

RRP S4E INNOVATION PRIVATE LIMITED

Regd. Office Address: A396/397, TTC Industrial Area., Mahape. Navi Mumbai 400710, Thane, Maharashtra, India, 400710

CIN: U74999MH2018PTC304545

Contact No. +91 89768 55244

Email Id: systems4ever@gmail.com

Website: <https://systems4ever.com/>

NOTICE

NOTICE is hereby given that the **Extraordinary General Meeting** of the Members of RRP S4E Innovation Private Limited will be held as under:

Day: Wednesday

Date: May 29, 2024

Time: 09:00 a.m.

Venue: A 386/397 TTC Industrial Area Mahape

Navi Mumbai 400710.

To transact the following businesses:

SPECIAL BUSINESS (ES):

- PREFERENTIAL ISSUE OF 70,00,000 EQUITY SHARES BY WAY OF SWAP OF SHARES (CONSIDERATION OTHER THAN CASH) FOR AN ACQUISITION OF 100% STAKE OF RRP DRONES INNOVATION PRIVATE LIMITED (CIN: U26515MH2024PTC420271).**

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

“RESOLVED THAT pursuant to provisions of Section Sections 23(1)(b), 39,42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made there under, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and the Reserve Bank of India (“RBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”, which term includes a duly constituted and authorized committee, if any), approval of the members of the Company through this Extra Ordinary General Meeting be and is hereby accorded to the Board to create, issue, offer and allot 70,00,000 (Seventy Lakh) Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten Only) per Equity Share at an issue price of Rs. 250/- (Rupees Two Hundred Fifty Only) each including a premium of Rs. 240/- (Rupees Two Hundred and Forty Only) per share, aggregating to Rs. 1,75,00,00,000/- (Rupees One Hundred Seventy Five Crore only) on such terms and conditions and as may think fit and at its absolute discretion to the persons mentioned herein below who are the shareholders of RRP DRONES INNOVATION PRIVATE LIMITED (CIN: U26515MH2024PTC420271) ‘Target company’ having PAN: AANCR4213J and Registered Office at Plot No. A-396/397, TTC MIDC, Mahape, Thane- 400710, on preferential basis for consideration other than cash i.e. swap of Equity shares:

- a) **Name of Proposed Allottee(s) belongs to RRP Drones Innovation Private Limited:**

Sr. No.	Name of Proposed Allottee(s) belongs to RRP Drones Innovation Private Limited (A)	Category (B)	No. of Shares in RRP Drones Innovation Private Limited (C)	% (D)	**No. of shares of the Company proposed to be allotted for the Acquisition of Shares by way of swap @ Rs. 250 per shares (Share exchange ratio 35:1) = C*35
1	Rajendra Kamalakant Chodankar	Promoter	1,60,000	80.00	56,00,000
2	Anay Rajendra Chodankar	Promoter	20,000	10.00	7,00,000
3	Sachin Shetty	Non-Promoter	20,000	10.00	7,00,000

** Valuation of RRP Drones Innovation Private Limited is Rs. 175 Crore consist of 2,00,000 equity shares of Face value of Rs. 10 Each. Each Share valued at Rs. 8750/- each. Under swap of Shares each share of the Company Rs. 250/- at the Ratio of 35:1, Thirty-Five shares of RRP S4E Innovation Private Limited for one Share of RRP Drones Innovation Private Limited.

“RESOLVED FURTHER THAT the members be and hereby approved and take on record the valuation report of Mr. Bhavesh M. Rathod - IBBI Registered Valuer having Registration No. IBBI/RV/06/2019/10708, dated May 16, 2024

and the suggested swap ratio connected with valuation of RRP S4E Innovation Private Limited and RRP Drones Innovation Private Limited (CIN: U26515MH2024PTC420271) 'Target company' as a going concern."

