

RONI HOUSEHOLDS LIMITED

(Formerly Known as Roni Households Private Limited)

Telephone No.: +91 77965 42369

Email: info@ronihouseholds.com

Website: www.ronihouseholds.com

CIN: U25207MH2017PLC300575

GSTIN: 27AAICR5657B1ZA



Date: July 18, 2023

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Respected Sir / Ma'am,

Sub: Submission of Notice of 06th Annual General Meeting.

Ref: Roni Households Ltd (Scrip Code: 542145).

We wish to inform you that the 06th Annual General Meeting of the Company will be held on Friday, August 11, 2023 at 12:30 P.M. IST through Video Conferencing (VC) or Other Audio Visual Means (OVAM) in compliance with the applicable circulars of Ministry of Corporate Affairs (MCA) and SEBI to transact the businesses mentioned in the Notice of 06th Annual General Meeting.

We have attached herewith the Notice of 06th Annual General Meeting of our Company for kind perusal of Stakeholders.

For, **Roni Households Limited**

Harish Manohar Sirwani
Managing Director
DIN: 07844075

Place: Jalgaon

Encl: Notice of 06th AGM

NOTICE OF 6th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixth (6th) Annual General Meeting (AGM) of the Members of **RONI HOUSEHOLDS LIMITED** (“the Company”) will be held on Friday, August 11, 2023 at 12:30 P.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESSES:

- 1. To receive, consider and adopt the Audited Standalone & Consolidated financial statements for the financial year ended on March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.**
- 2. To appoint a Director in place of Mrs. Nidhi Harish Sirwani (DIN: 07941219), who retires by rotation and being eligible, offers herself for re-appointment.**

Explanation: As per Section 152 of Companies Act, 2013, executive directors and non-executive directors are subject to retirement by rotation. Mrs. Nidhi Harish Sirwani (DIN: 07941219), who was appointed as Whole time Director, and is the longest-serving member on the Board, retires by rotation and, being eligible, seeks re-appointment.

To the extent that Mrs. Nidhi Harish Sirwani (DIN: 07941219), is required to retire by rotation, she would need to be reappointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution:

“**RESOLVED THAT**, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the reappointment of Mrs. Nidhi Harish Sirwani (DIN: 07941219) as such, to the extent that she is required to retire by rotation.”

SPECIAL BUSINESSES:

- 3. Re-appointment of Mr. Harish Manohar Sirwani (DIN: 07844075) as a Chairman and Managing Director of the Company:**

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

“**RESOLVED THAT**, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the board” which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Harish Manohar Sirwani (DIN: 07844075) as a Chairman and Managing Director for further period of five (5) years with effect from August 11, 2023, liable to retire by rotation and on such terms and conditions including salary and perquisites (hereinafter referred to as “remuneration”) as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, inconsonance with the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Harish Manohar Sirwani (DIN: 07844075) as set out in the explanatory

statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the board be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter.”

RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Harish Manohar Sirwani (DIN: 07844075) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Harish Manohar Sirwani (DIN: 07844075) as Chairman and Managing Director.

RESOLVED FURTHER THAT the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

4. Re-appointment of Mrs. Nidhi Harish Sirwani (DIN: 07941219) as Whole time Director of the Company:

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

“**RESOLVED THAT**, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the board” which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Nidhi Harish Sirwani (DIN: 07941219) as a Whole time Director for further period of five (5) years with effect from August 11, 2023, liable to retire by rotation and on such terms and conditions including salary and perquisites (hereinafter referred to as “remuneration”) as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, inconsonance with the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the Remuneration payable to Mrs. Nidhi Harish Sirwani (DIN: 07941219) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the board be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter.”

RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mrs. Nidhi Harish Sirwani (DIN: 07941219) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mrs. Nidhi Harish Sirwani (DIN: 07941219) as Whole time Director.

