



RISHIROOP
Rishiroop Ltd.

1005 The Summit Business Park
Andheri Kurla Road, Andheri (E)
Mumbai 400 093, India
Tel: +91-22-4095 2000
CIN: L25200MH1984PLC034093
www.rishiroop.in

RL/MUM/AF/20/2024-25

July 15, 2024

To,
Department of Corporate Services
BSE Ltd, P.J.Towers, Dalal Street,
Fort, Mumbai - 400 001

Ref.: BSE Scrip Code No. 526492 : ISIN INE582D01013

Sub : Notice of 39th Annual General Meeting (AGM) and Closure of Share Transfer Books - Regulations 30(3), 42 & 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Dear Sirs,

With reference to the captioned subject, we write to inform as under -

(1) Notice of 39th AGM of the Company

In compliance with the applicable provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020, May 05, 2020 respectively, Circular 02/2021 dated January 13, 2021, Circular 21/2021 dated December 14, 2021, Circular 02/2022 dated May 5, 2022, Circular 10/2022 dated December 28, 2022 and Circular 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India, the 39th AGM of the Company for the year ended March 31, 2024, will be held on **Monday, August 12, 2024 at 11.00 AM IST**, through Video Conferencing/ Other Audio Visual Means ('VC/OAVM').

As per the above referred Circulars, the Annual Report for the financial year 2023-24 comprising the Notice of the AGM, and financial statements for the financial year 2023-24 along with Boards Report, Auditors' Report and other documents required to be attached thereto, will be sent to all the Members of the Company whose email addresses are registered with the Company/Depositories, and will also be available on the website of the Company - on weblink: <http://www.rishiroop.in/investors/annual-reports>. Printed copy of the Annual Report will be sent to the shareholders who request for the same by sending an email to: investor@rishiroop.com.

The details such as manner of (i) registering/updating email addresses (ii) casting vote through e-voting and (iii) attending the AGM through VC/OAVM have been set out in the Notice of the 39th AGM.

(2) Closure of Register of Members and Share Transfer Books

The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, August 6, 2024 to Monday, August 12, 2024 (both days inclusive) for the purpose of 39th AGM and final dividend. [Security Code - 526492: Type of Security - Equity Shares].

As mentioned in our letter dated May 21, 2024, final dividend @ Rs.1.80 per equity share of Rs.10/- each (i.e.18%), if approved by the shareholders in the ensuing AGM, will be paid/dispatched within the statutory period as prescribed under Companies Act, 2013.

(3) Cut-off date for e-voting

In terms of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules 2014 and Reg. 44 of SEBI LODR, 2015, the Company will provide its members the facility to exercise their vote for transacting the business at the 39th AGM through e-voting facility. The Company would be availing e-voting services of Central Depository Services Limited (CDSL). Monday, August 5, 2024 has been fixed as the cut-off date to determine the entitlement of shareholders to cast their votes using either remote e-voting facility or e-voting at the 39th AGM.

(4) Remote e-voting period

The remote e-voting period for 39th AGM begins on Thursday, August 8, 2024 at 9.00 AM IST and ends on Sunday, August 11, 2024 at 5.00 p.m.

Kindly take the above on record, and disseminate the above information on your website.

Thanking you,

Yours sincerely,

For Rishiroop Limited

Agnelo A. Fernandes
Company Secretary

c.c.to:

1. National Securities Depository Limited
2. Central Depository Service (India) Limited
3. Link Intime India Private Limited

NOTICE

Notice is hereby given that the Thirty-Ninth (39th) Annual General Meeting (“AGM”) of Rishiroop Limited will be held on Monday, August 12, 2024 at 11:00 a.m., Indian Standard Time (“IST”), through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) to transact the following business:

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

Item No. 1 - Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon:

To receive, consider and adopt the financial statements, namely - (i) the Audited Balance Sheet as at March 31, 2024, (ii) the Audited Statement of Profit & Loss for the year ended on that date, (iii) the Cash Flow Statement for the financial year ended on that date, (iv) Statement of changes in Equity (v) Explanatory notes annexed to, or forming part of, the documents referred to in (i) to (iv) above and the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 - Declaration of Dividend:

To declare a final dividend of Rs. 1.80 per equity share of Rs. 10/- each for the Financial Year 2023-24.

