

August 24, 2024

To,

Listing Operation Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001

Listing Compliance Department
The National Stock Exchange of India Limited (NSE)
05th Floor, Exchange Plaza, C-1, Block G, Bandra
Kurla Complex, Bandra (E) Mumbai – 400 051

Scrip Code: **544119**

Symbol: **RPTECH**

Sub: Notice of the 35th Annual General Meeting of Rashi Peripherals Limited (“the Company”) scheduled on Tuesday, September 17, 2024

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/Madam,

In compliance with the Regulation 30 of the SEBI Listing Regulations, 2015, please find enclosed herewith the Notice of 35th Annual General Meeting (AGM) of the members of the Company scheduled to be held on Tuesday, September 17, 2024 at 4.00 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The said Notice is also uploaded on the Company's website www.rptechindia.com/investor.

Kindly take the above information on record.

Thanking you.

Yours faithfully,
For **RASHI PERIPHERALS LIMITED**

HINAL SHAH
Company Secretary
& Compliance Officer

Encl.: As aforesaid

Rashi Peripherals Limited

(Formerly known as Rashi Peripherals Private Limited)

Regd. Office: Ariisto House, 5th Floor, N S Phadke Road, Andheri East, Mumbai, Maharashtra – 400069, India
• Tel: +91-22-6177 1771 | Fax +91-22-61771999 • www.rptechindia.com | CIN: L30007MH1989PLC051039

Notice of the Thirty-Fifth Annual General Meeting

Notice is hereby given that the Thirty-Fifth Annual General Meeting ("AGM") of the members of **Rashi Peripherals Limited** (formerly known as Rashi Peripherals Private Limited) will be held on Tuesday, September 17, 2024 at 4:00 p.m. (IST) through Video Conferencing ("VC") or Other Audio-Visual means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Standalone and Consolidated Financial Statements

- (i) To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors Reports thereon.
- (ii) To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.

2. Declaration of Dividend for the financial year ended March 31, 2024

To declare a final dividend of ₹ 1 per equity share of ₹ 5 each for the Financial Year ended March 31, 2024.

3. Re-appointment of Director Retiring by Rotation

To appoint a Director in place of Mr. Krishna Kumar Choudhary (DIN: 00215919), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Modification of the "Rashi Peripherals Employees Stock Option Scheme, 2022" ("ESOP Scheme 2022 / ESOP Scheme")

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("the SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and in accordance with the provisions of the Articles of Association of the Company,

based on recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to approve and adopt amendments to the '**Rashi Peripherals Employees Stock Option Scheme, 2022**' ("**ESOP Scheme 2022/ESOP Scheme**"), together with the revised terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting;

RESOLVED FURTHER THAT the equity shares to be issued and allotted by the Company pursuant to exercise of Options, in the manner aforesaid shall rank pari-passu in all respects with the then existing equity shares of the Company;

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division or other re-organisation, split, change in capital structure of the Company, as applicable from time to time, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under law, so as to ensure fair and reasonable adjustment to the stock options granted earlier and further, if any additional stock options of the Company are to be issued to the Employees for the purpose of making a fair and reasonable adjustment to the stock options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s);

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued by the Company and the price of acquisition payable by the option grantees under the ESOP Scheme 2022 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of ₹ 5/- (Rupees Five only) per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted stock options under the ESOP Scheme 2022 and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly;

RESOLVED FURTHER THAT the Board and/or Nomination and Remuneration Committee ("NRC")

be and are hereby authorized to evolve, decide upon and bring into effect the ESOP Scheme 2022, quantum of the options to be granted to each Eligible Employee and make any modifications, changes, variations, alterations or revisions in the ESOP Scheme 2022, provided the same are not detrimental to the interest of the Eligible Employees or to suspend, withdraw or revive the ESOP Policy subject to compliance with applicable laws and regulations;

RESOLVED FURTHER THAT the Nomination and Remuneration Committee ("NRC") is hereby designated as the Compensation Committee for the purposes of Regulation 5 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

RESOLVED FURTHER THAT any of the Directors of the Company, Chief Financial Officer and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized, to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as they may in their absolute discretion deem necessary or desirable and pay fees and commission and incur expenses in relation to or for implementing the ESOP Scheme 2022 and to sign and file e-form(s) with Registrar of Companies, Mumbai as may be necessary for giving effect to the above resolution;

RESOLVED FURTHER THAT any of the Directors of the Company, Chief Financial Officer and the Company Secretary & Compliance Officer be and are hereby severally authorized to issue a certified true copy of this resolution."