RESOLVED FURTHER THAT the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

5. Regularization Cum Appointment of Mr. Manish Gurumukhdas Karera (DIN:10149326) as a Non-executive Independent Director of the company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Manish Gurumukhdas Karera (DIN:10149326), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 05, 2023, by the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee and who in terms of Section 161 of the Companies Act, 2013 holds office till ensuing General Meeting, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till May 04, 2028, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby severally authorized to settle and question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary order, proper or expedient for the purpose of giving effect to this resolution.”

6. Alteration of Articles of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to the necessary approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and / or any other appropriate authority, the consent of shareholders of the Company be and is hereby accorded to amend the existing Articles of Association (“AOA”) of the Company in the following manner:

(i) Deletion of the sub clause u) “Seal” of Article 2.

**post deletion of the sub clause No. will be renumbered accordingly.*

(ii) Substitution of Existing Article No. 5 (ii) with following amended Article No. 5 (ii):

Every certificate shall be issued under the signature of two Directors or one Director & the Company Secretary of the Company, and shall specify the shares to which it relates and the amount paid-up thereon.

The certificate of title to shares and duplicates thereof when necessary shall be issued under the signature of two Directors or one Director & the Company Secretary of the Company or Authorized official(s) of the Company.

(iii) Deletion of the Article No. 85 along with its heading “The Seal”, which are reproduced below:

The Seal

85. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the

secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

**post deletion the Article No. will be renumbered accordingly.*

RESOLVED FURTHER THAT the existing Articles from Article 86 to Article 100 be renumbered as Article 85 to Article 99 respectively.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to take all the requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query, or doubt that may arise in this regard, and to execute/publish all such notices, deeds, agreements, papers and writings as may be necessary and required for giving effect to this resolution.”

7. Approval of Loans, Guarantee or Security under Section 185 of Companies Act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 185,186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members 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, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by entities mentioned in Explanatory Statement annexed to Resolution which is a group entity of the Company in which any of the Director of the Company is deemed to be interested, up to a sum not exceeding Rs. 70 Crores (Rupees Seventy Crore Only) at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.

RESOLVED FURTHER THAT the powers be delegated to the Board of the Company and the Board is hereby authorised to negotiate, finalise agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/documents/ undertakings/ agreements/ papers/ writings for giving effect to this Resolution."

Registered office:
Plot No. F - 55, Addl. MIDC Area, Ajanta
Road, Jalgaon - 425003, Maharashtra.

By order of the Board of Directors
For, **Roni Households Limited**

Sd/-

Place: Jalgaon
Date: July 17, 2023

Harish Manohar Sirwani
Managing Director
DIN: 07844075

IMPORTANT NOTES:

1. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC on Friday, August 11, 2023 at 12:30 P.M. (IST). The deemed venue of the proceedings of the 06th AGM shall be the Registered Office of the Company i.e. Plot No. F - 55, Addl. MIDC Area, Ajanta Road, Jalgaon - 425003, Maharashtra.
2. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II is annexed hereto.
3. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf, since this AGM is being held through VC pursuant to the Circulars issued by the Ministry of Corporate Affairs & SEBI, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. 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 for 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.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the MCA Circulars & SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. Notice calling the AGM has been sent by electronic means to those members who had registered their email addresses with the Company / Depositories. The Notice has also been uploaded on the website of the Company at www.ronihouseholds.com & the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and is also made available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

11. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide the replies at the Meeting.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, Bigshare Services Private Limited, at info@bigshareonline.com

Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhaar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
13. As per Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
14. 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.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 11, 2023. Members seeking to inspect such documents can send an email to ronihouseholds@gmail.com.
16. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the NSDL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialised mode is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed M/s SCS and Co. LLP, Practicing Company Secretaries (M. No. 41942 and COP No. 23630), as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
17. The e-voting period commences on Tuesday August 08, 2023 at 09:00 A.M. (IST) and ends on Thursday, August 10, 2023 at 05:00 P.M. (IST). During this period, members holding shares in dematerialised form, as on cut-off date, i.e. as on Friday, August 04, 2023 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast.
18. The Register of Members and Share Transfer Books of the Company will be closed from Friday, August 04, 2023 to Friday, August 11, 2023 (both days inclusive) and same will be re-opened from Saturday, August 12, 2023 onwards.
19. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