Item No. 3 - Appointment of Director:

To appoint a Director in place of Mr. Arvind M. Kapoor (DIN: 00002704), who retires by rotation at this Annual General Meeting, and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 4 - Continuation of Mr. Atul Shah (DIN: 00004528) as Non-Executive Director

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

“**RESOLVED THAT** pursuant to the provision of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014, and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), Mr. Atul Rameshchandra Shah (DIN: 00004528) who retired by rotation and was reappointed at the 38th Annual General Meeting of the Company held on September 8, 2023, and who will attain the age of seventy-five years on October 26, 2024, be and is hereby confirmed as a Non-executive Director of the Company to hold office up to the conclusion of the 40th Annual General Meeting of the Company to be held in the calendar year 2025.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

Item No. 5 - Consent of Members for increase in the limits applicable for making investments under Section 186 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to Section 186 of the Companies Act, 2013 (the Act), read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise

its powers, including the powers conferred by this Resolution) to invest/acquire the securities of any body corporate by way of subscription/purchase and/or to make investments in mutual funds/bonds/government securities or otherwise, upto a sum of INR 150 Crore (Indian Rupees One Hundred and Fifty Crore Only), notwithstanding that the aggregate of the investments so far made or to be made exceeds the limits/will exceed the limits laid down by the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively "transactions") including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction and to dispose of the investments so made, from time to time, and also to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution."

Item No. 6 - To consider and approve place other than the registered office where statutory registers, returns etc. of the Company may be kept

To consider and, if thought fit, to pass with or without modification, the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 94(1) of the Companies Act, 2013 ('Act') read with Rule 5(2) of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, including any amendments thereto, and pursuant to Article 166 of the Articles of Association of the Company, consent of the Company be and is hereby accorded to maintain and keep the statutory registers and records of the Company (other than books of accounts and financial statements under Section 128 of the Act which shall continue to be kept at the registered office of the Company) and copies of annual returns filed under Section 92 of the Act or any one or more of them, at the Corporate Office of the Company situated at 1005/1006 - The Summit Business Park, Behind Western Express Highway Metro Station, Andheri East, Mumbai - 400 093 or at such other place as the Board may from time to time decide."

"RESOLVED FURTHER THAT the register and index of members, and other registers under Section 88 of the Act, be maintained in electronic form by the Registrar and Transfer Agent of the Company viz. Link Intime India Private Limited whose office is situated at C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083 or such other place as the Board may decide from time to time."

"RESOLVED FURTHER THAT Mr. Arvind M. Kapoor, Director or Mr. Aditya A. Kapoor, Managing Director and Mr. Agnelo A. Fernandes, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to file the necessary documents/ form(s) with the ROC and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

For and on behalf of the Board of Directors

Place: Mumbai
Date: 21.05.2024

Arvind Mahendra Kapoor
Chairman
DIN: 00002704

Registered Office:
W-75(A) & W-76(A)
MIDC Industrial Area
Satpur, Nasik - 422007
CIN - L25200MH1984PLC034093

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 4****Continuation of Mr. Atul R. Shah (DIN: 00004528) as Non-Executive Director:**

In the Thirty-Eight Annual General Meeting of the Company held on September 8, 2023, Mr. Atul Rameshchandra Shah, Non-Executive Director (DIN: 00004528) who retired by rotation, was reappointed.

Reg. 17(1A) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 provides that no listed entity shall continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

Since Mr. Atul R. Shah will attain the age of seventy-five years on October 26, 2024, pursuant to Reg. 17(1A), a special resolution is required to be passed by the Members for the continuation of his appointment as Non-Executive Director.

Justification for continuation of appointment:

Mr. Atul R. Shah is a Chartered Accountant having more than 49 years expertise in Corporate Laws, Taxation, Accounts and Auditing. His rich experience and deep understanding of financial and regulatory requirements is invaluable in guiding the Company.

The Board considers that his continued association would be of immense benefit to the Company, and it is desirable to continue to avail services of Mr. Shah as non-executive Director. Accordingly, the Board of Directors recommends the continuation of his appointment as Non-Executive Director of the Company.

The Board, based on the recommendation of the Nomination and Remuneration Committee, unanimously recommends the resolution set out at item No. 4 of the Notice for approval by the Members by way of a Special Resolution.

Other than Mr. Atul R. Shah, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution as set out in item no. 4 of this Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

ITEM NO. 5**Consent of Members for increase in the limits applicable for making investments under Section 186 of the Companies Act, 2013**

In order to make optimum use of funds available with the Company, the Board of Directors of the Company proposes to make use of the surplus funds, by making investment in other bodies corporate or mutual funds/bonds/government securities etc., as and when required.