5. Approval for the payment of remuneration to Executive Directors under Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("Listing Regulations"), read with the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Act") and the Rules made thereunder, the consent of the Members be and is hereby accorded to the continuation of payment of remuneration, to Mr. Krishna Kumar Choudhary (DIN:00215919), Mr. Sureshkumar Pansari (DIN:00215712) and Mr. Keshav Krishna Kumar Choudhary (DIN:08761927), Whole-time Directors, and Mr. Kapal Suresh Pansari (DIN:00215510), Managing Director, of the Company, as per the respective terms and conditions of their appointment including remuneration as approved by the Shareholders in the General Meeting and in such manner as stated in the explanatory statement attached hereto.

RESOLVED FURTHER THAT any of the Board of Directors of the Company, Chief Financial Officer and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), considered necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

By Order of the Board of Directors
For **Rashi Peripherals Limited**
(Formerly known as Rashi Peripherals Private Limited)

HINAL SHAH
Company Secretary & Compliance Officer
Membership No.: F10869

Place: Mumbai
Date: August 9, 2024

Registered Office:
Ariisto House, 5th Floor, Corner of Telli Galli,
Andheri (East), Mumbai - 400069

NOTES:

1. Pursuant to Circular No. 14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020, Circular No. 20/2020 dated 5th May 2020, Circular No. 21/2021 dated 14th December 2021, Circular No. 2/2022 dated 5th May 2022, Circular No. 10/2022 dated 28th December 2022 and Circular No. 09/2023 dated 25th September 2023 ("MCA Circulars"), issued by Ministry of Corporate Affairs, Government of India ("MCA") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 ("SEBI Circular") issued by the Securities and Exchange Board of India ("SEBI"), the 35th Annual General Meeting ('AGM') of members of the Company is convening through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM'), without the physical presence of the Members. The deemed venue for the AGM will be Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') setting out material facts concerning the business under Item Nos. 4 and 5 set out above is annexed hereto. The details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Paragraph 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (ICSI) for Directors seeking appointment/ re-appointment at the AGM, are annexed as Annexure I and forms part of this Notice.
3. In terms of the MCA Circulars, physical attendance of members has been dispensed with and therefore, 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 35th AGM. However, pursuant to Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting for participation in the 35th AGM through VC/ OAVM facility and e-voting during the 35th AGM.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Institutional Members are encouraged to attend and vote at this AGM through VC/OAVM. Institutional/ Corporate Shareholders (i.e., other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM or to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to cs@parikhassociates.com with a copy marked to company at investors@rpotechindia.com and National Securities Depository Limited (NSDL) at evoting@nsdl.com.
6. 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. Members may note that the VC/ OAVM facility provided by NSDL, allows the members to attend the AGM through VC / OAVM on a first come, first served basis.
7. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. Electronic copy of the Annual Report for the financial year ended March 31, 2024 along with the Notice of the 35th AGM of the Company, inter alia, indicating the process and manner of e-voting is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year ended March 31, 2024 and Notice of the 35th AGM of the Company, may send request to the Company's email address at investors@rpotechindia.com mentioning Folio No./ DP ID and Client ID. Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of the 35th AGM and the Annual Report for the Financial Year ended March 31, 2024 and all other communication sent by the Company, from time to time, can get their email address registered through their respective Depository Participant(s) ("DP")
9. Members may note that the Notice and Annual Report for the FY 2023-24 will also be available on the Company's website at www.rpotechindia.com/ investor, websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com, respectively and on the website of NSDL at www.evoting.nsdl.com.
10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participant(s) only.
11. Record Date and Dividend:
Final dividend for the financial year ended March 31, 2024, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid within 30 days from the date of AGM,

to those members whose names appear on the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories in accordance with the record date.

The Company has fixed Friday, August 23, 2024 as the 'Record Date' for determining the entitlements of Members to final dividend for the financial year ended March 31, 2024, if approved at the AGM.

Members holding shares in electronic form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for payment of dividend.

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the 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 No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form.
13. SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023 has mandated that with effect from April 1, 2024, dividend to security holders, shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.
14. In accordance with the relevant provisions of the Income Tax Act, 1961 and read with Finance Act 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of Members and the Company is required to deduct tax at source (TDS) from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. The Members are requested to update their PAN with Depository Participants (DPs).