20. The Scrutinizer will submit their report to the Chairman of the Company ('the Chairman') or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting). The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and will also be displayed on the Company's website, www.ronihouseholds.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday August 08, 2023 at 09:00 A.M. (IST) and ends on Thursday, August 10, 2023 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. on Friday, August 04, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, August 04, 2023.

PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:

- i. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, 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 NSDL.
- ii. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. 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. Friday, August 04, 2023 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.
- iii. 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. Friday, August 04, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on Tuesday August 08, 2023 at 09:00 A.M. (IST) and ends on Thursday, August 10, 2023 at 05:00 P.M. (IST). During this period, the members of the Company holding shares as on the Cut-off date i.e. Friday, August 04, 2023, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- v. Once the vote on a resolutions is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. 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. Friday, August 04, 2023.
- vii. The Company has appointed M/s. SCS and CO. LLP, Practicing Company Secretaries (ICSI Unique Code: L2020GJ008700), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on Tuesday August 08, 2023 at 09:00 A.M. (IST) and ends on Thursday, August 10, 2023 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, August 04, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being i.e. Friday, August 04, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM:

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.

	<p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="690 541 1274 934" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>App Store Google Play</p> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 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 link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &</p>

	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 above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

	b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****	
	c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***	
<p>5. Password details for shareholders other than Individual shareholders are given below:</p> <p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.</p> <p>c) How to retrieve your ‘initial password’?</p> <p>(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.</p>			
<p>6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:</p> <p>a) Click on “<u>Forgot User Details/Password?</u>”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.</p> <p>b) <u>Physical User Reset Password?</u>” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>			
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.			
8. Now, you will have to click on “Login” button.			
9. After you click on the “Login” button, Home page of e-Voting will open.			

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- | |
|---|
| <ol style="list-style-type: none"> 1) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status. 2) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”. |
|---|

- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- 5) Upon confirmation, the message “Vote cast successfully” will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scsandcollp@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- 3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E- VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide 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 ronihouseholds@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ronihouseholds@gmail.com.
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
4. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e- voting by providing above mentioned documents.
5. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 6th AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the 6th AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the 6th AGM at the Registered Office of the Company or 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 6th AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 6th AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ronihouseholds@gmail.com.
6. The same will be replied by the company suitably.

CONTACT DETAILS:

Company	Address: Plot No. F - 55, Addl. MIDC Area, Ajanta Road, Jalgaon - 425003, Maharashtra. Tel No. +91 7796542369 Email: ronihouseholds@gmail.com Web: www.ronihouseholds.com
Registrar and Transfer Agent	Bigshare Service Pvt. Ltd. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai-400093, Maharashtra. E-mail: info@bigshareonline.com Website: www.bigshareonline.com Tel no.: +91 2262638299
e-Voting Agency & VC / OAVM	Email: evoting@nsdl.co.in NSDL help desk 1800-222-990
Scrutinizer	M/s SCS and Co LLP, Ms. Anjali Sangtani (Membership No. 41942, CP NO. 23630) Partner Email: scsandcollp@gmail.com ; Mo No: +918128156833

By the Order of Board of Directors
Roni Households Limited

Sd/-

Harish Manohar Sirwani
Managing director
DIN: 07844075

Place: Jalgaon
Date: July 17, 2023

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013 and Secretary Standard 2 on General Meetings)

3. Re-appointment of Mr. Harish Manohar Sirwani (DIN: 07844075) as a Chairman and Managing Director of the Company:- Special Resolution

Mr. Harish Manohar Sirwani was appointed as Managing Director for a period of 5 years w.e.f August 28, 2018 in the Board Meeting held on August 28, 2018, which was thereafter approved by members in the Extra Ordinary General Meeting held on September 15, 2018. Mr. Harish Manohar Sirwani was appointed under Schedule V of Companies Act, 2013. On the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on July 17, 2023.

