

NOTICE OF 1ST ANNUAL GENERAL MEETING

NOTICE is hereby given that 1st Annual General Meeting of the Members of Raydean Enterprises Limited will be held at its Corporate Office situated at B-1, B-9 & B-10 6th Floor, RidhiRaj World Business Centre, Purani Chungi, Ajmer Road, Jaipur - 302019, Rajasthan on Monday, 26th Day of October, 2026 at 11:00 AM to transact the following business:

Ordinary Business:

1. TO RECEIVE, CONSIDER AND APPROVE:

- a) Audited Standalone Financial Statement of the Company for the financial year ended on March 31, 2026, together with the reports of the Board of Directors and Statutory Auditors thereon.

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

“RESOLVED THAT in accordance with the provisions of Section 129, 134 and all other applicable provisions of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the audited standalone financial statements of the Company for the financial year ended March 31, 2026 together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.”

- b) Audited consolidated Financial Statements of the company for the financial year ended on 31st March, 2026, together with the reports of the Board of Directors and Statutory Auditors thereon.

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

“RESOLVED THAT in accordance with the provisions of Section 129, 134 and all other applicable provisions of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 together with the report of the Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.”

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Corporate Office Address

RidhiRaj World Business Centre, 6th Floor,
B-1 & B-10 Purani Chungi Ajmer Rd, Jaipur, Rajasthan 302019



Registered Address

G-1-22, Road No 2, Sirsi Rd, RIICO Industrial Area,
Bindayaka, Jaipur, Rajasthan 302041



2. TO APPOINT A DIRECTOR IN PLACE OF MR. SANJEEV DAKSHINI (DIN: 02854617), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

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 152 of the Companies Act, 2013, Mr. Sanjeev Dakshini (DIN: 02854617), Chairman & Whole Time Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

3. TO APPOINT A DIRECTOR IN PLACE OF MR. SAMARTH DAKSHINI (DIN:07987676), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

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 152 of the Companies Act, 2013, Mr. Samarth Dakshini (DIN: 07987676), Chairman & Whole Time Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

4. APPOINTMENT OF M/S. B. KHOSLA & CO., CHARTERED ACCOUNTANTS STATUTORY AUDITORS

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as ordinary resolutions:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and based on the consent and eligibility certificate received from **M/s. B. Khosla & Co., Chartered Accountants (Firm Registration No. 000205C)**, who were earlier appointed by the Board of Directors to fill the casual vacancy in the office of Statutory Auditor, the consent of the

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Members be and is hereby accorded for the appointment of **M/s. B. Khosla & Co., Chartered Accountants (Firm Registration No. 000205C)**, as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the **6th Annual General Meeting**, at such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors.

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

Special Business:

5. APPOINTMENT OF MR. NIRMAL BADRI PRASAD JOSHI (DIN: 11167405) AS AN INDEPENDENT DIRECTOR

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as Special resolutions:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors (“the Board”) and applicable provisions of the Articles of Association of the Company, **Mr. Nirmal Badri Prasad Joshi (DIN: 11167405)**, who possesses relevant expertise and experience and has signified his consent to act as an independent director of the Company, and submitted a declaration that he meets the criteria of independence for appointment as an independent director under the Companies Act and the SEBI Listing Regulations and is otherwise eligible for appointment, and whose candidature has been proposed, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation with immediate effect for a period of five consecutive years **from 26th October, 2026**, and shall be entitled to receive remuneration as per the provisions of Section 197(5) of the Companies Act, Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and subject to the limits prescribed under the Companies Act, in terms of the appointment letter **dated 20th May, 2026** or as may be determined by the Board from time to time.

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RESOLVED FURTHER THAT the code for independent directors as stated in Schedule IV of Companies Act be and is hereby placed before the shareholders of the Company for information and for further compliance thereof by **Mr. Nirmal Badri Prasad Joshi** as Independent Director.

