



IN-GJ94951841990026W



सत्यमेव जयते

INDIA NON JUDICIAL Government of Gujarat Certificate of Stamp Duty

Certificate No.	: IN-GJ94951841990026W
Certificate Issued Date	: 07-Nov-2024 04:23 PM
Account Reference	: IMPACC (AC)/ gj13023611/ GULBAI TEKRA/ GJ-AH
Unique Doc. Reference	: SUBIN-GJGJ1302361104199305253307W
Purchased by	: RAJESH POWER SERVICES LIMITED
Description of Document	: Article 5(h) Agreement (not otherwise provided for)
Description	: ADDENDUM TO OFFER AGREEMENT
Consideration Price (Rs.)	: 0 (Zero)
First Party	: RAJESH POWER SERVICES LIMITED
Second Party	: ISK ADVISORS PVT LTD
Stamp Duty Paid By	: RAJESH POWER SERVICES LIMITED
Stamp Duty Amount(Rs.)	: 300 (Three Hundred only)



HIF 0021137672

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ADDENDUM TO OFFER AGREEMENT

BETWEEN

ISK ADVISORS PRIVATE LIMITED
(BOOK RUNNING LEAD MANAGER TO THE OFFER)

AND

SELLING SHAREHOLDERS
(AS PER ANNEXURE A)

AND

RAJESH POWER SERVICES LIMITED
(THE COMPANY)



**ADDENDUM TO OFFER AGREEMENT BETWEEN THE BOOK RUNNING LEAD MANAGER TO
THE ISSUE AND SELLING SHAREHOLDERS AND THE COMPANY**

THIS ADDENDUM TO OFFER AGREEMENT made on 14TH November, 2024 between,

ISK ADVISORS PRIVATE LIMITED (IAPL), a Company registered under the Companies Act, 1956, and having its Registered Office at 5, Laxmi Society, Behind Sasuji Dining Hall, Off CG Road, Ahmedabad, Gujarat, 380006 (hereinafter referred to as the **Book Running Lead Manager "BRLM"**).





AND PROMOTER SELLING SHAREHOLDERS, as set out in 'Annexure A' of this Agreement (hereinafter referred to individually as "Selling Shareholder" and collectively as the "Selling Shareholders"

AND RAJESH POWER SERVICES LIMITED, a Company registered under the Companies Act, 1956, and having its Registered office at: 380/3, Siddhi House, Opp. Lal Bungalows, B/H Sasuji Dining Hall, Off C.G. Road, Navrangpura, Ellisbridge, Ahmedabad, Gujarat, India, 380006 (hereinafter referred to as the "Issuer" or the "Company" or "RSPL"

WHEREAS:

The Issuer Company and the Selling Shareholders propose to undertake an Initial Public Offering of 47,90,000 Equity Shares of face value of ₹10 each of the Company ("Equity Shares"), comprising: (A) a fresh issue of 27,90,000 Equity Shares by the Company (the "Fresh Issue"), and (B) an offer for sale of up to 20,00,000 Equity Shares ("Offered Shares") by the Selling Shareholders (the "Offer for Sale" and together with the Fresh Issue, ("Offer"), at a such price as may be determined through book building process under the SEBI ICDR Regulations ("offer price") and in reliance on Regulation S ("Regulation S") and the United States Securities Act, 1993, as amended ("the Securities Act"). The shares are proposed to be offered to the public under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via Book Built Process.

IN WITNESS WHEREOF the parties hereto have set their hands on the day and the year hereinabove written.

<p align="center">For ISK Advisors Private Limited</p>  <p align="center">Authorised Signatory (Mr. Ronak Kadri)</p>	<p align="center">For and on behalf of all the selling shareholders</p>  <p align="center">Authorised Signatory (Mr. Pratul Baldevbhai Patel)</p>	<p align="center">For Rajesh Power Services Limited</p>   <p align="center">Authorised Signatory (Mr. Rajendra Baldevbhai Patel)</p>
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ANNEXURE A

LIST OF SELLING SHAREHOLDERS

Sl. No.	Name of the Selling Shareholder
Selling Shareholders	
1.	Mrs. Beena Panchal
2.	Mr. Krunal Daxesh Panchal
3.	Mr. Nehal Ramchandra Panchal
4.	Mr. Rajendrabhai Baldevbhai Patel
5.	Mr. Praful Baldevbhai Patel
6.	Mr. Vishal Hemantbhai Patel
7.	Mrs. Kalaben Kantibhai Patel
8.	Mrs. Jyotsnaben Rameshbhai Patel