The term of Mr. Harish Manohar Sirwani (DIN: 07844075) as Chairman and Managing Director of company expires on August 27, 2023, Board of Directors of the company at its meeting held on July 17, 2023 has, subject to the approval of members, re-appointed Mr. Harish Manohar Sirwani (DIN: 07844075) as Chairman and Managing Director for a further period of five (5) years w.e.f. August 11, 2023, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Harish Manohar Sirwani (DIN: 07844075) as a Managing Director and Chairman in terms of the applicable provisions of the Act.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Harish Manohar Sirwani (DIN: 07844075), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, the re-appointment of and remuneration payable to Mr. Harish Manohar Sirwani (DIN: 07844075) as Chairman and Managing Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

GENERAL INFORMATION:

Nature of Industry:

The company is engaged mainly trade in plastic granules and plastic households products.

Date or expected date of commencement of commercial production:

Company is already operating.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

Financial performance based on given indicators:

FINANCIAL RESULTS:

(Amount in Lakh)

Particulars	F.Y. 2022-23	F.Y. 2021-22
Revenue From Operations	548.93	1075.11
Other Income	11.36	0.44
Total Income	560.29	1075.56
Less: Total Expenses before Depreciation, Finance Cost and Tax	453.44	1061.88
Profit before Depreciation, Finance Cost and Tax	106.85	13.68
Less: Depreciation	63.56	94.25
Less: Finance Cost	32.34	38.70
Profit Before Tax	10.95	(119.27)
Less: Current Tax	1.71	-
Less: Deferred tax Liability (Asset)	2.41	7.05
Profit after Tax	6.83	(126.32)

Foreign investments or collaborations, if any:

No collaborations has been made by the Company with any of foreign entity. Further, as at 31 March, 2023, total holding of Foreign Shareholders was NIL Equity Shares.

1. BRIEF DETAILS OF DIRECTOR ALONG WITH TERMS AND CONDITIONS OF REMUNERATION:

Information about Mr. Harish Manohar Sirwani (DIN: 07844075)

Background Details:

Mr. Harish Manohar Sirwani, aged 37 years, is the Managing Director of our Company. He is one of the founding members of our Company. He holds Master Degree in Business Administration from North Maharashtra University, Jalgaon. Post qualification, he started his own venture, a proprietorship concern viz. "M/s. Roni Enterprises" (which was takeover by the Company in 2018) to trade in plastic granules and household items. Later in 2017, as a growth strategy he founded Roni Households Limited with his wife Mrs. Nidhi Sirwani to trade plastic granules and household items on a larger scale. Further, in 2017, he also founded RV Gems Private Limited, a Company founded with the object of manufacturing jewellery, with his wife Mrs. Nidhi Sirwani. Currently, he is overseeing the Operations Department of our Company.

Past Remuneration:

Not withdrawn remuneration for FY 2022-23.

Recognition of Award: None

Job Profile and his suitability:

As Managing Director of the Company, he is responsible for the management of the Company, subject to the superintendence, guidance and control of the Board of Directors. Taking into account his previous experience and knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Managing Director of the Company.

Remuneration Proposed: Upto Rs. 1.15 Lakh per month with such increments as may be decided by the Board from time to time, subject to ceiling on maximum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013.

Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Harish Manohar Sirwani and the industry bench marks, the proposed revised remuneration well below in compared to the comparable Companies.

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Save and except Mr. Harish Manohar Sirwani (DIN: 07844075), Mr. Manohar Asandas Sirwani (DIN: 07844076) and Mrs. Nidhi Harish Sirwani (DIN: 07941219) and their relatives to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 3.