RESOLVED FURTHER THAT the Board takes note of the Registration Certificate of **Mr. Nirmal Badri Prasad Joshi**, in the databank of Independent Directors maintained by the Ministry of Corporate Affairs, in terms of the Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019.

RESOLVED FURTHER THAT the terms of appointment of **Mr. Nirmal Badri Prasad Joshi** as Independent Director pursuant to the provisions of the Companies Act, a draft of which was circulated to the shareholders, be and are hereby approved and recorded.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, each of the directors of the Board or Divya Navani, Company Secretary – VP Legal & Compliance, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done-prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.”

RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time under the signature of Director or Company Secretary of the company as and when required.”

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6. APPOINTMENT OF MR. MUKESH PORWAL (DIN: 11699014) AS AN INDEPENDENT DIRECTOR

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as Special resolutions:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors (“the Board”) and applicable provisions of the Articles of Association of the Company, **MR. MUKESH PORWAL (DIN: 11699014)**, who possesses relevant expertise and experience and has signified his consent to act as an independent director of the Company, and submitted a declaration that he meets the criteria of independence for appointment as an independent director under the Companies Act and the SEBI Listing Regulations and is otherwise eligible for appointment, and whose candidature has been proposed, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation with immediate effect for a period of five consecutive years **from 26th October, 2026**, and shall be entitled to receive remuneration as per the provisions of Section 197(5) of the Companies Act, Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Articles of Association of the Company, and subject to the limits prescribed under the Companies Act, in terms of the appointment letter **dated 20th May, 2026** or as may be determined by the Board from time to time.

“RESOLVED FURTHER THAT the code for independent directors as stated in Schedule IV of Companies Act be and is hereby placed before the shareholders of the Company for information and for further compliance thereof by **MR. MUKESH PORWAL** as Independent Director.

RESOLVED FURTHER THAT the Board takes note of the Registration Certificate of **Mr. MUKESH PORWAL**, in the databank of Independent Directors maintained by the Ministry of Corporate Affairs, in terms of the Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019.

RESOLVED FURTHER THAT the terms of appointment of **Mr. MUKESH PORWAL** as Independent Director pursuant to the provisions of the Companies Act,

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a draft of which was circulated to the shareholders, be and are hereby approved and recorded.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, each of the directors of the Board or Divya Navani, Company Secretary – VP Legal & Compliance, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.”

“**RESOLVED FURTHER THAT** duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time under the signature of Director or Company Secretary of the company as and when required.”

7. RATIFICATION REMUNERATION PAYABLE TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2026-27

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, remuneration of **M/s. N Khandelwal Co. Associates, Cost Accountants** (FRN:004555), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2026-27, at remuneration amounting to **Rs. ₹51,000/- (Rupees Fifty-One Thousand Only)** plus applicable taxes and reimbursement of out-of-pocket expenses incurred by the said Auditors in connection with the Cost Audit be and is hereby ratified.

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RESOLVED FURTHER THAT any Director of the Board or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents to give effect to the above resolution.

RESOLVED FURTHER THAT Certified true copies of this resolution shall be provided under the signature of Director or Company Secretary of the company as and when required.”