IN-GJ94949977822357W



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INDIA NON JUDICIAL Government of Gujarat Certificate of Stamp Duty

Certificate No.	: IN-GJ94949977822357W
Certificate Issued Date	: 07-Nov-2024 04:21 PM
Account Reference	: IMPACC (AC)/ gj13023611/ GULBAI TEKRA/ GJ-AH
Unique Doc. Reference	: SUBIN-GJGJ1302361104201908059824W
Purchased by	: RAJESH POWER SERVICES LIMITED
Description of Document	: Article 5(h) Agreement (not otherwise provided for)
Description	: ADDENDUM TO MARKET MAKING AGREEMENT
Consideration Price (Rs.)	: 0 (Zero)
First Party	: RAJESH POWER SERVICES LIMITED
Second Party	: ISK ADVISORS PVT LTD
Stamp Duty Paid By	: RAJESH POWER SERVICES LIMITED
Stamp Duty Amount(Rs.)	: 300 (Three Hundred only)



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The Authenticity of this Stamp certificate should be verified at www.stcdinstamp.com or using a Stamp Mobile App of Stock Holding Agency/Company in the details on this Certificate and as available on the website. Mobile App renders it invalid.
The stamp certificate is valid only on the terms of the certificate.
All other details are subject to the Control and Authority of the Government of Gujarat.

**MARKET MAKING AGREEMENT FOR THE PUBLIC OFFER (IPO)
OF RAJESH POWER SERVICES LIMITED**

AMONG

RAJESH POWER SERVICES LIMITED
(Company)

AND

ISK ADVISORS PRIVATE LIMITED
(Lead Manager & Underwriter)

AND

SUNFLOWER BROKING PRIVATE LIMITED
(Market Maker & Underwriter)

&

SELLING SHAREHOLDERS
(As attached in Annexure A)



ADDENDUM TO MARKET MAKING AGREEMENT FOR INITIAL PUBLIC OFFER
BY RAJESH POWER SERVICES LIMITED

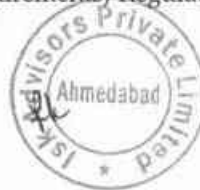
THIS ADDENDUM TO MARKET MAKING AGREEMENT MADE AT AHMEDABAD ON THE 14th DAY OF November, 2024 AMONG:

- (1) **RAJESH POWER SERVICES LIMITED**, a company incorporated under the Companies Act 1956, and having its Registered Office at, 380/3, SIDDHI HOUSE, OPP. LAL BUNGLOWS, B/H SASUJI DINNING HALL, OFF C.G. ROAD, NAVRANGPURA, AHMEDABAD, Gujarat, India, 380006 INDIA (hereinafter referred to as "RPSL" or "Issuer", which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns) of the **FIRST PART**;
- (2) **ISK ADVISORS PRIVATE LIMITED** a company incorporated under Companies Act, 1956 and having SEBI registration number INM000012625 and having its registered office at 5, Laxmi Society, Behind Sasuji Dining Hall, Off CG Road, Ahmedabad, Gujarat, 380006 (hereinafter referred to as "IAPL" or "Book Running Lead Manager" "BRLM", which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns) of the **SECOND PART**; and
- (3) **SUNFLOWER BROKING PRIVATE LIMITED**, a company incorporated under Companies Act, 1956 and having SEBI registration number INZ000195131 and having its registered office at Sunflower House, 5th Floor, 80 feet Road, Near Bhakti Nagar Circle, Rajkot - 360002, Gujarat (hereinafter referred to as "SBPL" or "Market Maker" and "Underwriter", which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns) of the **THIRD PART**; and
- (4) **SELLING SHAREHOLDERS**, as set out in Annexure A of this Agreement (hereinafter referred to individually as "Selling Shareholder" and collectively as the "Selling Shareholders", which expressions shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include their successors and permitted assigns), of the **FOURTH PART**; and

RPSL, Selling shareholders, IAPL and SBPL are hereinafter collectively referred to as the "Parties" and individually as a "Party".