OTHER INFORMATION:

Reasons of loss or inadequate profits:

We are working as per industry standards. The profit margin is low in our segment. The remuneration to be given is decided based on industry standards, looking to their profile the remuneration is justified.

Steps taken or proposed to be taken for improvement

The Company has initiated various steps to improve its administrative performance, including lowering its administrative costs.

Expected increase in productivity and profits in measurable terms:

The management continues to be optimistic towards the external economic environment and become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the ratification of remuneration specified above for the remaining tenure as Managing Director to Mr. Harish Manohar Sirwani (DIN: 07844075), is now being placed before the Members for their approval. The Board of Directors recommends the Special Resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Harish Manohar Sirwani (DIN: 07844075), himself and his relatives to the extent of their shareholding in the Company if any, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard II issued by ICSI is Annexure to Notice of 6th Annual General Meeting.

The Board of Directors is of the view that the remuneration payable to Mr. Harish Manohar Sirwani (DIN: 07844075), is commensurate with his abilities and experience and accordingly recommends the Special Resolution of the accompanying Notice for approval by the Members of the Company.

All the Directors of the Company and their relatives to the extent their shareholding in the Company are interested, in the resolution.

Members may note that in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Harish Manohar Sirwani (DIN: 07844075), will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Harish Manohar Sirwani (DIN: 07844075), as Managing Director of the Company.

**4. Re-appointment of Mrs. Nidhi Harish Sirwani (DIN: 07941219) as Whole time Director of the Company:–
Special Resolution**

Mrs. Nidhi Harish Sirwani (DIN: 07941219) was appointed as Whole Time Director for a period of 5 years w.e.f August 28, 2018 in the Board Meeting held on August 28, 2018, which was thereafter approved by members in the Extra Ordinary General Meeting held on September 15, 2018. Mrs. Nidhi Harish Sirwani (DIN: 07941219) was appointed under Schedule V of Companies Act, 2013.

The term of Mrs. Nidhi Harish Sirwani (DIN: 07941219) as Wholetime Director of company expires on August 27, 2023, Board of Directors of the company at its meeting held on July 17, 2023 has, subject to the approval of members, re-

appointed Mrs. Nidhi Harish Sirwani (DIN: 07941219) as Wholetime Director for a further period of five (5) years w.e.f. August 11, 2023, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mrs. Nidhi Harish Sirwani (DIN: 07941219) as a Wholetime Director in terms of the applicable provisions of the Act.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the minimum Remuneration payable to Mrs. Nidhi Harish Sirwani (DIN: 07941219), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, the re-appointment of and remuneration payable to Mrs. Nidhi Harish Sirwani (DIN: 07941219) as Wholetime Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

GENERAL INFORMATION:

Nature of Industry:

The company is engaged mainly trade in plastic granules and plastic households products.

Date or expected date of commencement of commercial production:

The Company is already operational.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

Financial performance based on given indicators:

FINANCIAL RESULTS:

(Amount in Lakh)

Particulars	F.Y. 2022-23	F.Y. 2021-22
Revenue From Operations	548.93	1075.11
Other Income	11.36	0.44
Total Income	560.29	1075.56
Less: Total Expenses before Depreciation, Finance Cost and Tax	453.44	1061.88
Profit before Depreciation, Finance Cost and Tax	106.85	13.68
Less: Depreciation	63.56	94.25
Less: Finance Cost	32.34	38.70
Profit Before Tax	10.95	(119.27)
Less: Current Tax	1.71	-
Less: Deferred tax Liability (Asset)	2.41	7.05
Profit after Tax	6.83	(126.32)

Foreign investments or collaborations, if any:

No collaborations has been made by the Company with any of foreign entity. Further, as at 31 March, 2022, total holding of Foreign Shareholders was NIL Equity Shares.