Pursuant to the provisions of Section 186(3) of the Companies Act, 2013 and Rules made there under, the Company needs to obtain prior approval of shareholders by way of special resolution passed at the General Meeting in case the amount of investment proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account, or one hundred percent of free reserves and securities premium account.

In the 36th Annual General Meeting held on September 3, 2021, members had approved the investment limit of Rs. 100 crore (Indian Rupees One Hundred Crore Only). However, keeping in view the surplus funds available with the Company, it is now proposed to revise the investment limit to Rs. 150 crore (Indian Rupees One Hundred Fifty Crore Only).

Accordingly, approval of the members is sought by way of special resolution as contained in the notice of the Annual General Meeting for an investment limit not exceeding INR 150 Crore (Indian Rupees One Hundred Fifty Crore Only) outstanding at any time, notwithstanding that such investments are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors, therefore, unanimously recommend the Special Resolution set out in item No. 5 as an enabling resolution, authorizing the board of directors of the Company to make investments, within the limits as mentioned in the proposed resolution, for the approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution set out at item no. 5. This Explanatory Statement may also be regarded as a disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

ITEM NO. 6

To keep Register and Returns at a place other than Registered Office

As per Section 94 of the Companies Act 2013, the registers required to be kept and maintained by a Company under Section 88 and copies of the annual return filed under Section 92 shall be kept at the registered office of the Company:

Provided that such registers or copies of return may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the Company.

Since, the equity shares of the Company are in dematerialized format, the Register of Members and other registers as required under Section 88 of the Companies Act 2013 is maintained in electronic form, as permitted by the Articles of Association of the Company, by the Registrar & Transfer Agent viz. Link Intime India Private Limited whose office is located at C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083.

Since the Corporate Office of the Company has been recently located at 1005-1006 The Summit Business Bay, Andheri - Kurla Road, Andheri East, Mumbai - 400 093, it is proposed to keep the Annual Returns and other statutory registers and records prescribed under the Companies Act, 2013 and Rules framed thereunder (other than books of accounts and financial statements under Section 128 of the Act which shall continue to be kept at the registered office of the Company) at the Corporate Office address, as approved by the Board of Directors in the meeting held on May 21, 2024.

The Board recommends the Special Resolution as set out at item no. 6 for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution set out at item no. 6. This Explanatory Statement may also be regarded as a disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 21.05.2024

Arvind Mahendra Kapoor
Chairman
DIN: 00002704

Registered Office:
W-75(A) & W-76(A)
MIDC Industrial Area
Satpur, Nasik - 422007
CIN - L25200MH1984PLC034093

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under items No. 4, 5 & 6 of the accompanying Notice, is annexed hereto.
2. Pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, Circular 2/2021 dated January 13, 2021, Circular 21/2021 dated December 14, 2021, Circular 2/2022 dated May 5, 2022, Circular 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”), and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 issued on January 5, 2023 issued by the Securities and Exchange Board of India (“SEBI Circulars”), and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the 39th Annual General Meeting of the Company is being convened and conducted in accordance with the aforesaid MCA Circulars and SEBI Circulars through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) facility, which does not require physical presence of members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. In terms of the MCA Circulars and SEBI Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 39th AGM. Hence, Proxy and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-Voting.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and aforesaid MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (‘CDSL’) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. In accordance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of 39th AGM along with Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may request for a printed

copy of the Annual Report 2023-24 by sending an email to: investor@rishiroop.com. Members may note that Notice and Annual Report 2023-24 have been uploaded on the website of the Company at www.rishiroop.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

8. The dividend on equity shares, as recommended by the Board, if declared at the Annual General Meeting will be paid (after deduction of tax at source) to those Members whose names stand registered on the Company's Register of Members:
 - i. As Beneficial Owners as at the end of the business hours on August 5, 2024, as per the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited, in respect of shares held in Dematerialized form;
 - ii. As Members in the Register of Members of the Company after giving effect to valid share transmission or transposition requests lodged with the Company as of close of business hours on August 5, 2024, in respect of shares held in Physical form.
9. The Register of Members and share transfer books of the Company will remain closed from August 6, 2024 to August 12, 2024 (both days inclusive) for the purpose of Annual General Meeting.
10. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. August 5, 2024, shall be entitled to avail the facility of remote e-voting, as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the cut-off date, shall treat this Notice as intimation only.
11. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the cut-off date i.e. August 5, 2024, shall be entitled to exercise his/her vote electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this Notice.
12. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
13. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. August 5, 2024.
14. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
15. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
16. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, and all other documents referred to in the Notice and Explanatory Statement will be available for inspection in electronic mode by writing to the Company at its email id: investor@rishiroop.com till the date of AGM.
17. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

18. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of this, and to eliminate all risks associated with physical shares and for ease of portfolio management, all shareholders are requested to demat their physical shares at the earliest.
19. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
20. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts.
21. Consequent upon the introduction of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules 2014, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13 to the Registrar and Transfer Agents, Link Intime India Private Ltd.
22. **Updating Email address for receiving Notice/Document in electronic form:** Shareholders who have not registered their email addresses with the Company are requested to register their email addresses with the Registrar and Transfer Agent to enable the Company to deliver notices / documents through e-mode. Shareholders holding their shares in demat mode also have an option to register their email addresses with their depository, through their depository participant.
23. In terms of Regulation 12 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, listed companies are required to make all payments to shareholders, including dividends, by using any RBI approved electronic mode of payment viz. NECS, direct credit, RTGS/NEFT, etc. Members are, therefore, requested to immediately update their bank details with their depository participant in case of shares held in demat form, and in case of physical shareholding, to submit bank details (in Form ISR-1).
24. **Payment of dividend to shareholders holding shares in physical mode:** Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC at the earliest by writing to the Company's RTA, Link Intime India Private Limited, at rnt.helpdesk@linkintime.co.in. The forms for updating the same are available on the website of the RTA <https://liiplweb.linkintime.co.in/client-downloads.html> and also on the Company website - www.rishiroop.in. In case of any query / assistance, shareholders are requested to contact our RTA - Link Intime India Private Limited, C 101, 247 Park, L.B.S.Marg, Vikhroli(West), Mumbai - 400083, (Phone :022-49186270; Email: rnt.helpdesk@linkintime.co.in).
25. **Unclaimed dividend/shares transferred to IE&PF:** During the year, equity dividend amount of Rs. 254,393/- and OCPS dividend amount of Rs. 67,829/- both for the financial year 2015-16 has been deposited in the Investors Education and Protection Fund (IE&PF). The Company also transmitted 6820 equity shares of the Company into the demat account of the IE&PF Authority held with NSDL (DPID/ Client ID IN300708/10656671) in terms of the provisions of Section 124(6) of the Companies Act, 2013 and the IE&PF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended. These equity shares were the shares of such shareholders whose unclaimed

dividend pertaining to financial year 2015-16 had been transferred into IEPF and who have not encashed their dividends for 7 (seven) subsequent financial years. Concerned shareholders may still claim the shares or apply for refund to the IE&PF Authority in eForm IEPF-5 available on www.iepf.gov.in.

- 26. Notice for transfer of unclaimed dividend/redemption amount/shares to IE&PF:** Pursuant to the provisions of Sec 124 of the Companies Act, 2013, the unclaimed dividend for the financial year 2016-17 as well as unclaimed redemption amount of the Redeemable Preference Shares (RPS) issued in 2017 will be transferred to the Investor Education & Protection Fund (IE&PF) Account. Further, as per Sec 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') all shares in respect of which dividend has remained unclaimed for seven consecutive years or more are required to be transferred to an IE&PF demat account.

The Company has sent notice to all the members whose dividends are lying unclaimed against their name for seven consecutive years advising the concerned shareholders to claim the dividend on or before June 5, 2024, and also published the Notice in the newspapers. The list of such members has been uploaded on the website of the Company, and is available on the weblink - <http://www.rishiroop.in/investors/corporate-governance/corporate-disclosures/>.

Following are the due dates for transfer of unclaimed dividend & redemption amounts to IE&PF:

Unclaimed Dividend for Financial Year ended	Due date for transfer
31.03.2017	30.10.2024
31.03.2018	15.10.2025
31.03.2019	23.08.2026
31.03.2020 (Interim)	29.03.2027
31.03.2021 (Interim & Final)	10.03.2028 & 08.10.2028
31.03.2022	29.07.2029
31.03.2023	13.10.2030
Unclaimed Redemption Amount on Redeemable Preference Shares (RPS)	30.08.2024

Members are requested to claim the unclaimed dividend/redemption amount on RPS forthwith. Members may please note that in compliance with the statutory requirements necessary steps will be initiated by the Company to transfer to IE&PF the unclaimed amounts and also shares held by the members following the procedure as prescribed under the IE&PF Rules without further notice. Kindly note that no claim shall lie against the Company in respect of the amounts/shares so transferred to IE&PF.

