

**CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED AT THE 02/2023-24 EXTRA-ORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2023-2024 OF THE MEMBERS OF RASHI PERIPHERALS LIMITED (FORMERLY KNOWN AS RASHI PERIPHERALS PRIVATE LIMITED) ("COMPANY") HELD AT SHORTER NOTICE ON MONDAY, 15<sup>TH</sup> JANUARY, 2024 AT 02:30 P.M. 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**

**1. TO APPROVE THE OFFER AND ISSUANCE OF EQUITY SHARES OF THE COMPANY ON PRIVATE PLACEMENT BASIS**

"RESOLVED THAT pursuant to Sections 23, 39, 42, and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof for the time being in force), and in accordance with the provisions of memorandum of association and articles of association of the Company and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions, and which is agreed by the Board of Directors of the Company (hereinafter referred to as the "Board") to exercise its powers including the powers conferred by this resolution, approval of the members be and is hereby accorded to the Board to offer and issue 48,23,151 (Forty Eight Lakh Twenty Three Thousand One Hundred and Fifty One) Equity Shares ("said securities") of face value of INR 05/- (Indian Rupees Five only) each at a premium of INR 306/- (Indian Rupees Three Hundred and Six only), aggregating to INR 1,49,99,99,961 (Indian Rupees One Hundred And Forty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Sixty One) through Private Placement basis on such terms and conditions in accordance with the provisions of the Act and in the manner set out in the Share Subscription Agreement to be executed separately by and amongst, the Company, any one Director or Company Secretary of the Company and the Volrado Venture Partners Fund-III- BETA and Ms. Madhuri Madhusudan Kela or any authorised persons of the above mentioned parties (together "Transaction Documents"), as may be approved or finalized by any of the Director of the Company to the below:

Sr. No.	Name of the identified person	Number of securities being issued / offered	Price per share including premium (Rs.)	Value of securities being issued / offered (Rs.)
1.	Volrado Venture Partners Fund-III- BETA	32,15,434	311	99,99,99,974
2.	Ms. Madhuri Madhusudan Kela	16,07,717	311	49,99,99,987
	Total	48,23,151	-	1,49,99,99,961

**RESOLVED FURTHER THAT** the above-mentioned person shall be referred to as "Proposed Allottees".

**RESOLVED FURTHER THAT** pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 a private placement offer letter as set out in the Form PAS-4 along with the other documents and relevant annexures, and record of the private placement offers to be maintained in Form PAS-5, as placed before the members of the Company be and is hereby accorded for issuance of the private placement offer letter, to the Proposed Allottees in accordance with the applicable provisions of the Act, inviting them to subscribe to the said securities of the Company and that the name of Proposed Allottee be entered on record prior to issuance of invitation to subscribe.

**RESOLVED FURTHER THAT** the monies received by the Company from the Proposed Allottees for issuance of equity shares pursuant to the private placement offer letter be kept by the Company in a separate bank account opened with HDFC Bank, Fort branch.

**RESOLVED FURTHER THAT** the said Equity Shares shall rank pari passu with existing Equity Shares in all aspects.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorised to sign private placement offer letter (in the format set out in the Form PAS-4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014), a record of private placement offer in Form PAS-5 or any other documents or forms as may be required from time to time and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, filings, matters and things and sign and submit necessary documents, deeds, instruments, letters including return of allotment in Form PAS-3 with the Registrar of Companies for and on behalf of the Company, to appear and/or make necessary application, statutory filings & returns in connection to the aforementioned resolution with various regulatory authorities wherever applicable including without limitation the Registrar of Companies and such other competent authorities as directors may in their absolute discretion deem it necessary or desirable.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby severally authorized to sign the certified true copies of the above resolutions. A certified true copy of the above resolutions be delivered to the subscriber for their record.

**RESOLVED FURTHER THAT** the copies of the foregoing resolutions, certified to be true by Directors of the Company, may be furnished to any relevant person(s)/authority (ies) as and when required.

**RESOLVED FURTHER THAT**, all acts, deeds and matters performed by the Directors within the authority provided under this resolution shall be valid, enforceable and binding on the Company."