2. BRIEF DETAILS OF DIRECTOR ALONG WITH TERMS AND CONDITIONS OF REMUNERATION:

Information about Mrs. Nidhi Harish Sirwani (DIN: 07941219).

Background Details:

Mrs. Nidhi Harish Sirwani, aged 36 years, is the Whole-time Director and Chief Financial Officer of our Company. She is one of the founding members of our Company. She is an associate member of The Institute of Chartered Accountants of India. She had undergone 3 years of management training under N S Doshi & Co. and Jayesh Lalwani & Co. Before joining our Company in 2017, to provide professional guidance, she practiced in the field of taxation and audit for around 10 years. She is also a founding member of RV Gems Private Limited, a Company which was established with the object of manufacturing jewellery, with her husband Mr. Harish Sirwani. Currently, she is heading the Finance Department of our Company.

Past Remuneration:

Not withdrawn for FY 2022-23

Recognition of Award: None

Job Profile and his suitability:

As Whole-time Director of the Company, she is responsible for the management of the Company, subject to the superintendence, guidance and control of the Board of Directors. Taking into account her previous experience and knowledge about the industry and the nature and size of operations of the Company, she is a fit and proper person as the Whole-time Director of the Company.

Remuneration Proposed: Upto Rs. 65,000 per month with such increments as may be decided by the Board from time to time, subject to ceiling on maximum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013.

Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into consideration the size of the Company, the profile of Mrs. Nidhi Harish Sirwani and the industry bench marks, the proposed remuneration well below in compared to the comparable Companies.

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Save and except Mrs. Nidhi Harish Sirwani (DIN: 07941219), Mr. Harish Manohar Sirwani (DIN: 07844075) and Mr. Manohar Asandas Sirwani (DIN: 07844076) and their relatives to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 4.

OTHER INFORMATION:

Reasons of loss or inadequate profits:

We are working as per industry standards. The profit margin is low in our industry. The remuneration to be given is decided based on industry standards, looking to their profile the remuneration is justified.

Steps taken or proposed to be taken for improvement

The Company has initiated various steps to improve its administrative performance, including lowering its administrative costs.

Expected increase in productivity and profits in measurable terms:

The management continues to be optimistic towards the external economic environment and become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the ratification of remuneration specified above for the remaining tenure as Whole-time Director to Mrs. Nidhi Harish Sirwani (DIN: 07941219), is now being placed before the Members for their approval. The Board of Directors recommends the Special Resolution at Item No.4 of the accompanying Notice for approval by the Members of the Company.

Except Mrs. Nidhi Harish Sirwani (DIN: 07941219), herself and her relatives to the extent of their shareholding in the Company if any, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard II issued by ICSI is Annexure to Notice of 6th Annual General Meeting.

The Board of Directors is of the view that the remuneration payable to Mrs. Nidhi Harish Sirwani (DIN: 07941219), is commensurate with her abilities and experience and accordingly recommends the Special Resolution of the accompanying Notice for approval by the Members of the Company.

All the Directors of the Company and their relatives to the extent their shareholding in the Company are interested, in the resolution.

Members may note that in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mrs. Nidhi Harish Sirwani (DIN: 07941219), will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mrs. Nidhi Harish Sirwani (DIN: 07941219), as Whole-time Director of the Company.

5. Regularization Cum Appointment of Mr. Manish Gurumukhdas Karera (DIN:10149326) as a Non-executive Independent Director of the company:- Special Resolution

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on May 05, 2023, appointed Mr. Manish Gurumukhdas Karera (DIN: 10149326) as an “Additional Non-Executive Independent Director” of the Company to hold office till the date of the ensuing General Meeting & for a term of five (5) Years subject to the approval of the shareholders through special resolution.

The Company has received:

- (i) Consent in writing from Mr. Manish Gurumukhdas Karera to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (‘Appointment Rules’),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Manish Gurumukhdas Karera to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Act,
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the NRC recommended the candidature of Mr. Manish Gurumukhdas Karera. In the opinion of the Board, Mr. Manish Gurumukhdas Karera fulfills the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Manish Gurumukhdas Karera’s skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Manish Gurumukhdas Karera is eligible for appointment as an Independent Director.