A Resident Individual Member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No.15G/15H, to avail the benefit of non-deduction of tax at source by email to Registrar & Share Transfer Agent (RTA) at rnt.helpdesk@linkintime.co.in or the Company at investors@rpotechindia.com latest by Monday, September 16, 2024. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident

Members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to rnt.helpdesk@linkintime.co.in or investors@rpotechindia.com latest by Monday, September 16, 2024. Members will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <http://www.tdscpc.gov.in/app/tapn/tdstcscredit.xhtml>

15. Members are requested to register their correct email ID and correct Bank Account details:

In case the Members email ID is already registered with the Company/ Registrar & Share Transfer Agent ("RTA")/ Depositories, then the login details for e-voting are sent on the registered email address.

In case the Member has not registered his/her/ their email address with the Company/it's RTA/ Depositories and/or not updated the Bank Account mandate for receipt of dividend, the Member may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

16. 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 grievance with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website.
17. In terms of Section 124 of the Companies Act, 2013 dividends remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account of the Company shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to sub-section (1) of Section 125 of the Companies Act, 2013. In terms of Section 124(6) of the Companies Act, 2013, all shares in respect of which dividend has not been claimed for seven consecutive years or more shall also be transferred by the company to the demat account of Investor Education and Protection Fund

Authority. Any claimant of shares transferred as above shall be entitled to claim the transfer of shares from Investor Education and Protection Fund Authority in accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2017. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in web Form No. IEPF-5 (available on www.iepf.gov.in).

18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the 35th AGM. During the 35th AGM, Members may access the scanned copy of these documents, upon Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com>.
19. Process for registering e-mail addresses to cast votes electronically:

Shareholders who have not registered their email addresses are required to send an email request to evoting@nsdl.com along with the following documents for procuring User ID and Password for e-voting for the resolutions set out in this Notice:

- In case shares are held in demat mode, please provide DPID-Client ID (8 digit DPID + 8 digit Client ID or 16 digit beneficiary ID), name, client master or copy of consolidated account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained below at Step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

20. Permanent Registration of e-mail address with Company/ Depository Participants:

To support 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their concerned Depository Participants, in respect of electronic holding and with Link Intime, in respect of physical holding. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their Depository Participants/ Link Intime to enable servicing of notices/ documents/ Annual Reports

and other communications electronically to their e-mail addresses in future.

21. Voting Through Electronic Means:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated 9th December 2020, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The facility of casting votes by a member using the remote e-voting system before the Meeting as well as remote e-voting during the AGM, will be provided by NSDL.

The remote e-voting period commences on Friday, September 13, 2024 (9.00 a.m. IST) to Monday, September 16, 2024 (5.00 p.m. IST). During this period, Members of the Company, as on cut-off date i.e. Tuesday, September 10, 2024 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently. The voting rights of Members (for voting through remote e-voting before the AGM and remote e-voting during the AGM) shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the cut-off date i.e., Tuesday, September 10, 2024.

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

The remote e-voting period commences on **Friday, September 13, 2024 at 9:00 A.M. and ends on Monday, September 16, 2024 at 5:00 P.M.** 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. Tuesday, September 10, 2024, 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 Tuesday, September 10, 2024.

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"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. If you are 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders holding securities in demat mode with CDSL	<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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.



Type of shareholders	Login Method
	<ol style="list-style-type: none"> After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN 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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
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. 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 & voting during the meeting.

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. 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.com or call at 022 - 4886 7000
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

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

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

- 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, 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*****

5. Password details for shareholders other than Individual shareholders are given below:

shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <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) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.</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) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</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. 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>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?

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”.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on **“Forgot User Details/ Password?”** (If you are holding

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 cs@parikhassociates.com with a copy marked to evoting@nsdl.com. 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.: 022 - 4886 7000 or send a request to Mr. Sagar Gudhate, Senior Manager at evoting@nsdl.com

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 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 investors@rptechindia.com. If you are an Individual shareholder 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.**

2. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. 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 EGM/AGM ARE AS UNDER:

1. The procedure for e-voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ Shareholders, who will be present in the EGM/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 in the EGM/AGM.
3. Members who have voted through Remote e-voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

- i. Member will be provided with a facility to attend the EGM/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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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.

- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. 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.