**//CERTIFIED TRUE COPY//**

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



Hinal Tejas Shah

**Membership No.:** F10869

Company Secretary & Compliance Officer

**Place:** Mumbai

**Date:** January 15, 2024

**Registered Office:**

Ariisto House, 5th Floor, Corner of Telli Galli,  
Andheri (East) Mumbai MH 400069 IN

Corporate Identification Number (CIN) – U30007MH1989PLC051039

E-mail: hinal.shah@rptechindia.com

**CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT ANNEXED WITH THE NOTICE OF EXTRA ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF THE SOULED STORE PRIVATE LIMITED (“COMPANY”) HELD AT SHORTER NOTICE ON MONDAY, 15<sup>TH</sup> JANUARY, 2024 AT 02:30 P.M. 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**

The Board of Directors at their meeting held on 15<sup>th</sup> January, 2024 had approved the issuance of equity shares subject to approval of the members through special resolution of 48,23,151 (Forty Eight Lakh Twenty Three Thousand One Hundred and Fifty One) Equity Shares (“**said securities**”) of face value of INR 05/- (Indian Rupees Five Only) each at a premium of INR 306/- (Indian Rupees Three Hundred and Six only), aggregating to INR 1,49,99,99,961 (Indian Rupees One Hundred And Forty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Sixty One) through Private Placement on such terms and conditions as contained in the transaction documents to be entered into by the Company.

The price of the equity shares to be issued on private placement basis is not less than the price determined on the basis of valuation report of Mr Praveen Bangad, registered with Insolvency and Bankruptcy Board of India having Registration No. IBBI/RV/06/2022/14786, Independent third party registered valuer appointed by the Board

A statement of disclosures as required under Section 42 of Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is as under:

SR. NO.	PARTICULARS	DETAIL
A.	Objects of the issue	The proceeds from the issue will be utilized for the purpose of repaying the working capital loans availed from Banks/Financial Institutions/ NBFCs in the ordinary course of business to be identified by the Board.
B.	Total number of shares or other securities to be issued	48,23,151 equity shares
C.	Kinds of securities offered and the price at which security is being offered	Equity Shares ranking pari passu with the existing Equity Shares are offered at a price INR 311 (Indian Rupees Three Hundred and Eleven) (which includes premium of INR 306 per equity share)

**Rashi Peripherals Limited**

D.	Basis or justification on which the price has been arrived at (including premium) at which the offer or invitation is being made, along with report of the registered valuer:	Price arrived as per Fair Value method. A copy of the valuation report dated 13 <sup>th</sup> January, 2024 shall be available for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:30 P.M upto the date of EGM.
E.	Name and address of valuer who performed valuation	Mr Praveen Bangad Registration No. IBBI/RV/06/2022/14786. Address: First floor, Aravee Gracia, Dargah road, Aurangabad- 431001
F.	Amount which the company intends to raise by way of such securities	INR 1,49,99,99,961 (Indian Rupees One Hundred and Forty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Sixty One)
G.	Material terms of raising such securities	Issue and Allotment of 48,23,151 Equity Shares at INR 311 (Rupees Three Hundred and Eleven) including a premium of INR 306 (Rupees Three Hundred and six) per Equity Share may be done in one or multiple tranches, as may be applicable.
H.	Proposed time schedule:	Within 60 (sixty) days from the respective dates of receipt of application money for each tranche, or such other timeline as prescribed under any applicable laws.
I.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:	No contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of objects.
J.	Principle terms of assets charged as securities	Not Applicable

## Rashi Peripherals Limited

In accordance with the provisions of Section 42, of the Companies Act, 2013 read with the rules, a company offering or making an invitation to subscribe on a private placement basis, is required to obtain a prior approval of the members by way of special resolution, for each of the offer and invitation.

None of the directors / their relatives are, in any way, concerned or interested, financially or otherwise, in the said special resolution, except to the extent of their shareholding in the Company, if any.

**//CERTIFIED TRUE COPY//**

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



Hinal Tejas Shah

**Membership No.:** F10869

Company Secretary & Compliance Officer

**Place:** Mumbai

**Date:** January 15, 2024

**Registered Office:**

Ariisto House, 5th Floor, Corner of Telli Galli,  
Andheri (East) Mumbai MH 400069 IN

Corporate Identification Number (CIN) - U30007MH1989PLC051039

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