**BY ORDER OF BOARD OF DIRECTORS
FOR RAYDEAN ENTERPRISES LIMITED**

Sd/-
DIVYA NAVANI
COMPANY SECRETARY – VP LEGAL AND COMPLIANCE
ACS 26014
PLACE: JAIPUR
DATE: 16TH SEPTEMBER, 2026

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY FORM (Form MGT 11) DULY COMPLETED AND STAMPED MUST REACH THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN 48 HRS. BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING.
2. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. A PERSON CAN ACT AS PROXY FOR MAXIMUM 50 MEMBERS AND AGGREGATE HOLDING OF SUCH MEMBERS SHALL NOT BE MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY HAVING VOTING RIGHTS.
4. IF A PROXY IS APPOINTED FOR MORE THAN 50 MEMBERS, THE PROXY SHALL CHOOSE ANY 50 MEMBERS AND CONFIRM THE SAME TO THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. IN CASE, THE PROXY FAILS TO DO SO, ONLY THE FIRST FIFTY PROXIES RECEIVED BY THE COMPANY SHALL BE CONSIDERED VALID.
5. DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE AGM AND UNTIL THE CONCLUSION OF THE MEETING, A MEMBER WOULD BE ENTITLED TO INSPECT THE PROXIES LODGED, DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN THREE DAYS OF NOTICE IN WRITING IS GIVEN TO THE COMPANY.
6. MEMBERS AND PROXIES ATTENDING THE MEETING ARE REQUESTED TO BRING THEIR ATTENDANCE SLIP DULY FILLED ALONG WITH THEIR COPY OF ANNUAL REPORT TO THE MEETING.

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7. **CORPORATE MEMBERS (IF ANY) INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES TO ATTEND THE MEETING ARE REQUESTED TO SEND TO THE COMPANY SECRETARY. A CERTIFIED COPY OF THE BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING, PRIOR TO THE MEETING OR CAN BE SUBMITTED AT THE TIME OF THE MEETING.**
8. **STATUTORY REGISTERS AND OTHER RELEVANT DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE AND AS PRESCRIBED UNDER THE COMPANIES ACT, 2013 WILL BE MADE AVAILABLE FOR INSPECTION BY THE MEMBERS.**
9. **THE NOTICE IS BEING SENT TO ALL THE MEMBERS, WHOSE NAME APPEARS IN THE REGISTER OF MEMBERS/BENEFICIAL OWNER AS ON 25TH SEPTEMBER, 2026.**
10. **MEMBERS ARE REQUESTED TO INTIMATE CHANGES, IF ANY IN THEIR EMAIL ID, ADDRESS AND ANY OTHER INFORMATION, TO THE COMPANY (FOR PHYSICAL HOLDINGS) OR TO THEIR DEPOSITORY PARTICIPANT (FOR DEMAT HOLDINGS).**
11. **MEMBERS DESIRING ANY INFORMATION RELATING TO THE ACCOUNTS ARE REQUESTED TO WRITE TO THE COMPANY WELL IN ADVANCE SO AS TO ENABLE THE MANAGEMENT TO KEEP THE INFORMATION READY.**
12. **A COPY OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON 31 MARCH 2026 TOGETHER WITH THE BOARD'S REPORT AND AUDITOR'S REPORT THEREON IS ENCLOSED HEREWITH**
13. **THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS ANNEXED HERETO.**
14. **A ROUTE MAP SHOWING DIRECTIONS TO REACH TO THE VENUE IS HEREBY ATTACHED AS PER THE REQUIREMENT OF THE SECRETARIAL STANDARD-2 ON GENERAL MEETING.**

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Corporate Office Address

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B-1 & B-10 Purani Chungi Ajmer Rd, Jaipur, Rajasthan 302019

