

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE RETAGGIO INDUSTRIES LIMITED WILL BE HELD ON THURSDAY, 11TH DECEMBER, 2025, AT 02:00 P.M. THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OVAM') TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

1. INCREASE IN AUTHORISED SHARE CAPITAL FROM RS. 16 CRORES TO RS. 36 CRORES:

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

"RESOLVED THAT pursuant Section 13, Section 61 read with section 64 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and such other approvals, permissions and sanctions, as may be necessary, consent of members of the Company be and is hereby accorded for increase of the authorized share capital of the Company from Rs. 16,00,00,000 (Rupees Sixteen crore Only) divided into 1,60,00,000 equity shares of face value of Rs. 10 each to Rs. 36,00,00,000 (Rupees Thirty-six crore Only) divided into 3,60,00,000 Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT Mr. Savinay Lodha, Managing Director or Ms. Nayan Mehta, Company Secretary & Compliance Officer, be and are hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

2. ALTERATION OF SHARE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

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

"RESOLVED THAT in accordance with the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and such other approvals, permissions and sanctions, as may be necessary, approval of the Members of the Company, be and is hereby accorded to alter share capital clause of the Memorandum of Association, and that the Clause V of the Memorandum of Association of the Company be deleted and the following be substituted thereof:

V. *The Authorised Share Capital of the Company is Rs. 36,00,00,000 (Rupees Thirty-six crore Only) divided into 3,60,00,000 Equity Shares of Rs. 10/- each.*

RESOLVED FURTHER THAT Mr. Savinay Lodha, Managing Director or Ms. Nayan Mehta, Company Secretary & Compliance Officer, be and are hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

3. ISSUE, OFFER & ALLOT 1,91,10,000 CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS.

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

"RESOLVED THAT pursuant to the provisions of Section 23, 62(1)(c), 42, 179 and other applicable provisions, if any, of the Companies Act 2013, read with the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and the Rule 14 of the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018, and all other applicable provisions, if any, as amended from time to time (including any statutory

modification or re-enactment thereof, for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of capital and disclosure requirements) Regulations, 2018, as amended from time to time (the “ICDR regulations”) and Securities and Exchange Board of India (Substantial acquisitions and takeovers) Regulations, 2011, as amended from time to time (the “Takeover regulations”) and Securities and Exchange Board of India (Listing obligation and disclosure requirements) Regulations 2015, as amended (the “LODR Regulations”) and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (SEBI), BSE Limited where the shares of the Company are listed and any other guidelines and clarifications issued by any other competent authority whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the company and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the company (hereinafter referred to as “The Board” which term shall be deemed to include any existing committees(s)/to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent of the Members, be and is hereby accorded to the Board to issue, and allot 1,91,10,000 convertible warrants, on preferential basis convertible into 1,91,10,000 equity shares, (one equity share for one warrant issued) of the company of face value of Rs. 10/- each at the issue price of Rs. 26/- aggregating to Rs. 49,68,60,000/- (Rs. Forty-nine crore sixty eight lakhs sixty thousand only) to below mentioned proposed allottee(s), in such manner that as the Board may think fit in its absolute discretion.

List of Proposed Allottee(s):

Name of the Proposed Allottee(s)	Address	Class or classes of person(s)	Number of Convertible Warrants to be allotted
Retaggio Trading Services LLP	Unit 204, Options Primo, Plot No. X2 Akruti Software Park, MIDC, Andheri E, Mumbai - 400093.	Promoter	57,42,000
Retaggio Ventures LLP	Unit 204, Options primo, Plot, No X2, Next to akruti software, Chakala Midc, Mumbai, 400093	Promoter Group	28,80,000
Retaggio Hospitality LLP	Unit 204, Options primo, Plot, No X2, Next to akruti software, Chakala Midc, Mumbai, 400093	Promoter Group	28,80,000
Urja Ships Private Limited	Office 704 Business Bay 7 th Flr Navi mumbai (M Corp), Thane, Maharashtra 400706	Non-Promoter	50,04,000
Uniworth Consultants Private Limited	301 3rd Floor Vikram Urbane Plot No 25-A Scheme No 54 Mechanic Nagar Extension Indore, 452001	Non-Promoter	10,02,000
Vijay Jaideo Poddar	B – 504, Krishna Heights, Upper Govind Nagar, Malad East, Mumbai 400097	Non-Promoter	5,04,000
Sanjay Jaideo Poddar	B – 504, Krishna Heights, Upper Govind Nagar, Malad East, Mumbai 400097	Non-Promoter	5,04,000