- 27. 'SWAYAM'** is a secure, user-friendly web-based application, developed by Link Intime India Private Limited, our Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services including - generating and tracking service requests, tracking corporate actions such as dividend etc., accessing company-wise holdings and security valuations, raising requests for unpaid amounts etc. Members are requested to get themselves registered on the portal to avail these services. This application can be accessed at <https://swayam.linkintime.co.in>.
- 28.** Corporate members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send by email, a certified copy of the Board Resolution/ Power of Attorney authorizing their representatives to attend and vote on their behalf in the Meeting.
- 29.** The equity shares of the Company are listed on BSE Limited. The listing fee has been paid up to date.

30. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, and Secretarial Standards -2 issued by the Institute of Company Secretaries of India, the information about the Directors proposed to be re-appointed at the Annual General Meeting is given in the Annexure to this Notice.
31. Detailed instructions for remote E-voting and E-voting during the 39th AGM, both forming part of this Notice, are annexed.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements), 2015 the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means, and business of the meeting would be transacted through remote e-voting, and also e-voting during the AGM.
- (ii) The members who have cast their vote by remote e-voting may also attend the AGM, but shall not be entitled to cast their vote again.
- (iii) The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting, as well as e-voting system on the date of the AGM, will be provided by CDSL.
- (iv) The Board of Directors of the Company has appointed CS Shreyans Jain, Practicing Company Secretary (Membership no. : FCS- 8519; C.P. No. : 9801), as Scrutinizer to scrutinize the e-voting process (both remote e-voting and during AGM) in a fair and transparent manner, and he has communicated his willingness to be appointed and will be available for same purpose.

Details instructions for the remote e-voting process is given below -

- (i) **The voting period begins on Thursday, August 8, 2024 at 9.00 a.m. IST and ends on Sunday, August 11, 2024 at 5.00 p.m. IST.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 5, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting **to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above SEBI Circular, login method for e-Voting and joining virtual meetings for **individual shareholders holding securities in demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL Depository	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. If the user is 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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. CDSL and NSDL -

Login type	Helpdesk details
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 toll free no. 1800 22 55 33.
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.: 022-4886 7000 and 022-2499 7000

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meeting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for ‘RISHIROOP LIMITED’ on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Facility for Non - Individual Shareholders and Custodians -Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: investor@rishiroop.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@rishiroop.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@rishiroop.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 21.05.2024

Arvind Mahendra Kapoor
Chairman
DIN: 00002704

Registered Office:
W-75(A) & W-76(A)
MIDC Industrial Area
Satpur, Nasik - 422007
CIN - L25200MH1984PLC034093

DETAILS OF DIRECTORS SEEKING REAPPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Name of Director	Mr. Arvind M. Kapoor
DIN	00002704
Date of Birth	20-01-1954
Qualifications	M.S. Polymer Engg. USA, and B.Tech (IIT - Mumbai)
Expertise in specific functional area	Chemical Engineer with over 44 years of industrial and managerial experience
Date of first appointment on the Board of the Company	24-09-1984
Terms & Conditions of re-appointment	Terms and Conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company website i.e. www.rishiroop.in
Remuneration last drawn	Refer to report on Corporate Governance
Shareholding in the Company & Shareholding as a beneficial owner (on 31.03.2024)	250,000 shares [Shares held as beneficial owner through Rishiroop Holding Pvt. Ltd - 30,30,000 shares and through Rishiroop Polymers Pvt. Ltd. - 28,37,000 shares]
Number of Board Meetings attended during FY 2023-24	3 out of 4
Names of other public limited companies in which directorships held /resigned in past three years	Nil
Membership/Chairmanship of Committees in other public limited companies in which he is director or in which he resigned in past three years	Nil
Relationship with other Directors, and other Key Managerial Personnel of the Company	Father of Mr. Aditya A. Kapoor, Managing Director

For and on behalf of the Board of Directors

Place: Mumbai
Date: 21.05.2024

Arvind Mahendra Kapoor
Chairman
DIN: 00002704

Registered Office:
W-75(A) & W-76(A)
MIDC Industrial Area
Satpur, Nasik - 422007
CIN - L25200MH1984PLC034093