A copy of the draft letter for the appointment of Mr. Manish Gurumukhdas Karera as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to Monday, August 08, 2023. The resolution seeks the approval of members for the appointment of Mr. Manish Gurumukhdas Karera as an Independent Director of the Company from May 05, 2023 to May 04, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise of Mr. Manish Gurumukhdas Karera and other relevant information as required under SEBI LODR Regulations and SS-2 is mentioned hereunder.

Mr. Manish Gurumukhdas Karera holds Masters Degree in Management Studies from Mumbai University. He posses 13 Years of rich experience spanning diverse roles across various markets into vintage business development and sales, Pan India. His Profile consists of versatile experiences dealing with multiple personalities across the industry.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the approval of the Members is sought for the appointment of Mr. Manish Gurumukhdas Karera as Independent Director of the Company, as a special resolution as set out above.

Relevant document in respect of the said item are available electronically for inspection by the Members from the date of Circulation of the Notice of the AGM. Members seeking to inspect such documents can send an email to ronihouseholds@gmail.com.

Except Mr. Manish Gurumukhdas Karera, being appointee Director, none of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution. The Board recommends the Special Resolution as set out at item no. 05 for approval by the Members.

6. Alteration of Articles of Association of the Company:- Special Resolution

With the enactment of the Companies (Amendment) Act, 2015, the use of Common Seal has been made optional. In order to facilitate administrative convenience for execution of documents on behalf of the Company it is proposed to alter the existing Articles of Association ("AOA") of the Company by removing/amending the relevant clauses in the Articles of Association of the Company pertaining to the common seal.

Accordingly, alter the relevant Articles of Association of the Company. Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a special resolution. The Board accordingly recommends the passing of the said resolution as contained in the Notice for approval by the Members as a special resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, directly or indirectly in the proposed resolution.

All the material documents pertaining to the above resolution shall be available for inspection by the Members at the Registered Office of the Company.

7. Approval of Loans, Guarantee or Security under Section 185 of Companies Act, 2013:- Special Resolution

The Company may have to render support for the business requirements of its group entity in whom any of the Director of the Company is deemed to be interested, from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Company was unable to extend financial assistance by way of loan/guarantee to such Entities;

Sr. No.	Name of Company and purpose of Utilisation	Maximum Amount of Loan/ Guarantee/	Maximum Tenure of Loan /Guarantee/ Security to be given	% of Interest to be Charged on Loan to be given
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		Security to be given		
1.	Roni Agro Limited Purpose: For Business Purpose of the Company.	35 Crores	Loan:- 10 Years Corporate Guarantee- Upto the date of repayment of Loan/Satisfaction of Charge.	At a rate of interest Decided By Board not lower than the <u>prevailing yield</u> of one year, three year, five year or ten year Government Security closest to the tenor of the loan
2.	HS Polychem Limited Purpose:- For Business Purpose of the Company	35 Crores	Loan: 10 Years Corporate Guarantee- Upto the date of repayment of Loan/Satisfaction of Charge.	At a rate of interest Decided By Board not lower than the <u>prevailing yield</u> of one year, three year, five year or ten year Government Security closest to the tenor of the loan

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for the capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

**By the Order of Board of Directors
Roni Households Limited**

Sd/-

**Harish Manohar Sirwani
Managing director
DIN: 07844075**

**Place: Jalgaon
Date: July 17, 2023**

Annexure to the Notice

Details of Director Retiring by Rotation/ Seeking Appointment/ Re-Appointment at the ensuing Annual General Meeting

{ Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; Secretarial Standards on General Meetings }