Name of the Proposed Allottee(s)	Address	Class or classes of person(s)	Number of Convertible Warrants to be allotted
Veena Kantilal Chawalla	67, Floor-12, 80A, Darya Mahal, Laxmibai, Jagmohandas Marg, Malabar Hill, Mumbai, 400006	Non-Promoter	1,92,000
Manish Kumar Badola	2/102, First Floor, Manish Darshan Building, Kanti Nagar, Near Jain Mandir, J.B Nagar, Andheri East, 400059	Non-Promoter	3,00,000
Keight Ventures LLP	1501 Sheetal Tapovan E Wing Pathanwadi Road, Western Express Highway Tapovan Layout, Malad East, Mumbai, 400097	Non-Promoter	1,02,000

RESOLVED FURTHER THAT the equity shares allotted on exercise of the Convertible warrants shall upon conversion rank pari passu with the existing shares of the company in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at the time.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V and regulation 161, ICDR Regulations, the relevant date for the purpose of calculating the price for the issue of warrants is 11th November, 2025 ("Relevant Date") which is 30 days prior to the date of Extra Ordinary General Meeting (EGM) i.e. Thursday, 11th December, 2025.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottee(s) within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

1. The equity shares to be so allotted on exercise of the Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
2. The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.
3. Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
4. A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.

5. The issue of the Warrants arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
6. In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
7. In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares, prior to allotment of Equity Shares resulting from the exercise of the Warrants, the issue price of the Equity Shares to be allotted against such Warrants shall be subject to appropriate adjustment, subject to the ICDR Regulations and other applicable law.
8. The Warrants allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.

RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act), without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares;

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation,

- i. to vary, modify or alter any of the relevant terms and conditions, attached to the Convertible Warrants to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares,
- ii. making applications to the stock exchange for obtaining in-principle approval,
- iii. listing of Equity Shares issued upon Conversion of Warrants,
- iv. filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities,
- v. filing of requisite documents with the depositories,
- vi. to resolve and settle any questions and difficulties that may arise in the preferential offer,
- vii. issue and allotment of the Convertible Warrants, and
- viii. to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT Mr. Savinay Lodha, Managing Director or Ms. Nayan Mehta, Company Secretary & Compliance Officer, be and are hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

Registered Office:

Unit-204, Options Primo, Plot No. X-2,
Next to Akruti Software Park,
Andheri (E), Mumbai, 400093.

CIN No: L36990MH2022PLC374614

Tel No.: 9820179615

E-mail: info@retaggioindustries.com

Website: www.retaggioindustries.com

Date: 13th November, 2025

Place: Mumbai

**By Order of the Board of Director
For Retaggio Industries Limited**

Sd/-

**Mr. Savinay Lodha
Managing Director**

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with circulars dated September 19, 2024, April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), permitted convening the Meeting ("AGM"/ "EGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the registered office of the Company.
2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the EGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this EGM 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 the EGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the EGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. The 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent M/s. Bigshare Services Private Limited.
6. Queries, if any, may be sent to the Company Secretary seven days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
7. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participant(s) on or before Thursday, 04th December, 2025.
8. In case of joint holders attending the Meeting, only such joint holder who is high in the order of names in the Register of Members will be entitled to vote.
9. Members are requested to advise immediately about any change of address:
 - a) To their Depository Participants (DPs) in respect of their electronic share accounts.
 - b) To the Company's Registrar & Share Transfer Agents Bigshare Services Private Limited in respect of their physical share folios if, any.
10. Under Section 72 of the Act, members are entitled to make nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form No. SH.13 to the Company's Registrar and Share Transfer Agent.
11. The Notice of Extra Ordinary General Meeting (EGM) of the Company circulated to the members of the Company will be made available on the Company's website at www.retaggioindustries.com.