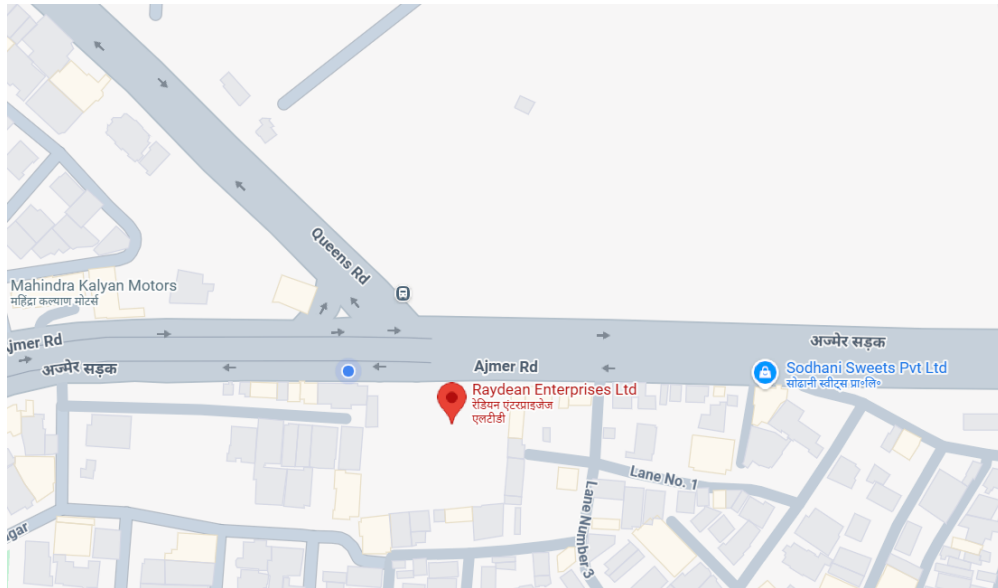


Registered Address

G-1-22, Road No 2, Sirsi Rd, RILCO Industrial Area,
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Route Map: The red balloon mark indicates the venue of AGM



**BY ORDER OF BOARD OF DIRECTORS
FOR RAYDEAN ENTERPRISES LIMITED**

**Sd/-
DIVYA NAVANI
COMPANY SECRETARY – VP LEGAL AND COMPLIANCE
ACS 26014
PLACE: JAIPUR
DATE: 16TH SEPTEMBER, 2026**

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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U27400RJ2025PLC099987

Name of the company: RAYDEAN ENTERPRISES LIMITED

Registered Office: Plot No. G1-22, Ground Floor, RIICO Ind. Area, Bindayaka, Jaipur, Rajasthan, India, 302012

Corporate Office: Ridhi Raj, World Business Centre, 6th Floor, B-1, B-9 & B-10, Purani Chungi, Ajmer Road, Shyam Nagar (Jaipur, Rajasthan, India, 302019)

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID :

I/We, being the member (s) of shares of the abovenamed company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....,

4. Name:

Address:

E-mail Id:

Signature:.....,

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5. Name:

Address:

E-mail Id:

Signature:.....,

6. Name:

Address:

E-mail Id:

Signature:.....,

7. Name:

Address:

E-mail Id:

Signature:.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1st Annual General Meeting of the company, to be held on Monday, 26th Day of October, 2026 at 11:00AM. at the Corporate Office of the company at Ridhi Raj, World Business Centre, 6th Floor, B-1, B-9 & B-10, Purani Chungi, Ajmer Road, Shyam Nagar, Jaipur, Rajasthan, India, 302019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution:

Ordinary Business:

1. To receive, consider and adopt:

- Audited Standalone Financial Statement of the Company for the financial year ended on March 31, 2026, together with the reports of the Board of Directors and Statutory Auditors thereon.
- Audited consolidated Financial Statements of the company for the financial year ended on 31st March, 2026 together with report of the Auditors thereon.

2. To appoint a director in place of Mr. Sanjeev Dakshini (DIN: 02854617), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint a director in place of Mr. Samarth Dakshini (DIN:07987676), who retires by rotation and being eligible, offers himself for re-appointment.

4. Appointment of M/s. B. Khosla & Co., Chartered Accountants statutory auditors.

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Special Business:

5. Appointment of Mr. Nirmal Badri Prasad Joshi (DIN: 11167405) as an Independent Director
6. Appointment of Mr. Mukesh Porwal (DIN: 11699014) as an Independent Director.
7. Ratification remuneration payable to the Cost Auditor for the Financial Year 2026-27.

Signed this..... day of..... 20....
Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.

