



ROYAL SENSE LIMITED

Registered Office: Plot No. 57, First Floor, Phase-II Badli, Industrial Estate, Badli Ind.,
Badli (North West Delhi), Delhi-110042

CIN: U21006DL2023PLC412051 Email: compliance@royalsense.in

Website: www.royalsense.in | Contact No.: +91-9205843102

Date: 23rd September, 2024

To,
The Manager
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street, Mumbai- 400001

Scrip Code: 544143
BSE Symbol: ROYAL

Subject: Outcome of Board Meeting held on 23rd September, 2024

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and further to our intimation letter dated 18th September, 2024, we wish to inform you that the Board of Directors of the Company at their Meeting held today i.e., on 23rd September, 2024 at its Registered Office, inter-alia, approved the following:

1. Increase in Authorized Share Capital of the Company and consequent amendment in the capital clause of Memorandum of Association of the Company - increase authorized share capital from existing Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- each to Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crores) Equity Shares having face value of Rs. 10/- each each ranking pari-passu in all respect with the existing Shares of the Company subject to the approval of Members in the Annual General Meeting ('AGM').
2. To issue, offer and allot, from time to time, in one or more tranches, to non-promoter group of persons as listed in Annexure - I ('Warrant Holders' / 'Proposed Allottees'), for upto 4,50,000 (Four Lakh Fifty Thousand only) Convertible Equity Warrants ('Warrants'), each carrying a right exercisable by the warrants holder(s) to subscribe to one (1) equity share against each warrant at a price of Rs. 151/- per warrant (including the warrant subscription price and warrant exercise price) or such higher price as may be arrived in accordance with the applicable provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations') aggregating to Rs. 6,79,50,000/- (Rupees Six Crore Seventy Nine Lakhs Fifty Thousand only), on a preferential allotment basis ('Preferential Offer') to the proposed allottees and such issuance will be in accordance with the provisions of Section 23, 42 and 62(1) of the Companies Act 2013, as amended, read with Companies (Prospectus and Allotment of Securities) Rules 2014, and Companies (Share Capital and Debentures) Rules 2014, as amended, ICDR Regulations, Listing Regulations and such other acts/ rules/ regulations as may be applicable and subject to necessary approval of the members of the Company at the ensuing AGM and other regulatory authorities, as may be applicable.

Details relating to the issue of Warrants as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 on disclosure of material events/ information by listed entities, dated July 13, 2023, are provided in 'Annexure I'.



ROYAL SENSE LIMITED

Registered Office: Plot No. 57, First Floor, Phase-II Badli, Industrial Estate, Badli Ind.,
Badli (North West Delhi), Delhi-110042

CIN: U21006DL2023PLC412051 Email: compliance@royalsense.in

Website: www.royalsense.in | Contact No.: +91-9205843102

3. The Board has decided to re-consider in future for the preferential issue by way of share swap to the existing shareholders of TTG Innovations Private Limited.
4. The Board based on the recommendation of Nomination and Remuneration Committee, approved and recommended variation and amendments to the company's ESOP schemes viz. Employee Stock Option Plan- ESOP 2024 subject to approval of shareholders to be obtained in the ensuing annual general meeting of the company.
5. Considered and approved the appointment of M/s. C N D & Associates (FRN: 030019N), Chartered Accountants (the "Firm"), as the Statutory Auditor of Royal Sense Limited (the "Company") for a period of Five consecutive years commencing from the conclusion of the ensuing Annual General Meeting till the conclusion of Annual General Meeting to be held in the year 2029 subject to approval of shareholders to be obtained in the ensuing annual general meeting of the company.

The details required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 2023 attached below as: Annexure-II

6. Considered and approved the draft of Board Report and its annexure and annual report for the year ended 31st March, 2024.
7. The Board has also approved convening of 1st Annual General Meeting of the Members of the Company on 23rd October 2024 through Video Conferencing / Other Audio Visual Means along with draft notice convening the meeting to be dispatched to the members for seeking their approval.
8. The Board approved the appointment of Scrutinizer Mr. Sumit Bajaj proprietor of M/s. Sumit Bajaj & Associates, Practising Company Secretaries (Membership No. 45042/ CoP No. 23948) for scrutinizing the E- voting to be conducted in the 1st Annual General Meeting of the Company.

The meeting commenced at 3:00 P.M. and concluded at 9:30 P.M

Please take the above information on record and arrange for dissemination.

Yours faithfully,

For Royal Sense Limited

Rishabh Arora
Managing Director
DIN: 09745543

Annexure-I

Disclosures a required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No.	Particulars	Details
1.	Type of Securities proposed to be issued	Warrants, each convertible into, or exchangeable for, One fully paid-up equity share of the Company of face value Rs.10/- (Rupee Ten only) each.
2.	Type of issuance	Preferential Issue of equity shares in accordance with Chapter V of the SEBI (ICDR) Regulations 2018 read with the Companies Act, 2013 and rules made thereunder.
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	4,50,000 (Four Lakh Fifty Thousand Only) warrant convertible into equity shares of the Company, in one or more tranches, having face value of 10/- (Rupees Ten Only) each, at a price of Rs. 151/- (Rupees One Hundred Fifty One Only) (including premium of Rs.141 (Rupees One Hundred Forty One Only) per share) aggregating to Rs. 6,79,50,000/- (Six Crore Seventy Nine Lakh Fifty Thousand Only)

In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):