- v. 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 investors@rptechindia.com. The same will be replied by the company suitably.
- vi. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investors@rptechindia.com from Friday, September 13, 2024 (9.00 a.m. IST) to Monday, September 16, 2024 (5.00 p.m. IST). Those Members who have pre-registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- vii. Members who need assistance before or during the AGM may contact NSDL on evoting@nsdl.com /022- 48867000 or contact Mr. Sagar Gudhate, Senior Manager at evoting@nsdl.com

By Order of the Board of Directors
For **Rashi Peripherals Limited**
(Formerly known as Rashi Peripherals Private Limited)

HINAL SHAH
Company Secretary & Compliance Officer
Membership No.: F10869

Date: August 9, 2024

Place: Mumbai

Registered Office:

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

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Mr. Krishna Kumar Choudhary (DIN: 00215919) Whole-time Director of the Company in terms of Section 152(6) of the Act, retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

His brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Committee Memberships / Chairmanships, his shareholding etc., is annexed herewith as "Annexure I".

The Board recommends the approval by the members for re-appointment of Director.

Mr. Krishna Kumar Choudhary, is interested in the said resolution as it relates to his own appointment.

Mr. Keshav Krishnakumar Choudhary (DIN: 08761927) Director of the Company being related are interested in the said resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives except Mr. Keshav Krishna Kumar Choudhary are, in any way, concerned or interested in the Resolution at Item No. 3 of the Notice.

Based on recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, it is further proposed to amend the existing ESOP Schemes 2022 subject to approval of shareholders by way of Special Resolution. The object of amendment is to carry out requisite changes in clause 6.2 relating to eligibility for grant of options as defined in the scheme, all other clauses of the ESOP Schemes remains unchanged.

Details of the proposed amendment to the ESOP Scheme are provided below:

Sr. No.	Clause No. and Clause Reference	Existing Clause	Revised Clause	Variation Proposed & Rationale for Variation
1	Clause 6.2- Eligibility for Grant of Options	The NRC may, on such dates as it shall determine, grant to such Employees as it may in its absolute discretion select, Options of the Company on the terms and conditions and for the equivalent amount of fair market value as on 1/04/2025 not lower than 1.5 times the average annual salary of the employee, of last three years taking into consideration completed 3 years average salary as on 31 st March immediately preceding the date when the employee completes 5 years of employment with the company or as it may decide.	The NRC may, on such dates as it shall determine, grant to such Employees as it may in its absolute discretion select, Options of the Company on the terms and conditions and for the equivalent amount of fair market value as on 1/04/2025 up – to 0.75 times the average annual salary of the employee, of last three years taking into consideration completed 3 years average salary as on 31 st March immediately preceding the date when the employee completes 5 years of employment with the company or as it may decide.	The term "not lower than 1.5 times" be modified as "up-to 0.75 times" to align with other contours of the scheme.

The aforesaid proposals are not detrimental to the interests of any existing option grantees/employees. Features of the Scheme remain the same as originally approved except clause 6.2 mentioned above. The information as specified in Part C of Schedule I SEBI (SBEB) Regulations and Rule 12 (2) of the Companies (Share Capital & Debentures) Rules, 2014 are as under:

Brief description of the Scheme:	<p>The Scheme provides for grant of employee stock options (“Options”) to the employees as defined in the ESOP Scheme 2022.</p> <p>Upon vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company. The Nomination and Remuneration Committee (NRC) in its absolute discretion may, for any Optionee or class of Optionees, permit the Options to be Exercised within such time and as per such terms and conditions as it may determine.</p> <p>The Scheme shall be administered and superintended by the NRC appointed by the Board which shall meet on a regular basis. The Board shall delegate full administrative authority over the Scheme and Options to the NRC. Subject to the provisions of the Scheme, and subject to the approval of any relevant authorities, the NRC shall have the authority in its discretion to determine, modify, amend, rescind or terminate the form, terms and conditions of the Scheme including but not limited to Vesting Date, Vesting Period, Liquidity Event, Exercise Period and Exercise Price, method of payment of Exercise Price, Corporate Action subject to the Applicable Laws, approve grant to eligible Employees to whom Options may from time to time be granted and other powers as defined in the scheme.</p>
Total number of Options to be granted:	<p>The maximum number of Shares subject to Option under the Scheme are not more than 5% of the diluted paid-up equity shares of the Company. Each Option granted to the Employee under this Scheme shall entitle the Employee to subscribe such number of Share in the Company, upon payment of Exercise Price as set out in this Scheme.</p> <p>The NRC may, on such dates as it shall determine, grant to such Employees as it may in its absolute discretion select, Options of the Company on the terms and conditions and for the equivalent amount of fair market value as on 1/04/2025 upto 0.75 times the average annual salary of the employee, of last three years taking into consideration completed 3 years average salary as on 31st March immediately preceding the date when the employee completes 5 years of employment with the company or as it may decide.</p> <p>There shall be no restrictions on the eligibility of any Optionee to participate in any other share option or share incentive scheme implemented by the Company or Holding Company or any of its Subsidiaries.</p>
Identification of classes of employees entitled to participate in the Scheme:	<p>“Employee” means:</p> <ol style="list-style-type: none"> a. A permanent employee of the Company, whether in India or outside India; or b. A Director of the Company whether whole time Director or not but excluding Independent Directors; <p>but does not include:</p> <ol style="list-style-type: none"> i) An employee who is a Promoter or a person belonging to the Promoter Group; or ii) A Director who either himself or through his Relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.