12. The Company or its Registrars and Transfer Agents, Bigshare Services Private Limited cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants.
13. SEBI has notified that requests for effecting transfer of securities shall not be processed by listed entities unless the securities are held in the dematerialized form with a depository. In view of the above and to avail various other benefits of dematerialization like easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries, members are advised to dematerialize shares held by them in physical form.
14. To support green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in the following manner:
 - a. In respect of electronic holdings with the Depository through their concerned Depository Participants.
 - b. Members who hold shares in physical form are requested to register their e-mail ID with info@retaggioindustries.com quoting your name and folio number.
15. M/s. Nishant Bajaj & Associates, Practicing Company Secretary (COP No.: 21538), has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
16. The Scrutinizer shall after the conclusion of voting at the EGM, first count the votes cast at the meeting and 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 shall make, not later than forty-eight hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
17. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.retaggioindustries.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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

The remote e-voting period begins on Sunday, 07th December, 2025 at 09:00 A.M. and ends on Wednesday, 10th December, 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 record date (cut-off date) i.e. 04th December, 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 04th December, 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.	- 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. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

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

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

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.

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

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- 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 General 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 nishantbajajcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

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 info@retaggioindustries.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 info@retaggioindustries.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.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.

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

1. Member will be provided with a facility to attend the EGM 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 link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General 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. Members who need assistance before or during the meeting, can contact NSDL on evoting@nsdl.com +91 22 48867000 or contact Amit Vishal, Deputy Vice President – NSDL at evoting@nsdl.com or Sanjeev Yadav, Assistant Manager-NSDL at sanjeevy@nsdl.com
6. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at info@retaggioindustries.com from Monday, 01st December, 2025 (9:00 a.m. IST) to Friday, 05th December, 2025 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

EXPLANATORY STATEMENT

IN CONFORMITY WITH THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013 THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL THE MATERIAL FACTS RELATING TO THE ITEM OF SPECIAL BUSINESS OF THE NOTICE AND THE SAME SHOULD BE TAKEN AS FORMING PART OF THE NOTICE.

Item 1 & 2

The Board of Directors of the Company, at its meeting held on 13th November, 2025, approved the proposal for increase in the Authorized Share Capital of the Company and consequential alteration to the Capital Clause of the Memorandum of Association, subject to the approval of Members.

In order to give effect to the proposed preferential issue of Convertible Warrants, it is necessary to increase the Authorized Share Capital of the Company so as to accommodate the proposed allotments.

The present Authorized Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each. It is now proposed to increase the Authorized Share Capital to Rs. 36,00,00,000/- (Rupees Thirty six Crores Only) divided into 3,60,00,000 (Three crore Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Accordingly, the Authorized Share Capital of the Company would be Rs. 36,00,00,000/- (Rupees Thirty six Crores Only) divided into 3,60,00,000 (Three crore Sixty Lakh) Equity Shares of Re.10/- (Rupees Ten) each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

The proposed increase in the Authorized Share Capital will require subsequent alteration in Clause V of Memorandum of Association of the Company pursuant to the provisions of Section 13 of the Companies Act, 2013.

Therefore, the consent of the Members of the Company is being sought under the applicable provisions of the Companies Act, 2013.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their shareholding.

Item No. 3

The Board of Directors of the Company, in its meeting held on 13th November, 2025 subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 1,91,10,000 Convertible Warrants carrying an entitlement to subscribe to an equivalent number of Equity Shares on preferential basis to the proposed allottees as mentioned in the aforesaid resolutions.

The proposed Preferential Issue is in terms of the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1)(c) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter V of the SEBI ICDR Regulations, necessary information or details in respect of the proposed preferential issue of Convertible Warrants is as under:

a) The Object of the preferential issue are as follows:

The Company proposes to issue Convertible Warrants on a preferential basis with the objective of strengthening its financial position, augmenting long-term resources, meeting working capital requirements. The proposed infusion of funds is expected to enhance the Company's market presence, support its growth initiatives, and create sustainable long-term value for its shareholders.

b) Maximum Number of securities to be issued:

The Company proposes to issue, offer and allot upto 1,91,10,000 Convertible warrants of face value of Rs. 10/- each.

c) The price or price band at/ within which the allotment is proposed:

The proposed issue of Convertible Warrants will be made at the price of Rs. 26/- inclusive of face value of Rs. 10/- each and a Premium of Rs. 16/- each.

d) Intent of the Promoters, Directors, Key Managerial Personnel or senior Management of the Company to subscribe to the offer/ Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Retaggio Trading Services LLP, a Promoter Entity of the Company, has expressed its intention to subscribe to the Offer.

