

NOTICE OF 34th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 34TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF RASHI PERIPHERALS LIMITED (FORMERLY KNOWN AS RASHI PERIPHERALS PRIVATE LIMITED) (THE COMPANY) WILL BE HELD ON 25TH AUGUST 2023, AT 10:00 A.M. (IST) VIA VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT ARIISTO HOUSE, 5TH FLOOR, CORNER OF TELLI GALLI, ANDHERI (EAST) MUMBAI 400069 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- I. To consider and adopt the standalone and consolidated audited financial statements of the company for the financial year ended 31st March, 2023 together with the Board's Report and the Auditor's Report thereon.
- II. To declare final dividend on the equity shares of the company for the financial year ended 31st March, 2023.
- III. To appoint a Director in place of Mr. Sureshkumar Pansari (DIN: 00215712) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

- IV. To Clarification in remuneration of Mr. Kapal Pansari (DIN: 00215510) as a Managing Director of the Company

To consider and if deemed fit to pass with or without modification(s) the following Resolution as a **Special Resolution**

"RESOLVED THAT Mr. Kapal Pansari, Managing Director's remuneration continues to be as under

- I. Basic Salary : Rs- 521000 per month
- II. Special Allowance: Rs- 3635230/- per month
- III. Contribution to Provident fund @12 % of Basic Salary
- IV. Perquisites Rs- 2877206/-
- V. Other terms & conditions of his appointment will remain same.
- VI. Limits on remuneration: The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013.
- VII. Minimum remuneration: In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Mr. Kapal Pansari (DIN: 00215510) shall be in accordance with Section 197 and Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time.

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Rashi Peripherals Limited

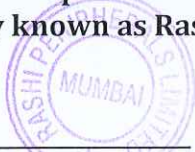
VIII. Sitting Fees: - NIL

Till any further revision.

RESOLVED FURTHER THAT a fresh Agreement may be entered clarifying the above which will supersede any previous terms and conditions agreed/ entered upon with him. Accordingly all previous agreements with him outlining his remuneration are being terminated along with Approval and execution of herein mentioned.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

**For Rashi Peripherals Limited
(Formerly known as Rashi Peripherals Private Limited)**



KRISHNA KUMAR CHOUDHARY
Chairman & Whole Time Director
DIN : 00215919
Place: Mumbai
Date: 12th June, 2023

Registered Office:
Aristo House 5th Floor, Corner of Telli Galli,
Andheri (East) Mumbai MH 400069 IN

Corporate Identification Number (CIN) – U30007MH1989PLC051039
E-mail:kishanc@rptechindia.com

NOTES:

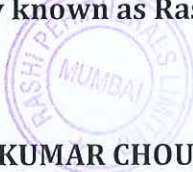
1. Pursuant to General Circular No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 20/2020 dated 5th May, 2020, No. 02/2021 dated 13th January, 2021 and No. 2/2022 dated 5th May, 2022 respectively issued by the Ministry of Corporate Affairs ("MCA") (herein after collectively referred to as "Circulars"), Companies were permitted to send the Notice of AGM along with Annual Report only through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories.
2. MCA by Circular No. 10/2022 dated 28th December, 2022 have extended the above exemptions till 30th September, 2023 and accordingly in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder and the said Circulars, Notice of the 34th Annual General Meeting ("AGM" or the "Meeting") along with Annual Report for the Financial Year 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the MCA Circulars through VC, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
5. A Corporate Member intending to authorize their representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to participate and vote on its behalf at the Meeting.
6. The voting shall be conducted in a manner as provided in para 3B of the General Circular No.14/2020 dated April 08, 2020 read along with General Circular No. 20/2020 dated May 05, 2020 unless a demand for poll is made by any member in accordance with Section 109 of Companies Act, 2013.
7. Where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company. The said emails shall only be sent to hinal.shah@rptechindia.com.
8. All documents referred to in the Notice are open for inspection at the Registered Office of the company on all working days of the company between 9.00 a.m. and 6.00



p.m. up to the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.

9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.
10. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.
11. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM are requested to write to the Company on or before 25th August, 2023 through email on hinal.shah@rptechindia.com. The same will be replied by the Company suitably.
12. Necessary information of the Director seeking re-appointment at the AGM as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) forms part of this notice.
13. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 25th Day of August 2023.