Provided that an employee shall not cease to be an employee in the case of:

- i) Any leave of absence approved by the Company; or
- ii) Transfers between locations of the Company;

Where such employee is a Director nominated by an institution as its representative on the Board:

- a) The contract or agreement entered into between the institution nominating its employee as the Director of the Company, and the Director so appointed shall, inter alia, specify the following:
 - i. Whether the Grants offered by the Company under the Scheme can be accepted by the said employee in his capacity as Director of the Company;
 - ii. That Grant if made to the Director, shall not be renounced in favour of the nominating institution; and
 - iii. The conditions subject to which fees, commissions, other incentives, etc. can be accepted by the Director from the Company.
- b) The Director so appointed shall furnish a copy of the contract or agreement at the first Board meeting of the Company attended by him after his nomination.

Appraisal process for determining the eligibility of the employees to employee stock options:

The NRC shall, based on the various criteria for selection of the Employees (which criteria shall be decided from time to time by the NRC for assessing the contribution of the Employees) decide on the Employees who qualify under the Scheme and the number of Options of the Company that may be issued to them.

The appraisal process shall include evaluation of an Employee based on one or more criteria for determining eligibility of the Employees to be granted Options, including but not limited to the following: I. Work related or academic performance of the Employee, II. Length of service, III. Potential of the Employee to contribute to the Company Group's performance, IV. Position held, V. The extent of contribution made by the Employee towards business results, achievement of medium to long term performance plans, processes, and customer satisfaction or employee satisfaction. VI. High market value / difficulty in replacement and VII. High risk of losing the Employee to competition.

Requirements of vesting and period of vesting:

The Vesting Period of an Option shall be a minimum of one year from the Grant Date.

Subject to the above Clause, the NRC shall have the sole discretion to decide the Vesting Period in respect of any Optionee. Unless otherwise specified, all Unvested Options granted shall vest over a period of three years at the rate of 33%, 33% and 34% respectively, with the first Vesting Date being one year from the Grant Date.

The NRC in its absolute discretion may, for any Optionee or class of Optionees, permit the Options to be Exercised within such time and as per such terms and conditions as it may determine.

The maximum period within which the Options shall be vested:

Vesting Period means the period which shall not be less than one year between the Grant Date and the date of Vesting of the Option granted to the Employee as per the table given below.

Year	% of Options to be vested
1	33
2	33
3	34

The exercise price or pricing formula:

Exercise Price means ₹ 10/- per option, which will be at a discount to the fair value of equity shares of the Company as at 1st April, 2025 or such other price as determined by the NRC/ Board at its sole discretion as specified in the Letter of Grant, which shall be payable by the Optionee for exercising the Option granted to him under the Scheme.