Further, Retaggio Hospitality LLP and Retaggio Ventures LLP, who are the proposed Allottees under the Offer and who, upon allotment, will fall under the Promoter Group of the Company, have also expressed their intention to subscribe to the Offer.

Except for Retaggio Trading Services LLP, Retaggio Ventures LLP and Retaggio Hospitality LLP, no other Promoter, Director, Key Managerial Personnel and/or Senior Management of the Company have expressed any intention to subscribe to the Offer.

e) Pricing of preferential issue:

The equity shares of Company are listed on the BSE Limited where the shares of the Company are frequently traded in accordance with SEBI (ICDR) Regulations, 2018.

The price of the share has been determined based on the valuation made by independent valuer Mr. Bhavesh M Rathod, Registered Valuer (Reg. No. IBBI/RV/06/2019/10708) as per regulation 164, as shares of the company being frequently traded on BSE Limited & 166A of SEBI (ICDR) Regulations 2018, as there is an allotment of more than five percent of the post issue fully diluted share capital of the issuer to proposed allottees.

The Value derived through valuation report is Rs. 25.78/- (Rupees Twenty Five and seventy eight paise) and the board approved price for issue of each Convertible warrants convertible into Equity shares is Rs. 26/- (Rupees Twenty Six only) which is more than the price derived through Valuation Report.

The copy of the Valuation report shall be available for inspection by the members on all working days between Monday to Friday upto the date of Extra Ordinary General Meeting and the same may be accessed on the Company's website www.retaggioindustries.com.

Justification for pricing of preferential issue

The Company is recently listed on the SME Board of BSE Limited w.e.f 07th April, 2025. Subsequently, the total traded volume of the Equity Shares of the issuer company from 07th April, 2025 till the relevant date i.e., 11th November, 2025 is more than the 10% of total issued shares capital of the company. Hence, the price is determined in compliance with Regulation 164 read with Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 (hereinafter referred as 'SEBI (ICDR), Regulation, 2018') for Preferential Issues taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares.

As per Regulation 166A (1) of the SEBI (ICDR) Regulations, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

The Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than the determined under SEBI (ICDR) Regulations. However, as proposed allotment is more than five percent of the post issue fully diluted Equity Share Capital of the Company, to the allottees the pricing of the Equity Shares shall be the higher of the following parameters

- I. Price determined as per provisions of the Regulation 164(1) of the SEBI (ICDR) Regulations (frequently traded shares): The price at which Convertible Warrants shall be allotted shall not be less than higher of the following:
 - a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date i.e. Rs. 23.76/- per equity share; or
 - b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date i.e. Rs. 25.43/- per equity share.
- II. Price determined as per provisions of the Regulation 166A (1) of the SEBI (ICDR) Regulations: In terms of Regulation 166A(1) of the SEBI (ICDR) Regulations, the Company has taken Valuation Report dated 13th November, 2025 from Bhavesh M Rathod, Registered Valuer (Reg. No. IBBI/RV/06/2019/10708), arriving at Rs. 25.78/- and the copy of the same has been hosted on the website of the Company which can be accessed at www.retaggioindustries.com

Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) and Regulation 166A of Chapter V of the ICDR Regulations is Rs. 25.78 (Rupees Twenty Five and seventy eight paise). In view of the above, the Board of the Company has fixed the Issue price for Convertible Warrants convertible into Equity Shares is Rs. 26/- (Rupees Twenty six only) which is above the Minimum Price as determined in compliance with the requirements of the ICDR Regulations.