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Registered Address

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ATTENDANCE SLIP

1ST ANNUAL GENERAL MEETING
 MONDAY, 26TH DAY OF OCTOBER, 2026

1.	Folio No. / DP ID Client ID No	
2.	Name of First named Member/Proxy/Authorised Representative	
3.	Name of Joint Member(s), if any:	
4.	No of Shares held	

I/we certify that I/we am/are member(s)/proxy for the member(s) of the company. I/we hereby record my/our presence at the at the 1st Annual General Meeting of the company at its Corporate Office situated at B-1, B-9 & B-10 6th Floor, RidhiRaj World Business Centre, Purani Chungi, Ajmer Road, Jaipur – 302019 on Monday, 26th Day of October, 2026 at 11:00AM

Signature of First holder/Proxy/Authorised Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

Note(s): 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.

2. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting.

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE:

The following detailed statement sets out all the material facts relating to a special business, cited in the accompanying Notice of the AGM:

ITEM NO.5: APPOINTMENT OF MR. NIRMAL BADRI PRASAD JOSHI AS AN INDEPENDENT DIRECTOR

The Board of Directors appointed **Mr. Nirmal Badri Prasad Joshi (DIN: 11167405)** as an Additional Director of the Company with effect from **20th May, 2026**, subject to the approval of the Members for his appointment as an Independent Director.

Mr. Mukesh Porwal has the requisite qualifications, expertise and experience and has submitted the necessary consent, declarations and disclosures confirming his eligibility and independence under the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The Board recommends his appointment as an **Independent Director, not liable to retire by rotation, for a term of five consecutive years commencing from 26th October, 2026**, for approval of the Members by way of a Special Resolution.

Except **Mr. Nirmal Badri Prasad Joshi**, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at **Item No. 5** for approval by the Members.

ITEM NO.6: APPOINTMENT OF MR. MUKESH PORWAL AS AN INDEPENDENT DIRECTOR

The Board of Directors appointed **Mr. Mukesh Porwal (DIN: 11699014)** as an Additional Director of the Company with effect from **20th May, 2026**, subject to the approval of the Members for his appointment as an Independent Director.

Mr. Mukesh Porwal has the requisite qualifications, expertise and experience and has submitted the necessary consent, declarations and disclosures confirming his eligibility and independence

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under the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The Board recommends his appointment as an **Independent Director, not liable to retire by rotation, for a term of five consecutive years commencing from 26th October, 2026**, for approval of the Members by way of a Special Resolution.

Except **Mr. Mukesh Porwal**, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at **Item No. 6** for approval by the Members.

ITEM NO.7: RATIFICATION REMUNERATION PAYABLE TO THE COST AUDITOR FOR THE FINANCIAL YEAR 2026-27.

The Board of Directors of the Company at their meeting held on 16th September, 2026, on the recommendation of the Audit Committee, has approved the appointment of M/s N Khandelwal Co., as the Cost Auditor of the Company for the Financial Year 2026-27, to conduct the audit of cost records maintained by the Company under Section 148(1) of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the members of the Company.

The Board has approved a remuneration of ₹51,000/- (Rupees Fifty- One Thousand Only) per annum, plus applicable GST and out-of-pocket expenses for the Financial Year 2026-27.

Accordingly, the Board recommends the Ordinary resolution set out in the Notice at **Item No. 7** for ratification by the members of the Company.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested in the proposed resolution, financially or otherwise except to the extent of their shareholding in the Company.

Corporate Office Address

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Registered Address

G-1-22, Road No 2, Sirsi Rd, RIIICO Industrial Area,
Bindayaka, Jaipur, Rajasthan 302041



Annexure 1

Disclosures as required under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is stated hereunder.

Item number 2:

NAME	Mr. Sanjeev Dakshini
Directors Identification Number (DIN)	02854617
Date of Birth and age	31 st July, 1965 65 years old
Date of first Appointment on the Board of the Company	14 th February, 2025
Shareholding in Raydean Enterprises Limited	Holding 25,64,800 shares of the company which amounts to total shareholding of 45.30% in the company
List of Directorship held in other companies	1
Memberships/ Chairmanships of Committees held in other companies	0
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Wife- Alka Dakshini Son- Samarth Dakshini and Soumya Dakshini
Terms and Conditions of appointment / re-appointment	As per the resolution set forth at Item No. 2 of this notice.