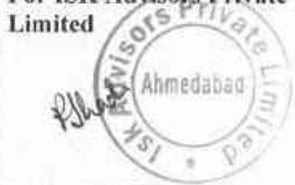
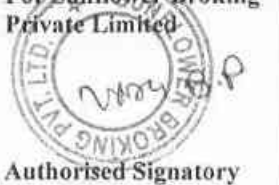

WHEREAS:

- (A) The Issuer is proposing an initial public offering of up to 47,90,000 (Forty Seven Lakhs Ninety Thousand) Equity Shares comprising of fresh issue of up to 27,90,000 (Twenty Seven Lakhs Ninety Thousand) Equity Shares and Offer for Sale (OFS) of up to 20,00,000 (Twenty Lakhs) Equity Shares by existing selling shareholders of the company in accordance with section 28 of the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018 as amended and other applicable Indian Securities laws at such price as may be determined through book building process under the SEBI ICDR Regulations ("offer price") and in reliance on Regulation S ("Regulation S") and the United States Securities Act, 1993, as amended ("the Securities Act"). The shares are proposed to be offered to the public under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via Book Built Process.




- (B) The Issue comprises of a Net Issue to Public of up to 45,46,000 Equity Shares at such price as may be determined through book building process under the SEBI ICDR Regulations ("offer price") and in reliance on Regulation 5 ("Regulation 5") and the United States Securities Act, 1993, as amended ("the Securities Act"). The shares are proposed to be offered to the public under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via Book Built Process ("the Net Issue") and a reservation of up to 2,44,000 Equity Shares for subscription by the designated Market Maker ("the Market Maker Reservation Portion"). The net issue to public shall comprise of issue to Qualified Institutional Buyers, Non-Institutional Applicants and Retail Applicants.
- (C) The issue of equity shares shall be conducted through Book build Process, pursuant to which the Shares are to be offered at such price as may be determined through book building process under the SEBI ICDR Regulations ("offer price") and in reliance on Regulation 5 ("Regulation 5") and the United States Securities Act, 1993, as amended ("securities act"). The shares are proposed to be offered to the public under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via Book Built Process.
- (D) The Company and the Underwriters have entered into an Underwriting Agreement dated 13th July, 2024 pursuant to which SBPL (Market Maker and Underwriter) has agreed to ensure full subscription to the Market Maker Portion of upto 2,44,000 equity shares and IAPL (Lead Manager and Underwriter) has agreed to ensure that in case of under subscription, the entire unsubscribed portion of the Net Issue of up to 45,46,000 equity shares shall be arranged for subscription from its resources as per the specified timeline in that agreement and in line with the requirements of the SEBI (ICDR) Regulations, 2018 and other applicable laws, regulations and guidelines.

In witness whereof, the Parties have entered into this Agreement on the date mentioned above.

<p>For Rajesh Power Services Limited</p>  <p>Authorised Signatory (Mr. Rajendra Baldevbhai Patel)</p>	<p>For ISK Advisors Private Limited</p>  <p>Authorised Signatory (Mr. Ronak Kadri)</p>	<p>For Sunflower Broking Private Limited</p>  <p>Authorised Signatory (Mr. Bhavik Vora)</p>	<p>For and on behalf of all the selling shareholders</p>  <p>Authorised Signatory (Mr. Praful Baldevbhai Patel)</p>
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Witness

<p>Name: <u>RAMESH NAIR</u></p> <p>Address: <u>AHMEDABAD</u></p>  <p>Signature</p>	<p>Name: _____</p> <p>Address: _____</p> <p>Signature</p>
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ANNEXURE A

LIST OF SELLING SHAREHOLDERS

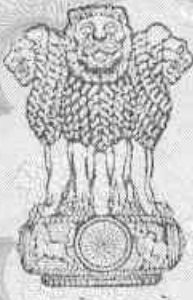
Sl. No.	Name of the Selling Shareholder
1.	Mrs. Beena Panchal
2.	Mr. Krunal Daxesh Panchal
3.	Mr. Nehal Ramchandra Panchal
4.	Mr. Rajendrabhai Baldevbhai Patel
5.	Mr. Praful Baldevbhai Patel
6.	Mr. Vishal Hemantbhai Patel
7.	Mrs. Kalaben Kantibhai Patel
8.	Mrs. Jyotsnaben Rameshbhai Patel

Pls





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INDIA NON JUDICIAL Government of Gujarat Certificate of Stamp Duty