Particulars	Name	Name	Name
	Mr. Manish Gurumukhdas Karera	Mr. Harish Manohar Sirwani	Mrs. Nidhi Harish Sirwani
DIN:	10149326	07844075	07941219
Age	37 Years	37 Years	36 Years
Nationality	Indian	Indian	Indian
Date of First appointment	05/05/2023	09/10/2017	09/10/2017
Date of current designation	05/05/2023	28/08/2018	28/08/2018
Qualification	Masters of Management Studies-Marketing	MBA	Chartered Accountant
Experience - Expertise in specific functional areas - Job profile and suitability	<p>He holds Masters Degree in Management Studies from Mumbai University. He possesses 13 Years of rich experience spanning diverse roles across various markets into vintage business development and sales, Pan India. His Profile consists of versatile experiences dealing with multiple personalities across the industry.</p>	<p>He is one of the founding members of our Company. He holds Master Degree in Business Administration from North Maharashtra University, Jalgaon.</p> <p>Post qualification, he started his own venture, a proprietorship concern viz. "M/s. Roni Enterprises" (which was takeover by the Company in 2018) to trade in plastic granules and household items.</p> <p>Later in 2017, as a growth strategy he founded Roni Households Limited with his wife Mrs. Nidhi Sirwani to trade plastic granules and household items on a larger scale.</p> <p>Further, in 2017, he also founded RV Gems Private Limited, a Company founded with the object of manufacturing jewellery, with his wife Mrs. Nidhi Sirwani. Currently, he is overseeing the Operations Department of our Company.</p>	<p>Mrs. Nidhi Sirwani is the Whole-time Director and Chief Financial Officer of our Company.</p> <p>She is one of the founding members of our Company. She is an associate member of The Institute of Chartered Accountants of India.</p> <p>She had undergone 3 years of management training under N S Doshi & Co. and Jayesh Lalwani & Co. Before joining our Company in 2017, to provide professional guidance, she practiced in the field of taxation and audit for around 8 years. She is also a founding member of RV Gems Private Limited, a Company which was established with the object of manufacturing jewellery, with her husband Mr. Harish Sirwani. Currently, she is heading the Finance Department of our Company.</p>
Shareholding in the Company as on March 31, 2023	Nil	19,61,146 Equity Shares	14,42,650 Equity Shares

No. of Board meetings attended during the year	-	12	12
Directorships held in other Companies as on March 31, 2023	-	1.Rv Gems Private Limited 2.Roni Agro Limited 3.HS Polychem Limited	1.Rv Gems Private Limited 2.Roni Agro Limited 3.HS Polychem Limited
Chairman / Member of the Committees* of the Board of Directors of the Public Company	Membership-2 Chairmanship-2	Membership-1 Chairmanship-0	Membership-2 Chairmanship-0
Inter-se relationship with other Directors^	Not applicable	1. Husband of Mrs. Nidhi Sirwani 2. Son of Mr. Manohar Sirwani	1. Wife of Mr. Harish Sirwani. 2. Daughter in law of Mr. Manohar Sirwani
Terms and conditions of appointment or re-appointment	Appointment w.e.f. May 05 for a term of 5 years not liable to retire by rotation	Re-Appointment w.e.f. August 11, 2023 for a term of 5 years liable to retire by rotation	Re-Appointment w.e.f. August 11, 2023 for a term of 5 years liable to retire by rotation
Remuneration last drawn	-	Nil	Nil
Remuneration sought to be paid	-	1.15 lakh per month	65000 per month
Information as required pursuant to BSE Circular No. LIST/COMP/14/2018-19 June 20, 2018 dated June 20, 2018	The Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	The Director being re-appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	The Director being re-appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

*Committee includes the Audit Committee and Stakeholders' Grievance Committee

^ In accordance with SEBI (ICDR) Regulations, 2018 and the Companies Act, 2013.

By the Order of Board of Directors
Roni Households Limited

Sd/-

Harish Manohar Sirwani
Managing director
DIN: 07844075

Place: Jalgaon
Date: July 17, 2023