"RESOLVED FURTHER THAT the members be and is hereby accorded their consent to issue 70,00,000 (Seventy Lakh) Equity Shares of the Company of face value of Rs. 10/- (Rupee Ten Only) each to the shareholders of RRP Drones Innovation Private Limited (CIN: U26515MH2024PTC420271) 'Target company' by way of swap of shares shall be subject to and in accordance with applicable laws, at such price determined and/or any other provisions of the Companies Act, 2013 and rules framed thereunder at the prevailing time."

"RESOLVED FURTHER THAT the members be and hereby take on record that the promoters of RRP S4E Innovation Private Limited and RRP Drones Innovation Private Limited (CIN: U26515MH2024PTC420271) are same."

"RESOLVED FURTHER THAT the issue of 70,00,000 (Seventy Lakh) Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten Only) each to the shareholders of RRP Drones Innovation Private Limited (CIN: U26515MH2024PTC420271) 'Target company' shall rank pari-passu with the existing equity shares of the Company."

"RESOLVED FURTHER THAT in case the preferential issue is of Equity Shares, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) the preferential allotment consideration by way of swap of shares and on-going concern basis;
- b) The Equity Shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for consideration other than cash (swap of equity shares);
- c) The Equity Shares shall be allotted by the Company to the Proposed Allottees (i.e. the share holders of target company) in de-materialized form within the time prescribed under the applicable laws;
- d) The Equity Shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;

"RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares by way of swap of shares, as the case may be."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board and KMP be and are hereby severally authorised 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 including without limitation to vary modify or alter any of the relevant terms and conditions including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of equity shares to be allotted and execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings instruments and such other documents (including documents in connection with appointment of agencies intermediaries and advisors) and further to authorise all such persons as may be necessary in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) or to any committee to give effect to this resolution including execution of any documents on behalf of the Company and to appoint any professional, advisors, bankers, consultants, advocates, Company Secretary in Practice and advisors to represent the Company before any governmental, MCA, ROC or any regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection."

"AND RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to sign any document or agreement, appoint any professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the MCA and Registrar of Companies."

Registered Office:
Plot No. A-396/397, TTC MIDC,
Mahape, Maharashtra, India, 400710

Place: Thane
Date: May 16, 2024

**By Order of the Board of Directors
For RRP S4E Innovation Private Limited**



Rajendra Kamalakant Chodankar

**Sd/-
Rajendra Kamalakant Chodankar
Director
DIN: 00665008**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.
3. PROXIES IN ORDER TO BE VALID, SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING AT THE REGISTERED OFFICE AT PLOT NO. A-396/397, TTC MIDC, MAHAPE, THANE, THANE, THANE, MAHARASHTRA, INDIA, 400710.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
5. Members are requested to notify immediately any change in their address:
 - a. To their Depository Participants (Dps) in respect of their electronic share accounts, and
 - b. To the share transfer agent M/s. 3i Infotech Limited having their office at Tower No. 5, 3rd Floor international Infotech Park Vashi Station Complex Navi Mumbai- 400703.
6. Members may please bring the Admission Slip duly filled in and may hand over the same at the entrance to the Meeting place.
7. Members desirous of obtaining any information forming part of this notice of the Company are requested to address their questions in writing to the Board of Directors of the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
8. Members who are holding shares in physical form are requested to get their shares dematerialized with any depository participants in their own interest.
9. Members are requested to carry the copy of the notice of the Extraordinary General Meeting sent to them. Electronic copy of the notice is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a printed copy of the same. Members are requested to register/update their email address for receiving all communication including Notices etc. from the Company electronically.

Registered Office:
Plot No. A-396/397, TTC MIDC,
Mahape, Maharashtra, India, 400710

Place: Thane
Date: May 16, 2024

**By Order of the Board of Directors
For RRP S4E Innovation Private Limited**



Rajendra Kamal Kant Chodankar

**Sd/-
Rajendra Kamal Kant Chodankar
Director
DIN: 00665008**

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013) IN CONFORMITY WITH THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: PREFERENTIAL ISSUE OF 70,00,000 EQUITY SHARES BY WAY OF SWAP OF SHARES (CONSIDERATION OTHER THAN CASH) FOR AN ACQUISITION OF 100% STAKE OF RRP DRONES INNOVATION PRIVATE LIMITED (CIN: U26515MH2024PTC420271).