There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Convertible Warrants and therefore there is no requirement of a reasoned recommendation from a committee of independent directors of the issuer.

f) Name and address of valuer who performed valuation:

The Valuation was performed by Mr. Bhavesh M Rathod, a Registered Valuer (Reg. No. IBBI/RV/06/2019/10708) having his office at Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra - 400101 Registered Add: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066

g) Particulars of the offer/ Material terms of raising such securities including date of passing of Board resolution:

The Board of Directors ("Board") of the Company, at its meeting held on 13th November, 2025, approved the issuance of 1,91,10,000 Convertible Warrants.

The issue price has been determined in accordance with the provisions of Chapter V (Preferential Issue) of the SEBI (ICDR) Regulations, 2018, as amended, and the securities will be issued on such terms and conditions as may be considered appropriate by the Board, in compliance with applicable laws, rules, and regulations in this regard.

h) Relevant date with reference to which the price has been arrived at: The "Relevant Date" as per the ICDR Regulations for determining the minimum price for the preferential issue of Convertible Warrants is 11th November, 2025 ("Relevant Date") which is 30 days prior to the date of Extra Ordinary General Meeting (EOGM) i.e. Thursday, 11th December, 2025.

i) The class or classes of persons to whom allotment is proposed to be made:

Name of the Proposed Allottee(s)	Address	Class or classes of person(s)	Number of Convertible Warrants to be allotted
Retaggio Trading Services LLP	Unit 204, Options Primo, Plot No. X2 Akruti Software Park, MIDC, Andheri E, Mumbai, 400093.	Promoter	57,42,000
Retaggio Ventures LLP	Unit 204, Options primo, Plot, No X2, Next to akruti software, Chakala Midc, Mumbai, 400093.	Promoter Group	28,80,000
Retaggio Hospitality LLP	Unit 204, Options primo, Plot, No X2, Next to akruti software, Chakala Midc, Mumbai, 400093.	Promoter Group	28,80,000
Urja Ships Private Limited	Office 704 Business Bay 7 th Flr Navi mumbai (M Corp), Thane, Maharashtra 400706	Non-Promoter	50,04,000
Uniworth Consultants Private Limited	301 3rd Floor Vikram Urbane Plot No 25-A Scheme No 54 Mechanic Nagar Extension Indore, 452001	Non-Promoter	10,02,000
Vijay Jaideo Poddar	B – 504, Krishna Heights, Upper Govind Nagar, Malad East, Mumbai 400097	Non-Promoter	5,04,000
Sanjay Jaideo Poddar	B – 504, Krishna Heights, Upper Govind Nagar, Malad East, Mumbai 400097	Non-Promoter	5,04,000
Veena Kantilal Chawalla	67, Floor-12, 80A, Darya Mahal, Laxmibai, Jagmohandas Marg, Malabar Hill, Mumbai, 400006.	Non-Promoter	1,92,000
Manish Kumar Badola	2/102, First Floor, Manish Darshan Building, Kanti Nagar, Near Jain Mandir, J.B Nagar, Andheri East, 400059	Non-Promoter	3,00,000
Keight Ventures LLP	1501 Sheetal Tapovan E Wing Pathanwadi Road, Western Express Highway Tapovan Layout, Malad East, Mumbai, 400097.	Non-Promoter	1,02,000

j) The proposed time frame within which the allotment shall be completed:

The Warrants is proposed to be allotted within 15 days of the passing of the Special Resolution in the Extra Ordinary General Meeting. Provided that where the allotment is pending on account of pendency of any approval of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

k) The names of the proposed allottee(s) and the percentage of post preferential offer of Warrants that may be held by them:

Proposed Allottee(s)	Prior holding		New Convertible warrants to be allotted	Post holding (assuming all the warrants are converted)	
	No. of Shares held	% of shareholding		No. of Shares held	% of shareholding
Retaggio Trading Services LLP	52,50,000	33.73	57,42,000	1,09,92,000	31.70
Retaggio Ventures LLP	-	-	28,80,000	28,80,000	8.31
Retaggio Hospitality LLP	-	-	28,80,000	28,80,000	8.31
Urja Ships Private Limited	-	-	50,04,000	50,04,000	14.43
Uniworth Consultants Private Limited	-	-	10,02,000	10,02,000	2.89
Vijay Jaideo Poddar	-	-	5,04,000	5,04,000	1.45
Sanjay Jaideo Poddar	-	-	5,04,000	5,04,000	1.45
Veena Kantilal Chawalla	-	-	1,92,000	1,92,000	0.55
Manish Kumar Badola	-	-	3,00,000	3,00,000	0.87
Keight Ventures LLP	-	-	1,02,000	1,02,000	0.29

l) The change in control, if any, in the Company that would occur consequent to preferential offer:

There are shareholders who is getting allotment of Equity Shares upon conversion of warrants is more than 5% as stated in above table of allottees, however even after allotment of Eq. Shares more than 5% there will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares upon conversion of warrants allotted on preferential allotment, the Registered Valuer Bhavesh M Rathod Reg. No. IBBI/RV/06/2019/10708, who has issued valuation report has also mentioned the control premium, hence guidance on control premium is not considered under Regulation 166A of SEBI (ICDR) Regulations.

m) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: Not Applicable.

- n) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Convertible Warrants.

Sr. No.	Name of the Proposed Allottee	Identity of the Natural person who is the ultimate Beneficial owner proposed to be allotted and/or who ultimately control proposed allottee(s) of Convertible Warrants
1.	Retaggio Trading Services LLP	Savinay Lodha Nidhi Lodha
2.	Retaggio Ventures LLP	Savinay Lodha Nidhi Lodha
3.	Retaggio Hospitality LLP	Savinay Lodha Nidhi Lodha
4.	Urja Ships Private Limited_	Rita Mishra Chandra Sen Kothari Sandeep Kothari Rakesh Ranjan Dimple Kothari Sanjit Kumar
5.	Uniworth Consultants Private Limited	Deepti Dangi Rajesh Kumar Dangi Sandeep Sisodia Bherulal Dangi Pukhraj Dangi Sagar Mal Bhandari Mukta Dangi
6.	Vijay Jaideo Poddar	N.A. being natural person
7.	Sanjay Jaideo Poddar	N.A. being natural person
8.	Veena Kantilal Chawalla	N.A. being natural person
9.	Manish Kumar Badola	N.A. being natural person
10.	Keight Ventures LLP_	Sunil Babulal Shroff Alka Sunil Shroff

- o) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control if any, in the issuer consequent to the preferential issue

Proposed Allottee(s)	Prior holding		New Convertible warrants to be allotted	Post holding (assuming all the warrants are converted)	
	No. of Shares held	% of shareholding		No. of Shares held	% of shareholding
Retaggio Trading Services LLP	52,50,000	33.73	57,42,000	1,09,92,000	31.70
Retaggio Ventures LLP	-	-	28,80,000	28,80,000	8.31
Retaggio Hospitality LLP	-	-	28,80,000	28,80,000	8.31

Proposed Allottee(s)	Prior holding		New Convertible warrants to be allotted	Post holding (assuming all the warrants are converted)	
	No. of Shares held	% of shareholding		No. of Shares held	% of shareholding
Urja Ships Private Limited	-	-	50,04,000	50,04,000	14.43
Uniworth Consultants Private Limited.	-	-	10,02,000	10,02,000	2.89
Vijay Jaideo Poddar	-	-	5,04,000	5,04,000	1.45
Sanjay Jaideo Poddar	-	-	5,04,000	5,04,000	1.45
Veena Kantilal Chawalla	-	-	1,92,000	1,92,000	0.55
Manish Kumar Badola	-	-	3,00,000	3,00,000	0.87
Keight Ventures LLP	-	-	1,02,000	1,02,000	0.29

There shall be no change in the management or control over the Company, pursuant to the above mentioned preferential allotment. However, voting rights will change in the shareholding pattern consequent to conversion of Convertible Warrants into Equity Shares.

p) Lock in period:

The proposed allotment of the Convertible warrants, shall be subject to a lock-in as per the requirements of ICDR Regulations.