The exercise period and the process of exercise:	<p>Exercise Period means the period of 30 (thirty) calendar days from the date of intimation by the NRC about the occurrence of the Liquidity Event or such other time period as may be determined by the NRC within which the Optionee should Exercise his right to apply for the issue of Shares against the Vested Option pursuant to the Scheme.</p> <p>The Vested Options shall not be permitted to be exercised after the expiry of the above-mentioned Exercise Period and all the Vested Options that remained unexercised under the Scheme will lapse unless the Exercise Period is extended by the NRC.</p> <p>The unexercised Options shall not become available for future Grant under the Scheme, unless the Scheme has been terminated.</p>				
Lock-in period:	Not Applicable				
Maximum number of Options to be issued per employee and in aggregate:	<p>Subject to the provisions of the adjustments for corporate actions by the company, as mentioned in the ESOP Scheme. The maximum aggregate number of the Shares which may be subject to Option and granted under the Scheme are as under:</p> <table border="1"> <thead> <tr> <th>Issue Price value per Share</th> <th>The maximum number of Shares subject to Option under the Scheme are</th> </tr> </thead> <tbody> <tr> <td>Rs. 10/- (Rupees Ten only) of face value of Rs. 5/- each.</td> <td>Not exceeding 5% of the diluted paid-up equity shares of the Company</td> </tr> </tbody> </table>	Issue Price value per Share	The maximum number of Shares subject to Option under the Scheme are	Rs. 10/- (Rupees Ten only) of face value of Rs. 5/- each.	Not exceeding 5% of the diluted paid-up equity shares of the Company
Issue Price value per Share	The maximum number of Shares subject to Option under the Scheme are				
Rs. 10/- (Rupees Ten only) of face value of Rs. 5/- each.	Not exceeding 5% of the diluted paid-up equity shares of the Company				
Maximum quantum of benefits to be provided per Employee:	Each Option granted to the Employee under this Scheme shall entitle the Employee to subscribe such number of Share in the Company, upon payment of Exercise Price as set out in this Scheme.				
Whether the Scheme is to be implemented and administered directly by the Company or through a trust:	The Scheme shall be administered and superintended by the NRC appointed by the Board which shall meet on a regular basis. The Board shall delegate full administrative authority over the Scheme and Options to the NRC.				
Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:	Will be decided by Board from time to time.				
The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:	Not Applicable				
Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme:	Not Applicable				
Method of option valuation:	Fair Market Value per Share means the valuation arrived at by the NRC based on any internationally accepted pricing methodology under the Applicable Laws.				
Terms & conditions for buyback, if any, of specified securities/Options covered granted under the Scheme:	Subject to the Applicable Laws, the Company shall have the right, but not an obligation, to buy-back the Shares allotted to the Optionees on exercise of the Option at a Fair Market Value or such other value as determined by the NRC. The Optionees shall be under an obligation to tender the Shares held by them on such buy-back.				

Disclosure and Accounting Policies:	Consequent to the implementation of the Scheme, the Company shall follow the requirements of Indian Accounting Standards and applicable guidance note(s) as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.
The specified time period within which the employee shall exercise the vested options in the event of proposed termination of employment or resignation of employee:	The NRC is authorised to specify the time period within which the Optionee shall Exercise the Vested Options in the event of termination or resignation.
The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct:	The NRC is authorised to formulate the conditions under which Vested Options and Unvested Options may lapse in case of termination of employment for Misconduct. In the event of termination of employment of an Optionee by the Company for Misconduct, all Options including those, which are vested but not exercised at the time of termination of employment, shall expire and stand terminated with effect from the date of such termination.
The following statement, if applicable:	The said Statement is not applicable to the Company since the Company is opting for the Fair Value Method.
In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Board's Report and the impact of this difference on profits and on earnings per share ('EPS') of the Company shall also be disclosed in the Board's Report.	

Consent of the Shareholders is being sought by way of Special Resolution pursuant to Section 62(1)(b) of the Companies Act, 2013, read with Regulations 12(1) of the SEBI (SBEB) Regulations.

A draft of the ESOP Scheme 2022 with the proposed amendments shall remain open and accessible for inspection to the members during the continuance of the 35th AGM. During the 35th AGM, Members may access the scanned copy of these documents, upon Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com>.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested whether financially or otherwise, in this resolution, except to the extent of the options that may be granted to them under the ESOP Scheme.

The Board recommends the resolutions at Item no. 4 to be passed as Special Resolution.

Item No. 5

Pursuant to Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") the fee and compensation payable to Executive Directors who are promoters or members of promoter group, shall be subject to the approval of the members by Special Resolution in General Meeting, if, (a) the annual remuneration payable to such executive director exceeds rupees 5 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; OR (b) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits calculated as per section 198 of the Companies Act, 2013, of the Company.

In order to comply with the requirements of SEBI Listing Regulations, the approval is sought from the members of the Company by passing a Special Resolution to approve the continuation of payment of remuneration as per

existing terms and conditions notwithstanding the remuneration exceeding the limits prescribed in Regulation 17(6)(e) as mentioned hereunder to Mr. Krishna Kumar Choudhary, Mr. Sureshkumar Pansari, and Mr. Keshav Krishna Kumar Choudhary, Whole-time Directors, and Mr. Kapal Suresh Pansari, Managing Director of the Company.