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Details of remuneration sought to be paid and last drawn	Mr. Sanjeev Dakshini is drawing a monthly remuneration of ₹ 25,00,000/-. The Remuneration has been approved by the Board of Directors under the applicable provisions of Companies Act, 2013
Number of meetings of Board attended during the year	03

Item number 3:

NAME	Mr. Samarth Dakshini
Directors Identification Number (DIN)	0797676
Date of Birth and age	16 th April, 1993 33 years old
Date of first Appointment on the Board of the Company	14 th February, 2025
Shareholding in Raydean Enterprises Limited	Holding 12,84,900 shares of the company which amounts to total shareholding of 22.69% in the company.
List of Directorship held in other companies	1
Memberships/ Chairmanships of Committees held in other companies	Nil

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Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Father- Sanjeev Dakshini Mother- Alka Dakshini Brother- Soumya Dakshini
Terms and Conditions of appointment / re-appointment	As per the resolution set forth at Item No. 3 of this notice, read with the explanatory statement thereto
Details of remuneration sought to be paid and last drawn	Mr. Samarth Dakshini is drawing a monthly remuneration of ₹ 20,00,000/-. The Remuneration has been approved by the Board of Directors under the applicable provisions of Companies Act, 2013.
Number of meetings of Board attended during the year	03

Item number 5:

NAME	Mr. Nirmal Badri Prasad Joshi
Directors Identification Number (DIN)	11167405
Date of Birth and age	03-06-1957 69 years
Qualifications	Bachelor of Engineering
Experience / Brief Resume	Extensive professional experience in banking and financial services , with expertise in banking operations, financial management and administration.

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Corporate Office Address

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Date of first Appointment on the Board of the Company	20 th May, 2026
Shareholding in Raydean Enterprises Limited	NIL
List of Directorship held in other companies	Clay Craft India Limited
Memberships/ Chairmanships of Committees held in other companies	1. Audit Committee 2. Nomination and Remuneration Committee
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA
Terms and Conditions of appointment / re-appointment	As per the resolution set forth at Item No. 5 of this notice.
Remuneration last drawn	NA
Remuneration sought to be paid	Mr. Nirmal Badri Prasad Joshi shall only be entitled to receive sitting fees, as may be decided by the board for attending the board meetings and committee meetings or as the case may be.
Number of meetings of Board attended during the year	01

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Item number 6:

NAME	Mr. Mukesh Porwal
Directors Identification Number (DIN)	11699014
Date of Birth and age	06/08/1958 68 Years
Qualifications	Bachelor of Engineering
Experience / Brief Resume	Extensive exposure to Taxation and legal matters , with a strong academic foundation in Commerce and Law.
Date of first Appointment on the Board of the Company	20 th May, 2026
Shareholding in Raydean Enterprises Limited	NIL
List of Directorship held in other companies	Nil
Memberships/ Chairmanships of Committees held in other companies	Nil
Terms and Conditions of appointment / re-appointment	As per the resolution set forth at Item No. 6 of this notice.
Remuneration last drawn	NA
Remuneration sought to be paid	Mr. Mukesh Porwal shall only be entitled to receive sitting fees, as may be decided by the board for attending the board meetings and committee meetings or as the case may be.

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Number of meetings of Board
attended during the year

01

**BY ORDER OF BOARD OF DIRECTORS
FOR RAYDEAN ENTERPRISES LIMITED**

Sd/-
DIVYA NAVANI
COMPANY SECRETARY – VP LEGAL AND COMPLIANCE
ACS 26014
PLACE: JAIPUR
DATE: 16TH SEPTEMBER, 2026

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