RRP S4E INNOVATION PRIVATE LIMITED is into electronic and Information & Technology. The Present promoter of the company consist of 13,53,662 equity shares in the company.

The Present paid up equity capital of the Company consist of 65,76,436 Equity shares of face value of Rs 10/- each aggregating Rs. 6,57,64,360/-. The Board has appointed M/r. Bhavesh M. Rathod - IBBI registered valuer having registration No. IBBI/RV/06/2019/10708 and as per his valuation report as on 16-05-2024, the valuation of each share is Rs. 250/- of face value of Rs. 10/- each.

- A. The Board proposes to acquire 2,00,000 Equity shares of Rs. 10/- i.e. 100% equity shares of M/s. RRP DRONES INNOVATION PRIVATE LIMITED (CIN U26515MH2024PTC420271) (herein after referred "RRP Drones" alternately as "Target Company").

RRP Drones Innovation Private Limited is engaged in the business of:

To carry on all the business of manufacture, operations, repair, renting services and training of all type of Drones including but not limited to Multi Rotor Drones, fixed Wings Drones, Single Rotor Helicopter, fixed Wing Hybrid VTOL, Very small Drones, Mini Drones, Large Drones, Customized Drones, Predator Drones and UAV's, UAS, SUAV, RPV, RPAS, UUV & UGV. To manufacture, trade, repair, repair flight controllers, remote controller of all cameras and to develop all technology related with usage of drones. To provide drone and related services domestically and globally. To Capture process analysis all kinds of data collected using drones and to provide consultancy services to any subject related to drones and to manufacture and service solution of Drones, boarder protection services, critical boarder protection system, in-house design, Electronic software and hardware. To engage in the Activity of "Drone Consultancy" Services & Engineering works Services.

M/s. RRP Drones Innovation Private Limited is a Closely held Private Limited Company incorporated under the Companies Act, 2013 (CIN: U26515MH2024PTC420271) having its Registered Office at Plot No. A-396/397, TTC MIDC, Mahape, Thane, Maharashtra, India, 400710, engaged in the business activity as stated above.

The Board of Directors of the Company has appointed M/r. Bhavesh M. Rathod - IBBI registered valuer having registration No. IBBI/RV/06/2019/10708 and as per his valuation report as on 16-05-2024 the valuation of each share of face value of Rs. 10/- each is of Rs. 250/-.

As per the valuation report each share of face value of Rs.10/- each of RRP Drones Innovation Private Limited as on date of valuation comes to Rs. 8,750/-. Hence for acquiring 2,00,000 Equity shares of Rs. 10/- i.e. 100% equity shares of M/s. RRP Drones Innovation Private Limited, the company needs to pay Rs. 175,00,00,000/-.

The Board after due deliberation at their meeting held on 16-05-2024 decided to acquire 2,00,000 Equity shares of Rs. 10/- i.e. 100% equity shares of M/s. RRP Drones Innovation Private Limited. The company needs to issue 70,00,000 equity shares by way of swap of shares and to the ultimate shareholders of M/s. RRP Drones Innovation Private Limited in lieu of the purchase consideration of Rs. 175,00,00,000/-.

- B. This swap of shares needs the approval of the Shareholders under the companies Act, 2013 read with rules framed there under.
- C. The subject to necessary approvals, the Company will allot 70,00,000 Equity Shares of Rs. 10/- each of M/s. RRP S4E Innovation Private Limited to respective shareholders of M/s. RRP Drones Innovation Private Limited through Preferential allotment (swap of shares).