The terms and conditions of remuneration are as under:

Name of the Directors	Mr. Krishna Kumar Choudhary	Mr. Sureshkumar Pansari	Mr. Keshav Krishna Kumar Choudhary	Mr. Kapal Suresh Pansari
Designation	Chairman & Whole-Time Director	Vice Chairman & Whole-Time Director	Whole-Time Director	Managing Director
Tenure	From 01.10.2020 till 30.09.2025	From 01.10.2020 till 30.09.2025	From 02.05.2022 till 01.05.2027	From 23.09.2022 till 22.09.2027
Date of Shareholder Approval of existing remuneration	September 23, 2022	September 23, 2022	July 29, 2022	September 23, 2022
Basic Salary, Other Terms & Conditions of Remuneration	<ol style="list-style-type: none"> 1. Basic Salary: ₹ 5,21,000/- per month 2. Special Allowance: ₹ 6,66,480/- per month 3. Contribution to Provident Fund @ 12% of Basic Salary 4. Reimbursement of society's maintenance & electricity bill of residential flat: Actual Basis 5. Perquisites and other terms 6. Increment: The Whole-time Director will be entitled for such increment as may be decided by the Board of Directors of the Company from time to time. 7. The appointment of the whole-time director may be terminated by either party by giving one month notice in each case. 	<ol style="list-style-type: none"> 1. Basic Salary: ₹ 5,21,000/- per month 2. Special Allowance: ₹ 59,78,980/- per month 3. Contribution to Provident Fund @ 12% of Basic Salary 4. Reimbursement of society's maintenance & electricity bill of residential flat: Actual Basis 5. Perquisites and other terms 6. Increment: The Whole-time Director will be entitled for such increment as may be decided by the Board of Directors of the Company from time to time. 7. The appointment of the whole-time director may be terminated by either party by giving one month notice in each case. 	<ol style="list-style-type: none"> 1. Basic Salary: ₹ 5,20,835/- per month 2. Contribution to Provident Fund @ 12% of Basic Salary 3. Perquisites and Allowances (A) Furnished rented Flat for residence for himself and his family members. (B) Reimbursement of electricity Charges of the Residential Flat (C) Reimbursement of Society Maintenance charges of the Residential Flat 4. Increment: The Whole-time Director will be entitled for such increment as may be decided by the Board of Directors of the Company from time to time. 	<ol style="list-style-type: none"> 1. Basic Salary: ₹ 5,21,000/- per month Special Allowance: ₹ 36,35,230/- per month 2. Contribution to Provident Fund @ 12% of Basic Salary 3. Perquisites: ₹ 28,77,206/- p.a. 4. Other terms & conditions of his appointment will remain same as approved by Board of Directors. (i) Increment: He will be entitled for such increment as may be decided by the Board of Directors of the Company from time to time. (ii) His appointment may be terminated by either party by giving one month notice in each case.

Name of the Directors	Mr. Krishna Kumar Choudhary	Mr. Sureshkumar Pansari	Mr. Keshav Krishna Kumar Choudhary	Mr. Kapal Suresh Pansari
	8. The Whole-time Director shall subject to the superintendence and control of Board of Director of the Company, look after policy planning, future expansion, finance and credit control, work of the Company and such other work as may be entrusted by the Board of Directors of the Company from time to time.	8. The Whole-time Director shall subject to the superintendence and control of Board of Director of the Company, look after policy planning, future expansion, finance and sourcing of new vendors/ products, work of the Company and such other work as may be entrusted by the Board of Directors of the Company from time to time.	5. The appointment of the Whole-time Director may be terminated by either party by giving one-month notice in each case. 6. The Whole-time Director shall subject to the superintendence and control of Board of Directors of the Company, look after policy planning, future expansion, finance and credit control, work of the Company and such other work as may be entrusted by the Board of Directors of the Company from time to time.	(iii) He shall subject to the superintendence and control of the Board of Directors of the Company, look after sales/ marketing and sourcing of new technology work of the Company and such other work as may be entrusted by the Board of Directors of the Company from time to time.
	9. The Whole-time Director shall be entitled for use of the Company's car with driver for official duties and telephone at residence and mobile phone (including payment for local calls and long distance official calls).	9. The Whole-time Director shall be entitled for use of the Company's car with driver for official duties and telephone at residence and mobile phone (including payment for local calls and long distance official calls).	7. The Whole-time Director shall be entitled for use of the Company's car with driver for official duties and telephone at residence and mobile phone (including payment for local calls and long distance official calls).	(iv) He shall be entitled for use of the Company's car for official duties and telephone at residence and mobile phone (including payment for local calls and long distance official calls).
	10. The Whole-time Director shall be entitled to be reimbursed in respect of all expenses incurred by him (including travelling, entertainment, etc.) for and on behalf of the Company.	10. The Whole-time Director shall be entitled to be reimbursed in respect of all expenses incurred by him (including travelling, entertainment, etc.) for and on behalf of the Company.	8. The Whole-time Director shall be reimbursed in respect of all expenses incurred by him (including travelling, entertainment, etc.) for and on behalf of the Company.	(v) He shall be entitled to be reimbursed in respect of all expenses incurred by him (including travelling, entertainment, etc.) for and on behalf of the Company.
	11. The Whole-time Director shall be entitled for Group Medical Insurance facility provided by the Company to all its employees.	11. The Whole-time Director shall be entitled for Group Medical Insurance facility provided by the Company to all its employees.	9. The Whole-time Director shall be entitled for Group Medical Insurance facility provided by the Company to all its employees.	(vi) He shall be entitled for Group Medical Insurance facility provided by the Company to all its employees.