Certificate No. : IN-GJ94946816345824W

Certificate Issued Date : 07-Nov-2024 04:19 PM

Account Reference : IMPACC (AC)/ gj13023611/ GULBAI TEKRA/ GJ-AH

Unique Doc. Reference : SUBIN-GJGJ1302361104207999509955W

Purchased by : RAJESH POWER SERVICES LIMITED

Description of Document : Article 5(h) Agreement (not otherwise provided for)

Description : ADDENDUM TO UNDERWRITING AGREEMENT

Consideration Price (Rs.) : 0
(Zero)

First Party : RAJESH POWER SERVICES LIMITED

Second Party : ISK ADVISORS PVT LTD

Stamp Duty Paid By : RAJESH POWER SERVICES LIMITED

Stamp Duty Amount(Rs.) : 300
(Three Hundred only)



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1. The authenticity of this Stamp certificate should be verified at www.ahlestamp.com or using a Stamp Mobile App of Stock Holding.

2. Any discrepancy in the details on this Certificate and as available on the website / mobile App renders it invalid.

3. The validity of this certificate is subject to the provisions of the Stamp Act, 1899.

4. The Stamp certificate is valid only for the purpose mentioned therein.

ADDENDUM TO UNDERWRITING AGREEMENT FOR THE
PUBLIC ISSUE
OF RAJESH POWER SERVICES LIMITED

AMONG

RAJESH POWER SERVICES LIMITED
(The Company)

&

SELLING SHAREHOLDERS
(As per Annexure A)

&

ISK ADVISORS PRIVATE LIMITED
(Book Running Lead Manager and Underwriter)

&

SUNFLOWER BROKING PRIVATE LIMITED
(Market Maker & Underwriter)



**ADDENDUM TO UNDERWRITING AGREEMENT FOR THE PUBLIC ISSUE
OF RAJESH POWER SERVICES LIMITED**

THIS ADDENDUM TO UNDERWRITING AGREEMENT MADE AT AHMEDABAD ON THIS 14TH November, 2024 AMONG:

- (1) **RAJESH POWER SERVICES LIMITED**, a company incorporated under the Companies Act 1956 and having its Registered Office at 380/3, SIDDHI HOUSE, OPP. LAL BUNGLOWS, B/H SASUJI DINNING HALL, OFF C.G. ROAD, NAVRANGPURA, AHMEDABAD, Gujarat, India, 380006 (hereinafter referred to as "RPSL" or "Company", which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns) of the FIRST PART;

AND

- (2) **SELLING SHAREHOLDERS**, as set out in Annexure A of this Agreement (hereinafter referred to individually as "Selling Shareholder" and collectively as the "Selling Shareholders", which expressions shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include their successors and permitted assigns), of the SECOND PART; and

AND

- (3) **ISK ADVISORS PRIVATE LIMITED** a company incorporated under the Companies Act 1956 and having its Registered Office at 5, Laxmi Society, Behind Sasuji Dining Hall, Off C.G Road, Ahmedabad, Gujarat, 380006 (hereinafter referred to as "IAPL" or "Book Running Lead Manager" or "Underwriter", which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns) of the THIRD PART;

AND

- (4) **SUNFLOWER BROKING PRIVATE LIMITED**, a company incorporated under Companies Act, 1956 and having SEBI registration number INZ000195131 and having its registered office at Sunflower House, 5th Floor, 80 feet Road, Near Bhakti Nagar Circle, Rajkot - 360002, Gujarat (hereinafter referred to as "SBPL" or "Market Maker" and "Underwriter", which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns) of the FOURTH PART;

WHEREAS:

- (A) The Issuer is proposing an initial public offering of up to 47,90,000 (Forty Seven Lakhs Ninety Thousand) Equity Shares comprising of fresh issue of up to 27,90,000 (Twenty Seven Lakhs Ninety Thousand) Equity Shares and Offer for Sale (OFS) of up to 20,00,000 (Twenty Lakhs)



Equity Shares by existing selling shareholders of the company in accordance with section 28 of the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018 as amended and other applicable Indian Securities laws at such price as may be determined through book building process under the SEBI ICDR Regulations ("offer price") and in reliance on Regulation S ("Regulation S") and the United States Securities Act, 1993, as amended ("the Securities Act"). The shares are proposed to be offered to the public under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via Book Built Process.