The Board of Directors of your Company has passed Board Resolution on 16-05-2024 to issue and allot 70,00,000 Equity shares of Rs. 10/- each at an issue price of Rs. 250/- each (at a premium of Rs. 240/- per share) amounting to 175,00,00,000/- (Rupees One Hundred Seventy-Five Crore only) on preferential basis to the shareholders of RRP Drones Innovation Private Limited for consideration other than cash i.e., swap of Equity shares by allotment of above said equity shares through preferential basis to augment future prospects of the Company.

Objects of the Acquisition:

The company could not able to reach a remarkable business growth because of proper business growth plan. The Board decided to take M/s. RRP Drones Innovation Private Limited whose business activities more or less similar to the existing business activities of the Company.

Also, this proposed allotment will help the company to improve its debt -equity ratio and compliances under the Companies Act, 2013. By this conversion and issue of new shares, the wealth of the Shareholders and other stake holders will increase.

The Board of Directors of the Company in their meeting held on 16-05-2024, approved raising of funds aggregating upto Rs. 175,00,00,000/- (Rupees One Hundred Seventy-Five Crore only) by way of issuance of upto 70,00,000 equity shares of Rs. 10/- each ("Equity Shares") at a price of Rs. 250/- per Equity Share by way of swap of shares to the above said proposed allottees of the Company (referred to as "the Proposed Allottees"), by way of a preferential issue through private placement offer, that has agreed to subscribe to the proposed preferential issue.

In accordance with Sections 23(1)(b), 39,42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with 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 amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis by way of swap of shares.

Accordingly, in terms of the Act, consent of the members is being sought for the raising of funds aggregating upto Rs. 175,00,00,000/- by way of issue and allotment of 70,00,000 equity shares of Rs. 10/- each ("Equity Shares") at a price of Rs. 250/- per Equity Share for consideration other than cash by way of swap of shares, on a preferential basis to the Proposed Allottees as the Board of Directors of the Company may determine in the manner detailed hereafter.

The salient features of the preferential issue, including disclosures required to be made in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out below:

(i) **Capital of the Company:**

The Authorized capital of the Company consists of 1,25,00,000 equity shares of face value of Rs.10/- each aggregating to Rs. 12,50,00,000/- and 19,00,000 preference shares of face value of Rs. 100/- each aggregating to Rs. 19,00,00,000/-.

At present the paid-up capital of the company consist of 65,76,436 equity shares of face value of Rs.10/- each aggregating to Rs. 6,57,64,360/- and 1,81,000 preference shares of face value of Rs. 100/- each aggregating to Rs. 1,81,00,000/-.

The Present issue consists of 70,00,000 equity shares of Rs. 10/- each. Post allotment of this preferential issue of 70,00,000 equity shares of Rs. 10/- each, the paid-up equity capital of the company will be 1,35,76,436 equity shares of face value of Rs. 10/- each aggregating Rs. 13,57,64,360/-. The proposed allottee's consist of 3 Individuals.

(ii) **Date of Board Resolution:**

May 16, 2024.

(iii) **Date of passing of members resolution:**

May 29, 2024.

(iv) **Relevant Date:**

March 31, 2024.

(v) **The Objects /Purposes of the offer / issue through preferential issue (other than cash):**

- a. For expansion and development of business operations of the Company and for the purpose of meeting its working capital requirements and any other purpose related to the business expansion.
- b. Enlarge its proposed core businesses in the electronic business;
- c. Invest in technology, human resources and working capital to support the Businesses of the Company.
- d. Purchase of machineries.
- e. This proposed allotment will help the company to improve its debt–equity ratio. By this allotment, the wealth of the Shareholders and other stake holders will increase.
- f. The Minority shareholders (public) will be benefited from this allotment. Both the target companies have proven track records. The minority shareholders will be benefited from the projected profits of the Company post acquisition. This target companys' accounts under the existing accounting standard will be consolidated post acquisition.

- g. The promoters of M/s. RRP S4E Innovation Private Limited ("the Company") as well as RRP Drones Innovation Private Limited (CIN: U26515MH2024PTC420271) are the same. The Capital and Business acumen of M/s. RRP Drones Innovation Private Limited will provide an additional capital to M/s. RRP S4E Innovation Private Limited, as a whole, to expand the businesses due to capital crunch in the company i.e. M/s. RRP S4E Innovation Private Limited could not be able to scale up its businesses.
- h. With this arrangement the promoter and directors of the Company will be able to concentrate more time in business activity as a single group entity and thus will result in overall reduction in overhead and maintenance cost and optimize their productivity:
 - i. Strengthen the Net worth of the Company (by way of consolidation of accounts of subsidiaries)
 - ii. Exploring more business in single streamline business activity to reduce the market risk.
 - iii. Overall reduction in fixed overhead and maintenance cost
 - iv. Increasing in Turnover Sales and profit
 - v. Yielding in Higher return on Capital Employed and
- i. The company, M/s. RRP S4E Innovation Private Limited will not cash out for this takeover, as they will be issuing shares by swap basis to the shareholders of M/s. RRP Drones Innovation Private Limited.

(vi) **The total number of securities, kinds of securities and price at which security is being offered:**

Issuance of upto 70,00,000 Equity shares by way of swap of shares of face value of 10/- (Rupees Ten only) each at an issue price of 250/- (Rupees Two Hundred and Fifty only) per equity share each, in one or more tranches, for an aggregate amount of Rs. 175,00,00,000/- (Rupees One Hundred Seventy-Five Crore only) on preferential basis to promoters and non-promoters of RRP Drones Innovation Private Limited.

(vii) **Basis or justification for the price (including the premium, if any) has been arrived at:**

Preferential issue shall be made as per the valuation report issued by the registered valuer named Mr. Bhavesh M. Rathod - IBBI Registered valuer having Registration No. IBBI/RV/06/2019/10708 dated 16-05-2024.

Valuation Reports of RRP Drones Innovation Private Limited:

Registered Independent Valuer – Mr. Bhavesh M. Rathod - having office at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066 has issued Valuation Report on 16-05-2024.

Based on the Valuations provided by the above said valuer(s), the Board has decided the price of equity shares to be issued at Rs. 250/- including a premium of Rs. 240/- per equity share of Face Value of Rs. 10/- each in accordance with provisions of the the Companies Act, 2013.

The justification for the allotment proposed to be made for consideration other than cash together with valuation report.

The Company is issuing Equity shares to identified persons on preferential basis for consideration other than cash. Considering the valuation report and mutual consultation with the promoter of the Company and investors, the Board of directors of the Company has approved and passed the resolution for issue of 70,00,000 Equity shares valued at Rs. 250/- (Rupees Two Hundred Fifty only) each for issue of one equity shares of face value of Rs. 10/- each of the company for consideration other than cash i.e., by way of swap of shares.

(viii) **Name and address of valuer who performed valuation**

Mr. Bhavesh M. Rathod - having office at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066 - IBBI Registered valuer having Registration No. IBBI/RV/06/2019/10708.

(ix) **Terms of raising of securities**

The Board after due deliberation at their meeting held on 16-05-2024 decided to acquire 2,00,000 Equity shares of Rs. 10/- i.e. 100% equity shares of M/s. RRP Drones Innovation Private Limited. The company needs to issue 70,00,000 equity shares by way of swap of shares and to the ultimate shareholders of M/s. RRP Drones Innovation Private Limited in lieu of the purchase consideration of Rs. 175,00,00,000/-.

(x) **Pricing:**

The issue price of Rs. 250/- Per share of face value of Rs.10/- each.

(xi) **Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects**

Part of the preferential issue of shares is being made to the Specified Allottees (Mr. Rajendra Kamalakant Chodankar and Mr. Anay Rajendra Chodankar) who are belongs to the Promoters of the Company and form part of the Promoter Group of the Company and connected with any Key Managerial Person and Directors of the Company. Even after this preferential issue there will be no change in the management of the company.

(xii) **Principle terms of assets charged as securities**

Not Applicable

(xiii) **Class or classes of persons to whom the allotment is proposed to be made:**

The Proposed allotment to be made to Individual Investors.

(xiv) **DETAILS OF SWAP OF SHARES:**

The Board after due deliberation at their meeting held on 16-05-2024 decided to acquire 2,00,000 Equity shares of Rs. 10/- i.e. 100% equity shares of M/s. RRP Drones Innovation Private Limited. The company needs to issue 70,00,000 equity shares by way of swap of shares and to the ultimate shareholders of M/s. RRP Drones Innovation Private Limited in lieu of the purchase consideration of Rs. 175,00,00,000/- and the details are as under:

Sr. No.	Name of Proposed Allottee(s) belongs to RRP DRONES INNOVATION PRIVATE LIMITED (A)	Category (B)	No. of Shares in RRP DRONES INNOVATION PRIVATE LIMITED (C)	% (D)	**No. of shares of the Company proposed to be allotted for the Acquisition of Shares by way of swap @ Rs. 250/- per shares (Share exchange ratio 35:1) = C*35
1	Rajendra Kamalakant Chodankar	Promoter	1,60,000	80.00	56,00,000
2	Anay Rajendra Chodankar	Promoter	20,000	10.00	7,00,000
3	Sachin Shetty	Non-Promoter	20,000	10.00	7,00,000

(xv) **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 the price:**

The Company has not made preferential allotment during the current financial year 2024-25. Under this present preferential allotment, the company will allot 70,00,000 equity shares of the company to 3 Individual allottees.

(xvi) **Maximum number of securities to be issued:**

The maximum number of securities to be issued by the Company is 70,00,000.

The resolution set out in the accompanying notice authorizes the Board to issue to the allottees up to 70,00,000 Equity shares of face value of Re. 10/- each, in such manner and on such price, terms and conditions as may be determined by the Board or the committee framed thereunder, in accordance with the provisions of the Companies Act, 2013.

The Company or any of its Promoters or Directors is/are now not a willful defaulter. The proposed allottees are also not a willful defaulter. None of the allottees are prohibited to participate in this issue or willful defaulter.

(xvii) **Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:**

Part of the preferential issue of shares is being made to the Specified Allottees (Mr. Rajendra Kamalakant Chodankar and Mr. Anay Rajendra Chodankar) who are belongs to the Promoters of the Company and form part of the Promoter Group of the Company and connected with any Key Managerial Person and Directors of the Company. Even after this preferential issue there will be no change in the management of the company.

(xviii) **Proposed Allottee's:**

The name, Address, Category and PAN no of the proposed allottees are under:

Sr. No.	Name	Category	PAN	Address
1	Rajendra Kamalakant Chodankar	Promoter	AAFPC2966E	I-702 Golden Square CHSS, Off CST Road Kalina Mumbai Maharashtra India 400098;

2	Anay Rajendra Chodankar	Promoter	CDGPC8345F	I-702 Golden Square CHSS, Off CST Road Kalina Mumbai Maharashtra India 400098;
3	Sachin Shetty	Non-Promoter	BLVPS8380L	H. No. 278/18/B/5, Bousset Residency, Cansaulim, South Goa, Goa-403712;

(xix) **Shareholding pattern of the Company before and after the Preferential Issue:**

The pre-shareholdings of promoter is 25,68,190 (32.96) and non-promoter (public) is 52,22,774 (67.04%) and the post subscription of shares, the post shareholdings will be consisting of 1,47,90,964 equity shares of face value of Rs.10/- each, respectively.

Sl. No.	Category	Pre-holding Share Holdings		Post-holding Share Holdings	
		Number	%	Number	%
(A)	PROMOTERS -				
1.1	(a) Individuals	25,68,190	32.96	88,68,190	59.96
1.2	(b) Body Corporate	-	-	-	
	Total (A)	25,68,190	32.96	88,68,190	59.96
(B)	PUBLIC				
2.1	Individuals	42,54,462	54.61	49,54,462	33.50
2.2	HUF	1,16,081	1.49	1,16,081	0.78
2.3	Body Corporates	8,52,231	10.94	8,52,231	5.76
2.4	Clearing Members	-	-	-	-
2.5	Trust	-	-	-	-
2.6	Other	-	-	-	-
	Total (B)	52,22,774	67.04	59,22,774	40.04
	Grand Total (A+B) =C	77,90,964	100.00	1,47,90,964	100.00

(xx) **Proposed time Schedule / Proposed time within which the preferential issue/allotment shall be completed:**

The allotment of equity shares being issued on preferential basis is proposed to be made within a period of 365 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 30 days from the date of such approval(s) or permission(s).

(xxi) **Name and percentage of the post-preferential issue that may be held by the Proposed Allottees and change in control, if any, in the Company consequent to the Preferential issue:**

Sr. No.	Name of the proposed allottee	Category	Pre-Issue holding	Pre-Issue %	No of equity shares proposed to be allotted by way of swap to the shareholders of RRP Drones Innovation Private Limited	Post issue holding	Post Preferential %
1	Rajendra Kamalakant Chodankar (Alongwith his wife Mrs. Priyanka Chodankar)	Promoter	25,48,190	32.71	56,00,000	81,48,190	55.09
2	Anay Rajendra Chodankar	Promoter	20,000	030	7,00,000	7,20,000	4.87

3	Sachin Shetty	Non-Promoter	1,00,000	1.52	7,00,000	8,00,000	5.41
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(xxii) **Change in Control:**

The issue of the Equity shares will not result/ change in the Management or control of the Company. Voting rights will change in tandem with the shareholding pattern. There will not be change in control of the Company, pursuant to the Allotment of Equity Shares on Preferential basis at the time of allotment.

(xxiii) **Current and proposed status of the Proposed Allottee post the preferential issue viz. promoter or non-promoter:**

Sr. No.	Nmae of Proposed Allottees	Pre status of the proposed allottee	Post status of the proposed allottee
1	Rajendra Kamalakant Chodankar	Promoter	Promoter
2	Anay Rajendra Chodankar	Promoter	Promoter
3	Sachin Shetty	Non-Promoter	Non-Promoter

None of the Directors/KMP or their relatives except stated above are concerned or interested in the said resolution except Mr. Rajendra Kamalakant Chodankar, Mr. Anay Rajendra Chodankar and Mr. Sachin Shetty being an existing shareholder of the Company.

Accordingly, the Board recommends passing of the special resolution set out at Item No. 1 for approval of the Members at Extra Ordinary General Meeting.

Registered Office:

Plot No. A-396/397, TTC MIDC,
Mahape, Maharashtra, India, 400710

Place: Thane

Date: May 16, 2024

**By Order of the Board of Directors
For RRP S4E Innovation Private Limited**



Rajendra Kamalakant Chodankar

Sd/-

Rajendra Kamalakant Chodankar

Director

DIN: 00665008

RRP S4E INNOVATION PRIVATE LIMITED

Regd. Office Address: A396/397, TTC Industrial Area., Mahape. Navi Mumbai 400710, Thane, Maharashtra, India, 400710

CIN: U74999MH2018PTC304545

Contact No. +91 89768 55244 Email Id: systems4ever@gmail.com Website: <https://systems4ever.com/>

ATTENDANCE SLIP **EXTRAORDINARY GENERAL MEETING**

I hereby record my presence at the **Extraordinary General Meeting of the Company** to be held **at A396/397, TTC Industrial Area., Mahape. Navi Mumbai 400710, Thane, Maharashtra, India, 400710, on Wednesday, May 29, 2024 at 9.00 A.M.**

Name of the Member: _____

Folio/Client ID No.: _____

Name of the Proxy/Representative (in Block Letters)

(To be filled in if the Proxy/Representative attends

Instead of the Member) _____

Signature of the Member or Proxy/Representative: _____

Note:

- 1) Members are requested to bring their copies of the Notice to the EGM, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office at A396/397, TTC Industrial Area., Mahape. Navi Mumbai 400710, Thane, Maharashtra, India, 400710 of the Company not less than **FORTY-EIGHT HOURS before the commencement of the meeting.**
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

RRP S4E INNOVATION PRIVATE LIMITED

Regd. Office Address: A396/397, TTC Industrial Area., Mahape. Navi Mumbai 400710, Thane, Maharashtra, India, 400710

CIN: U74999MH2018PTC304545

Contact No. +91 89768 55244 Email Id: systems4ever@gmail.com Website: https://systems4ever.com/

PROXY FORM (FORM NO. MGT-11) EXTRAORDINARY GENERAL MEETING

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

Name of the Company : RRP S4E INNOVATION PRIVATE LIMITED
Registered office : A396/397, TTC Industrial Area, Mahape. Navi Mumbai 400710, Thane, Maharashtra, 400710.

Name of the Member(s): _____

Registered Address: _____

Email-Id: _____

Folio No/Client ID: _____ DPID: _____

I/We, being the member (s) holding _____ shares of the above named company, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____

3. 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 Extraordinary General Meeting of RRP S4E INNOVATION PRIVATE LIMITED to be held on Wednesday, 29th day of May, 2024 at 09.00 A.M. at Registered office and at any adjournment thereof in respect of such resolutions are indicated below:

Sr. No.	Resolutions	For	Against	Abstain
SPECIAL BUSINESS				
1	PREFERENTIAL ISSUE OF 70,00,000 EQUITY SHARES BY WAY OF SWAP OF SHARES (CONSIDERATION OTHER THAN CASH) FOR AN ACQUISITION OF 100% STAKE OF RRP DRONES INNOVATION PRIVATE LIMITED (CIN: U26515MH2024PTC420271).			

Signed this _____ day of _____ 2024

Affix
Revenue
Stamp

Signature of shareholder:_____

Signature of Proxy holder(s):_____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission.

RRP S4E INNOVATION PRIVATE LIMITED

Regd. Office Address: A396/397, TTC Industrial Area., Mahape. Navi Mumbai 400710, Thane, Maharashtra, India, 400710

CIN: U74999MH2018PTC304545

Contact No. +91 89768 55244 Email Id: systems4ever@gmail.com Website: <https://systems4ever.com/>

Form No. MGT-12

POLLING PAPER

[Pursuant to section 109 (5) of the Companies Act, 2013 and Rule 21 (1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : RRP S4E INNOVATION PRIVATE LIMITED
CIN : U74999MH2018PTC304545
Registered Office : A396/397, TTC Industrial Area., Mahape. Navi Mumbai 400710, Thane, Maharashtra, India, 400710.
Website : <https://systems4ever.com/>
Email Id : systems4ever@gmail.com

BALLOT PAPER

Sr. No.	Particulars	Details
1	Name of the First-named Shareholder (In BLOCK letters)	
2	Postal address	
3	Registered Folio No./ *DP ID and Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special Resolution/s enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sr. No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
SPECIAL BUSINESS				
1	PREFERENTIAL ISSUE OF 70,00,000 EQUITY SHARES BY WAY OF SWAP OF SHARES (CONSIDERATION OTHER THAN CASH) FOR AN ACQUISITION OF 100% STAKE OF RRP DRONES INNOVATION PRIVATE LIMITED (CIN: U26515MH2024PTC420271).			

Place :

Date:

(Signature of the shareholder)

Route Map for venue of EGM of RRP S4E INNOVATION PRIVATE LIMITED to be held on Wednesday, May 29, 2024 at 09.00 a.m. at A396/397, TTC Industrial Area, Mahape, Navi Mumbai, Thane 400710, Maharashtra, India.