Name of the Directors	Mr. Krishna Kumar Choudhary	Mr. Sureshkumar Pansari	Mr. Keshav Krishna Kumar Choudhary	Mr. Kapal Suresh Pansari
				(vii) He shall not be entitled for any sitting fees for attending the Meetings of the Board of Directors or Committee thereof, if fixed by the Company in future.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Krishna Kumar Choudhary, Chairman & Whole-time Director, Mr Sureshkumar Pansari, Vice Chairman & Whole-time Director, Mr. Keshav Krishna Kumar Choudhary, Whole-time Director and Mr. Kapal Suresh Pansari, Managing Director are in any way, concerned or interested in the aforementioned resolution.

The Board of Directors recommend the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

By Order of the Board of Directors
For **Rashi Peripherals Limited**
(Formerly known as Rashi Peripherals Private Limited)

HINAL SHAH
Company Secretary & Compliance Officer
Membership No.: F10869

Date: August 9, 2024

Place: Mumbai

Registered Office:

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

Annexure I

Information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India:

Name of the Director	Mr. Krishna Kumar Choudhary
Designation	Chairman & Whole-time Director
Age	69 years
DIN	00215919
Date of Appointment	February 28, 1997 (as Director)
Qualification	Bachelor of Commerce (from Banaras Hindu University), Chartered Accountant and Company Secretary (Inter).
Brief Resume and nature of Expertise/Experience in specific functional area	He has more than 4 Decades of experience in the IT distribution industry. He is also a member of The Institute of Chartered Accountants of India. He has been associated with our Company since 1997. His expertise is in the field of Finance and Operation.
Terms and conditions of Appointment or re-appointment	Pursuant to section 152 of the Companies Act, 2013, Mr. Krishna Kumar Choudhary is liable to retire by rotation, and being eligible, offers himself for re-appointment.
Details of remuneration sought to be paid	₹ 1.50 Crore per annum
Last Remuneration Drawn FY 2023-24	₹ 1.50 Crore per annum
Date of first appointment on the Board	February 28, 1997
Directorships in other companies (including those listed entities from which the person has resigned in the past three years)	<p>Indian Companies</p> <ol style="list-style-type: none"> 1. Znet Technologies Private Limited 2. R.C. Realtors Private Limited 3. Technology Distribution Association of India 4. Rotary Royales Foundation <p>Foreign Companies</p> <ol style="list-style-type: none"> 1. Rashi Peripherals Pte. Ltd
Memberships of Committees in companies (Includes only Audit & Stakeholders Relationship Committee) (including those listed entities from which the person has resigned in the past three years)	<p>A. Stakeholder's Relationship Committee (SRC)</p> <ol style="list-style-type: none"> 1. Rashi Peripherals Limited (Member) <p>B. Risk Management Committee (RMC)</p> <ol style="list-style-type: none"> 1. Rashi Peripherals Limited (Member) <p>C. Corporate Social Responsibility (CSR) Committee</p> <ol style="list-style-type: none"> 1. Rashi Peripherals Limited (Member)
No. of shares held in the Company	1296750 equity shares
Relationship between Directors inter-se and the KMPs	Mr. Krishna Kumar Choudhary is immediate relative to Mr. Keshav Krishna Kumar Choudhary. No other inter-se relationship with the Directors and Key Managerial Personnel of the Company.
Number of Board meetings attended during 2023-24	9 out of 9
In case of independent director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable