Whole-time Director and KMP of the Company, liable to retire by rotation on the following terms & conditions:

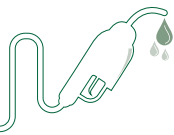
- A. Tenure:** Period of starting from August 23, 2025 to August 22, 2028 and be liable to retire by rotation

- B. Remuneration:** He shall be entitled to receive following remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board and shareholders. The Break-up of Remuneration shall be as follows:

- i. Gross Salary:** Rs.1,00,000/-per month including allowances, if any, with such modification in structure from time to time as the Board / Nomination and Remuneration Committee of Directors may deem fit in the range monthly remuneration upto Rs.1,00,000/-;
- ii. Perquisites:** Mr. Sudeep Soni, as Whole-time Director, be paid any type of perquisites, subject to overall ceiling of 50% of the Gross salary.
- iii.** Entitled for reimbursement of business expenses to be incurred for the official purposes and for & on behalf of the Company including attending the meetings of the Board/Committee.

However, the following shall not form part of perquisites for computation maximum ceiling of remuneration as per Schedule V:

- a) Contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;



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- b) Gratuity payable at the rate not exceeding half a month's salary for the each completed year of service;
- c) Encashment of leave at the end of the tenure as per the rules of the Company.

iv. Sitting Fees: No sitting fees shall be payable for attending the meetings of the Board of Directors or any committee thereof.

v. Notice Period & Severance Fee: As per the Rules of the Company.

vi. Others: As uniformly applicable for all employees of the Company.

C. Powers and Responsibilities: Mr. Soni in his capacity as Whole-time Director of the Company shall be authorized to exercise necessary powers and obligated to perform such functions and duties as may be deemed necessary to hold the office of Whole time Director or as may be assigned to him by the Board of Directors from time to time;

D. Increments and Minimum Remuneration: The Board upon recommendation of Nomination and Remuneration Committee may alter, vary, modify and revise the remuneration payable to Mr. Soni from time to time as per the policy of the Company and within the limits laid down under the provisions of the Act subject to the receipt of requisite approvals, if any. Notwithstanding anything to the contrary contained herein, where in any financial year during the currency of his tenure, in the event of loss or inadequacy of profits, the Company, will subject to applicable laws, pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration.

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

The above details may be treated as a written memorandum setting out the terms of appointment of Mr. Sudeep Soni as Whole-time Director under Section 190 of the Companies Act, 2013.

In view of the above, approval of the Members is sought by passing of Special Resolution for re-designation of Mr. Sudeep Soni as "Executive Chairman" being a Whole-time

Director of the Company as set out at Item no.3 of the Notice.

None of the Directors or Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise except Mr. Sudeep Soni, being the appointee and their relatives, in the resolutions set out at Item no. 3 of the Notice.

Details of the appointee, pursuant to the provisions of Regulation 36(2) SEBI Listing Regulations & Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are given as **Annexure A** to the Notice of AGM.

The Board of Directors recommends the Special Resolution set out at Item no. 3 of the Notice for approval by the Members.

Item No. 4:

In furtherance of its business activities, the Company and its subsidiary have entered into/will enter into transactions / contract(s) / agreement(s) / arrangement(s) as related parties in terms of Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Pursuant to Regulation 23 of the SEBI Listing Regulations, approval of the members is required for all Material related party transactions which in a financial year are estimated to exceed the lower of (i) ₹ 50 crore; or (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, even if such transactions are in the ordinary course of business of the Company and at arm's length basis..

The annual consolidated turnover (revenue from operations) of the Company as on March 31, 2025, is ₹ 67.31 Crore. The Company expects that its transaction with its Subsidiary i.e. Nirvaanraj Energy Private Limited, ("NEPL"), during the financial year 2025-26, may exceeds from the abovesaid limits as prescribed under Regulation 23 of the SEBI Listing Regulations. Hence, it is required to take the approval of the shareholders of the Company.

The Company and its Subsidiaries are in the same line of business and have to enter into transactions with each other on day-to-day basis to fulfill its business requirements and obligations. The Management has provided with the relevant details of the proposed RPTs including rationale, material terms and basis of pricing to the Audit Committee. The Audit Committee at its

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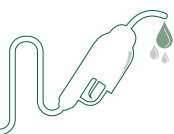
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meeting held on August 23, 2025, has granted approval for entering into material RPTs with NEPL for an aggregate value of up to ₹ 40 Crore to be entered during financial year 2025-26. The Committee has also noted that the said transactions are/ will be on an arms' length basis and in the ordinary course of business of the Company and subsidiary of the Company. The recommendations of the Audit Committee were also approved by the Board of

Directors at its meeting held on the same day i.e. August 23, 2025.

The details of material related party transactions, for which the approval of the members is sought, as required under Regulation 23(4) of the SEBI Listing Regulations read-with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are provided herein below:

Sr. No.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Nirvaanraj Energy Private Limited ("NEPL") (Subsidiary of Rajputana Biodiesel Limited) Rajputana Biodiesel Limited holds 75.21% of the equity shares of Nirvaanraj Energy Private Limited
2.	Tenure of proposed transaction	Financial year 2025-26
3.	Type, material terms and particulars of the proposed transaction	<p>Rajputana Biodiesel Limited ("RBDL" or "the Company") is a SME listed public company engaged in the manufacturing of biodiesel and its by-products, and is one of the key players across the state of Rajasthan in India. The Company focuses on green energy and sustainable development of renewable resources (biofuel) through the adoption of environmentally friendly technology. It's manufacturing unit at Phulera (Jaipur), Rajasthan has an installed capacity of producing 24 KL Bio Diesel per day from multi feedstock.</p> <p>Nirvaanraj Energy Private Limited, Subsidiary, is in the same line of business, situated at Meerut, Uttar Pradesh which has an installed capacity of producing 80 KL Bio Diesel per day from multi feedstock.</p> <p>In line with its integrated supply chain strategy RBDL propose to enter with Nirvaanraj Energy Private Limited for the below mentioned related party contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise):</p> <p>a) sale, purchase or supply of goods and raw materials;</p> <p>b) Loan during the financial year 2025-26</p> <p>These transactions are essential to:</p> <ul style="list-style-type: none"> • Ensure Continuity and Stability in Supply Chain Operations; • Achieve Operational Efficiency; • Maintain Product Quality and Standardization; • Support Strategic Business Growth; • Promote Sustainability and Compliance; and • Enhance Financial Synergies and Cost Optimization. <p>The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal shall be at an Arm's length basis and in the ordinary course of business.</p>



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Sr. No.	Particulars	Details		
4.	Value of the transaction and the percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	Particulars of proposed transaction	In Rs. Crore	%
		a) sale, purchase or supply of goods and raw materials;	20	29.71
		b) Loan during the financial year 2025-26	20	29.71
5.	Percentage of the subsidiary's annual standalone turnover that is represented by the total value of the proposed RPT	Particulars of proposed transaction	In Rs. Crore	%
		a) sale, purchase or supply of goods and raw materials;	20	73.83
		b) Loan during the financial year 2025-26	20	73.83
6.	Justification for why the proposed transaction is in the interest of the listed entity	<p>In reference to the explanation provided at point no. 3 above, it is affirmed that the aforesaid transaction will be in best interest of the Company. Further, as the transaction with Related Party is at arm's length basis and by virtue of control over performance by related party towards its contractual obligations inter-alia in terms of quality, delivery timelines and payments, as such it is in the best interest of the Company. This also enables better synergies within the group and is beneficial to both the parties.</p> <p>Further, provision of the unsecured loan is justified as the Company owns 75.21% share in ownership and effectively exercises control over the subsidiary, both legally and operationally. This level of control mitigates credit and counterparty risk, as the holding company has complete oversight over the subsidiary's governance, financial reporting, cash flows, and strategic direction.</p>		
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	Yes		
7.i	Details of the source of funds in connection with the proposed transaction	Internal accruals		
7.ii.	Whether any financial indebtedness is incurred to make or give loans intercorporate deposits, advances or investments, nature of indebtedness, cost of funds, tenure etc.	No financial indebtedness is incurred		
7.iii	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	<p>Unsecured loan</p> <p>A simple interest to be charged annually at a rate not lower than the prevailing yield of one-year, three-year, five-year, or ten-year Government Security (G-Sec) closest to the loan tenure at the time of granting loan.</p> <p>The loan shall be repayable on demand.</p>		
7.iv	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For the purpose of meeting working capital requirements and general corporate purpose for principal business activities of Subsidiary.		