- The equity shares allotted pursuant to exercise of options attached to warrants issued on a preferential basis to the promoter and the promoter group, shall be locked-in for a period of 18 months from the date of trading approval granted for the specified securities or equity shares allotted pursuant to exercise of the option attached to warrant;
- The equity shares allotted pursuant to exercise of options attached to warrants issued on a preferential basis to the non-promoters, shall be locked-in for a period of 6 months from the date of trading approval granted for the specified securities or equity shares allotted pursuant to exercise of the option attached to warrant;
- The entire pre-preferential allotment shareholding, if any, of the proposed allottee(s) shall be locked in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per Regulation 167(6) of the ICDR Regulations, 2018.

q) The shareholding pattern of the Company before and after the preferential issue:

Equity Share Capital

No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters holding:				
A1	Indian:				
1.	Individuals/HUF	41,17,410	26.45%	41,17,410	11.87%
2.	Bodies Corporate	52,50,000	33.73%	1,67,52,000	48.31%

No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of Share-holding	No. of Shares held	% of Share-holding
3.	Financial Institutions/ Banks	-	-	-	-
4.	Trust	-	-	-	-
5.	Others	-	-	-	-
	Sub-Total (A1)	93,67,410	60.18%	2,08,69,410	60.18%
A2	Foreign Promoters	-	-	-	-
	Sub-Total (A2)	-	-	-	-
	TOTAL A (A1+A2)	93,67,410	60.18%	2,08,69,410	60.18%
B	Non-Promoters holding:				
B1.	Institutions:				
	Financial Institutions/ Banks	2,16,000	1.39%	2,16,000	0.63%
	Sub-Total (B1)	2,16,000	1.39%	2,16,000	0.63%
B2.	Non-Institution:				
	Bodies Corporate	19,02,000	12.22%	80,10,000	23.09%
	Individuals	33,30,750	21.40%	48,30,750	13.93%
	NRI's	6,000	0.04%	6,000	0.001%
	Others	7,44,000	4.78%	7,44,000	2.14%
	Sub-Total (B2)	59,82,750	38.44%	1,35,90,750	39.82%
	TOTAL B (B1+B2)	61,98,750	39.83%	1,38,06,750	39.82%
	GRAND TOTAL (A+B)	1,55,66,160	100%	3,46,76,160	100%

*The pre shareholding specified is as on 30th September, 2025.

r) The Current and Proposed Status of the Allottee(s) post the preferential issue;

Name of the Proposed Allottee(s)	Current Status of the allottee(s)	Proposed Status of the allottee(s)
Retaggio Trading Services LLP	Promoter	Promoter
Retaggio Ventures LLP	-	Promoter Group
Retaggio Hospitality LLP	-	Promoter Group
Urja Ships Private Limited	-	Non-Promoter
Uniworth Consultants Private Limited	-	Non-Promoter
Vijay Jaideo Poddar	-	Non-Promoter
Sanjay Jaideo Poddar	-	Non-Promoter
Veena Kantilal Chawalla	-	Non-Promoter
Manish Kumar Badola	-	Non-Promoter
Keight Ventures LLP	-	Non-Promoter

s) Listing:

The Company will make an application to BSE Limited at which the existing shares are already listed, for listing of the equity shares and the Equity shares upon conversion of Convertible Warrants. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

t) Practicing Company Secretary Certificate

The Certificate being issued by M/s. Nishant Bajaj & Associates., Practicing Company Secretary, (having Membership No: F12990 and COP No: 21538) certifying that the issue of Convertible Warrants is being made in accordance with requirements of ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company at www.retaggioindustries.com

u) Other Disclosures/Undertaking:

1. Neither the Company, nor any of its Directors and / or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations read with Schedule VI are not applicable.
2. Neither the Company nor any of its Directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
3. The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
4. The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
5. Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

Except for Mr. Savinay Lodha Managing Director and Mrs. Nidhi Lodha, Director of the Company, none of the other Directors / Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company.

Registered Office:

Unit-204, Options Primo, Plot No. X-2,
Next to Akruti Software Park,
Andheri (E), Mumbai, 400093.

CIN No: L36990MH2022PLC374614

Tel No.: 9820179615

E-mail: info@retaggioindustries.com

Website: www.retaggioindustries.com

Date: 13th November, 2025

Place: Mumbai

**By Order of the Board of Director
For Retaggio Industries Limited**

Sd/-

**Mr. Savinay Lodha
Managing Director**