**For Rashi Peripherals Limited
(Formerly known as Rashi Peripherals Private Limited)**



KRISHNA KUMAR CHOUDHARY
Chairman & Whole Time Director
DIN : 00215919
Place: Mumbai
Date: 12th June, 2023

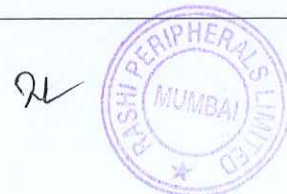
Registered Office:
Aristo House 5th Floor, Corner of Telli Galli,
Andheri (East) Mumbai MH 400069 IN

Corporate Identification Number (CIN) – U30007MH1989PLC051039
E-mail:kishanc@rptechindia.com

Details of Directors seeking appointment/re-appointment at the Annual General Meeting (AGM)

[Pursuant to the requirements of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

Categories	Details
Name/Category/Designation	Mr. Sureshkumar Pansari
Director Identification Number (DIN)	00215712
Date of Birth/Age	11 th June 1954/69 Years
Qualification	Bachelor of Commerce (From University of Rajasthan in April 1975) and Chartered Accountant
Original Date of Joining the Board	15 th December 1989
Experience (approx.)	33 years
Nature of expertise/Background Details/Job Profile & Suitability/Recognition & Awards	Experience in Technology channel sector
Terms & Conditions of appointment/re-appointment	NA
Details of remuneration sought to be paid/Remuneration last drawn	Paid remuneration of ₹ 78.75 Million for the financial year ended on March 31, 2023
Pecuniary relationship directly or indirectly with the Company /other Directors/ Managers/ Key Managerial Persons	NA
Number of Board meeting attended during the year	7
Number of Equity Shares held in the Company	52,23,750
List of Directorship in other Companies as on 31 st March, 2023	1. Elmack Engg Services Private Limited, 2. ZNet Technologies Private Limited, 3. Rashi Peripherals Pte Ltd, Singapore, 4. PV Lumens India Private Limited.
List of Membership/Chairmanship of Committees as on 31 st March, 2023	1. Corporate Social Responsibility Committee – Chairman 2. Audit Committee – Member 3. Stakeholder Relationship Committee – Member 4. Risk Management Committee - Member
List of Membership/Chairmanship of Committees of other Companies as on 31 st March, 2023	NA



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013 (THE "ACT"):

Item No. IV:

Pursuant to the provisions of Section 152 of the Companies Act, 2013, the Board of Directors at their meeting held on 23rd September 2022 Mr. Kapal Pansari (DIN: 00215510) has resigned from the position of Whole Time Director and continued as a Director of the Company.

There has been an anomaly in defining the remuneration of Managing Director in the Board Meeting dated 23rd September, 2022 and the same has been erroneously reflected in the explanatory statement submitted to Concerned Authorities. However, since the actual remuneration paid has been in line with the Board Resolution dated 1st April, 2022 of his remuneration as Whole Time Director. This clarification is being done in order to reconcile explanatory statement and the actual remuneration which was approved with effect from 1st April, 2022 form Mr. Kapal Suresh Pansari as Whole Time Director and remain the same upon his appointment as Managing Director with effect from 23rd September, 2022.

The information in respect of terms of remuneration & perquisites is given below:

- I. Basic Salary : Rs- 521000 per month
 - II. Special Allowance: Rs- 3635230/- per month
 - III. Contribution to Provident fund @12 % of Basic Salary
 - IV. Perquisites Rs- 2877206/-
 - V. Other terms & conditions of his appointment will remain same.
 - VI. Limits on remuneration: The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013.
 - VII. Minimum remuneration: In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Mr. Kapal Pansari (DIN: 00215510) shall be in accordance with Section 197 and Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time.
 - VIII. Sitting Fees: - NIL
- Till any further revision.



The aforesaid Notice and Agreement is available for inspection at the date of the Annual General Meeting at the registered office of the Company.

The provisions of the Companies Act, 2013, require the Company to seek the approval of the Members for Clarification in Remuneration of Mr. Kapal Pansari (Din: 00215510) as a Managing Director of the Company. The Directors recommend the said resolution under item nos. 4 for approval of the members.

The following persons are interested / concerned in the resolution under item nos. 4:

1. Manju Pansari
2. Suresh Pansari
3. Chaman Pansari
4. Priyanka Kapal Pansari
5. Gazal Pansari
6. Suresh Pansari Karta of Suresh Pansari HUF

None of the other persons specified in Section 102 of the Companies Act, 2013, (other than Mr. Kapal Pansari (DIN: 00215510), Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested in the above resolutions.

The Directors recommend the resolutions for approval by the members.