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Sr. No.	Particulars	Details
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	NA. The Related Party Transactions would be carried out on an arm's length terms and shall be in the ordinary course of business.
9.	Any other information that may be Relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice. The Board has disclosed all the related information and to the best of their understanding, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.
10	A summary of the information provided to the Audit Committee	The above information was presented to the Audit Committee

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No. 4 of this Notice to the Members for approval. The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 4.

Except their shareholding in the Company, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

The Board recommends the resolution set out at item no. 4 of this Notice for the approval of the members as an ordinary resolution.

By order of the Board of Directors
For Rajputana Biodiesel Limited

Sd/-

Rohit Kumar Gauttam

(Company Secretary and Compliance Officer)
ICSI Mem. No.: ACS 56199

Date: 23rd August, 2025
Place: Jaipur

Registered Office:

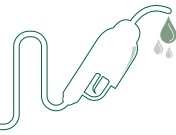
Jaipuria Mansion, Panch Batti, M.I. Road, Jaipur - 302001, Rajasthan

Email: cs@rajputanabiodiesel.com

Phone: +91-95092 22333

CIN: U74999RJ2016PLC056359

Website: www.rajputanabiodiesel.com



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Annexure- A

Details of Directors seeking re-appointment/appointment at 9th Annual General Meeting (AGM) pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by ICSI.

Name of the Director:	Mr. Sudeep Soni
DIN:	00167178
Age:	55 Years
Date of first Appointment on the board:	14/03/2017
Designation:	Director Executive and Chairman (Proposed – Executive Chairman being a whole-time director)
Brief Resume:	He is an Executive Director and Chairman of our Company. He is a commerce graduate from University of Rajasthan in year 1989. He has been associated with our Company from March 14, 2017. Prior to that he had started his career as a Director of Sanmati Holdings Private Limited in the Year 2000 and gained the experience of real estate industry. Post 2000, he founded Soni Gems Private Limited in the December 2001, intending to professionalize the Gems and Jewellery Trade. He has garnered immense knowledge of gemstones and jewellery. Thereafter, he has joined as an Executive Director of the Rajputana Biodiesel Limited in March 2017. He looks after Risk Management, Strategy & Growth, Internal system and process etc. of our company. Today, he has an overall experience of about 24 years segregated in about 24 years in Real estate industry, simultaneous experience of 23 years in Gems and Jewellery and about 9 years in Biodiesel industry.
Expertise in specific functional area:	Building Strategic Alliances
Qualification:	Bachelors' Degree in Commerce
Experience:	24 Years
Terms and conditions of appointment/ Reappointment:	For details, please refer to the Explanatory Statement of the respective Resolution in this Notice
Remuneration drawn in the Company for the FY 2024-25:	12 Lakhs
Remuneration sought to be paid:	For details, please refer to the Explanatory Statement of the respective Resolution in this Notice
Directorship in other listed Companies as on March 31, 2025:	Nil
Listed entities from which the person has resigned in the past three years:	Nil
Member/Chairman of the Committees of the Board of other listed Companies:	Nil
Directorship in other Public Companies as on March 31, 2025:	Nil
Member/Chairman of the Committees of the Board of other Public Companies:	Nil
No. of shares held in the Company (including on beneficial ownership basis):	15,79,325 Equity Shares as on 31st March, 2025

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Relationship between the directors and KMP's inter se:	Uncle of Mr. Sarthak Soni, Managing Director and CFO of the Company
No. of meetings of the Board attended during the year (FY 2024- 2025)	Out of the total 14 Meetings of the Board of Directors held during the Financial Year 2024-2025, Mr. Sudeep Soni has attended 14 meetings.