Name of the Investors	Name of the Allottees	Status Post Allotment
	HBPA Tradex Private Limited	Public
Manish Kumar (HUF)	Public	
Ranay Shrivastava	Public	
Swarnali Advisors Private Limited	Public	
Ruchas Ventures	Public	
Mini Agrawal	Public	
Sandeep Aggarwal	Public	
Shilpa Kabra	Public	
Divya Sawhney	Public	
Navneet Kumar	Public	
Umesh Arora	Public	
Mohit Goyal	Public	
Hemangi Vikas Ruia	Public	
TDK Partners	Public	

Post-Allotment of Securities: Outcome of Subscription, issue price / allotted price (in case of convertibles), number of investors;	Name of the investors			
	Pre-Preferential Shareholding		Post-Preferential Shareholding	
	No. of Equity Shares	%	No. of Equity Shares	%



ROYAL SENSE LIMITED

Registered Office: Plot No. 57, First Floor, Phase-II Badli, Industrial Estate, Badli Ind.,
Badli (North West Delhi), Delhi-110042

CIN: U21006DL2023PLC412051 Email: compliance@royalsense.in

Website: www.royalsense.in | Contact No.: +91-9205843102

		HBPA Tradex Private Limited	-	-	100000	1.87
		Manish Kumar (HUF)	-	-	100000	1.87
		Ranay Shrivastava	-	-	50000	0.93
		Swarnali Advisors Private Limited	-	-	50000	0.93
		Ruchas Ventures	-	-	20000	0.37
		Mini Agrawal	-	-	18000	0.34
		Sandeep Aggarwal	-	-	18000	0.34
		Shilpa Kabra	-	-	16000	0.30
		Divya Sawhney	-	-	9000	0.17
		Navneet Kumar	-	-	5000	0.09
		Umesh Arora	-	-	10000	0.19
		Mohit Goyal	-	-	14000	0.26
		Hemangi Vikas Ruia			20000	0.37
		TDK Partners			20000	0.37
		Total			450000	8.41
	Issue Price	Rs. 151/- (a price not being lower than the price determined in accordance with the Chapter V of SEBI ICDR Regulations, 2018 and other applicable regulations, if any)				
	Number of Investors/ Allottees	14 (Fourteen)				
	In case of convertibles: intimation of conversion of securities or on lapse of the tenure of the instrument	Not Applicable				

**ROYAL SENSE LIMITED**

Registered Office: Plot No. 57, First Floor, Phase-II Badli, Industrial Estate, Badli Ind.,
Badli (North West Delhi), Delhi-110042

CIN: U21006DL2023PLC412051 Email: compliance@royalsense.in

Website: www.royalsense.in | Contact No.: +91-9205843102

Sr. No.	Name of the Proposed Allottees	Pre- issue status of the allottee's	Pre- issue share holding	Pre- issue Share holding (%)	No. of Shares to be allotted	Post issue Share holding (Including proposed allotment + pre share holding)	Post issue Share holding (%) #	Post issue status of the allottee's
1.	HBPA Tradex Private Limited	Public	-	-	100000	100000	1.87	Public
2.	Manish Kumar (HUF)	Public	-	-	100000	100000	1.87	Public
3.	Ranay Shrivastava	Public	-	-	50000	50000	0.93	Public
4.	Swarnali Advisors Private Limited	Public	-	-	50000	50000	0.93	Public
5.	Ruchas Ventures	Public	-	-	20000	20000	0.37	Public
6.	Mini Agrawal	Public	-	-	18000	18000	0.34	Public
7.	Sandeep Aggarwal	Public	-	-	18000	18000	0.34	Public
8.	Shilpa Kabra	Public	-	-	16000	16000	0.30	Public
9.	Divya Sawhney	Public	-	-	9000	9000	0.17	Public
10.	Navneet Kumar	Public	-	-	5000	5000	0.09	Public
11.	Umesh Arora	Public	-	-	10000	10000	0.19	Public
12.	Mohit Goyal	Public	-	-	14000	14000	0.26	Public
13.	Hemangi Vikas Ruia	Public	-	-	20000	20000	0.37	Public
14.	TDK Partners	Public	-	-	20000	20000	0.37	Public
Total					450000	450000	8.41	



ROYAL SENSE LIMITED

Registered Office: Plot No. 57, First Floor, Phase-II Badli, Industrial Estate, Badli Ind.,
Badli (North West Delhi), Delhi-110042

CIN: U21006DL2023PLC412051 Email: compliance@royalsense.in

Website: www.royalsense.in | Contact No.: +91-9205843102

The details as required pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given herein under:

Annexure-II

Particulars Details	Particulars Details
Name of the Statuary Auditor	M/s. C N D & Associates
Reason for change viz appointment, reappointment, resignation, removal, death or otherwise	Appointment as Statutory Auditor of the company
Date of Appointment	September 23, 2024 (Subject to approval of shareholders at ensuing General meeting of the company)
Terms of Appointment	For Five Financial year from 01st April, 2024 to 31st March, 2029.
Brief Profile (In case of appointment)	Mr. C N D & Associates (FRN: 030019N and Peer Review No. 017808) is multifaceted CA firm with its Head Office in New Delhi. The firm has a diversified team of Industry experts, Financial experts provides range of services inter alia under Audit & Assurance including Tax audit and Internal Financial Controls Audit, taxation, valuations and consulting services.
Disclosure of Relationship between Directors	Not Applicable