- (B) The Issue comprises of a Net Issue to Public upto 45,46,000 Equity Shares of face value of ₹ 10 ("the Net Issue") and a reservation upto 2,44,000 Equity Shares for subscription by the designated Market Maker ("the Market Maker Reservation Portion"). The net Offer to public shall comprise of Issue to Qualified Institutional Buyers, Non-Institutional Applicants and Retail Applicants.
- (C) The Issue of Equity shares shall be conducted through Book Building Process, pursuant to which the Shares are to be issued at such price as may be determined through book building process under the SEBI ICDR Regulations ("offer price") and in reliance on Regulation S ("Regulation S") and the United States Securities Act, 1993, as amended ("securities act"). The shares are proposed to be offered to the public under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via Book Built Process.

DEFINITIONS AND INTERPRETATIONS

- (D) "Issue" shall mean Issue Upto 47,90,000 Equity Shares having face value of ₹ 10 (the "Equity Shares") in accordance with the Chapter IX SEBI (ICDR) Regulations 2018, (as defined herein) and applicable Indian securities laws at such price as may be determined through book building process under the SEBI ICDR Regulations ("offer price") and in reliance on Regulation S ("Regulation S") and the United States Securities Act, 1993, as amended ("securities act"). The shares are proposed to be offered to the public under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 through the Book Building Method ("Book Built Issue").

"Issue Price" means the final price at which the equity shares will be allotted in terms of Red Herring Prospectus, the offer price will be decided by our company and selling shareholder in consultation with BRLM on the pricing date in accordance with the Book Building Process and the Red Herring prospectus.

"Market Maker Reservation Portion" shall mean the reserved portion for the Designated Market Makers upto 2,44,000 equity shares of at such price as may be determined through book building process out of the total Issue of 47,90,000 equity shares at such price as may be determined through book building process, being Issued through the "Issue".

"Offer Agreement" shall mean the offer agreement dated July 15, 2024 entered into between the Company, Selling shareholders and the Book Running Lead Manager, which details the rights, and obligations of the Company and the Book Running Lead Manager with respect to management of the offer, and shall include any amendments made thereto;

"SME Platform of BSE" shall mean the separate platform for listing companies which have issued shares or match the relevant criteria of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, opened by the BSE Limited, which received its final approval from BSE on 31ST October, 2024.

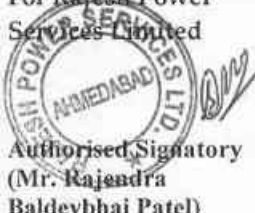
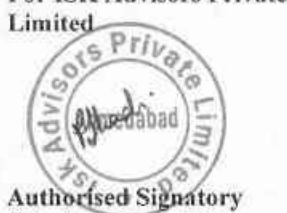
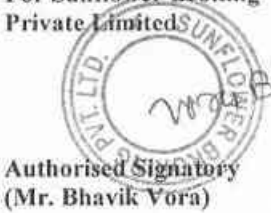



CONDITIONS TO THE UNDERWRITERS' OBLIGATIONS

D) The representations and warranties of the Company contained in this Agreement shall be true and correct on and as of the Issue Closing Date and that the Company shall have complied with all the conditions and obligations under this Agreement and the Offer Agreement for Issue Management date July 15,2024 on its part to be performed or satisfied on or before the Closing Date.

In witness whereof, the Parties have entered into this Agreement on the date mentioned above.

Witness

<p>For Rajesh Power Services Limited</p>  <p>Authorised Signatory (Mr. Rajendra Baldevbhai Patel)</p>	<p>For ISK Advisors Private Limited</p>  <p>Authorised Signatory (Mr. Ronak Kadri)</p>	<p>For Sunflower Broking Private Limited</p>  <p>Authorised Signatory (Mr. Bhavik Vora)</p>	<p>For and on behalf of all the selling shareholders</p>  <p>Authorised Signatory (Mr. Praful Baldevbhai Patel)</p>
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<p>Name: _____</p> <p>_____ Signature</p>	<p>Name: _____</p> <p>_____ Signature</p>
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Annexure A

LIST OF SELLING SHAREHOLDERS

Sl. No.	Name of the Selling Shareholder
1.	Mrs. Beena Panchal
2.	Mr. Krunal Daxesh Panchal
3.	Mr. Nehal Ramchandra Panchal
4.	Mr. Rajendrabhai Baldevbhai Patel
5.	Mr. Praful Baldevbhai Patel
6.	Mr. Vishal Hemantbhai Patel
7.	Mrs. Kalaben Kantibhai Patel
8.	Mrs. Jyotsnaben Rameshbhai Patel

