

RACONTEUR GLOBAL RESOURCES LIMITED
(Formerly known as Ganesh Films India Limited)
Regd. Office: 503, 5th Floor, Plot – 461D, A Wing Parshvanath Gardens,
Bhaudaji Road, Kings Circle, Matunga, Mumbai-400019
Email Id: ganeshfilm.compliance@gmail.com | **CIN:** L07100MH2018PLC307613 |
Tel No: +91 9779029129

Date: 5th March, 2024

To,
The Listing Department
BSE Limited
25th Floor, P J Towers, Dalal Street
Mumbai, Maharashtra – 400001

Sub.: Notice of Extra Ordinary General Meeting for the Financial Year 2023-24

Ref: Raconteur Global Resources Limited (Formerly known as Ganesh Films India Limited) (Scrip Code: 541703)

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby wish to submit the Notice of the Extra Ordinary General Meeting ("EoGM") of the Company to be held on **Friday, 29th day of March, 2024 at 12:30 P.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India.

The Notice of Extra Ordinary General Meeting is available also on the Company's Website www.ganeshfilms.com.

You are requested to take the above information on record.

For RACONTEUR GLOBAL RESOURCES LIMITED
(Formerly known as Ganesh Films India Limited)

RAJIV VASHISHT
MANAGING DIRECTOR
DIN: 02985977

**NOTICE
EXTRA-ORDINARY
GENERAL MEETING
OF
RACONTEUR GLOBAL
RESOURCES LIMITED
(FORMERLY KNOWN AS
GANESH FILMS INDIA
LIMITED)**

RACONTEUR GLOBAL RESOURCES LIMITED

(Formerly known as Ganesh Films India Limited)

Regd. Office: 503, 5th Floor, Plot – 461D, A Wing Parshvanath Gardens,
Bhaudaji Road, Kings Circle, Matunga, Mumbai-400019

Email Id: ganeshfilm.compliance@gmail.com | **CIN:** L07100MH2018PLC307613 |

Tel No: +91 9779029129

NOTICE OF EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY

NOTICE be and is hereby given that the Extra-Ordinary General Meeting (“EoGM”) of the Members of **RACONTEUR GLOBAL RESOURCES LIMITED** (Formerly known as Ganesh Films India Limited) for the financial year 2023-24 will be held on **Friday, March 29, 2024 at 12:30 P.M. (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business(es):

SPECIAL BUSINESS

ITEM NO. 1

TO APPOINT MR. ASDULLA MEHFUZALI KHAN (DIN:10388973) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), Regulation 17 and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in terms of Articles of Association of the Company and basis of the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Asdulla Mehruzali Khan (DIN:10388973) who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from February 28, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years, w,e,f February 28, 2024 to February 27, 2029 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Asdulla Mehruzali Khan be paid such fees and remuneration as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 2

TO APPOINT OF MR. TUSHAR VIRENDRA PRATAP SINGH (DIN: 10388960) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b), Regulation 17 and Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in terms of Articles of Association of the Company and basis of the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Tushar Virendra Pratap Singh (DIN:10388960) who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from February 28, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years, w.e.f February 28, 2024 to February 27, 2029 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Tushar Virendra Pratap Singh (DIN:10388960) be paid such fees and remuneration as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 3

TO APPOINT M/S KAPIL SANDEEP & ASSOCIATES, CHARTERED ACCOUNTANTS (FRN: 016244N) AS STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY DUE TO RESIGNATION OF EXISTING STATUTORY AUDITORS

To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139(8), 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with the Companies (Audit and Auditors) Rules, 2014 read with the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) (including any statutory modification(s), re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Kapil Sandeep & Associates, Chartered Accountants (FRN: 016244N), who have given their consent letter along with required certificate under Section 141 of the Act to the effect that their appointment, if made, would be within the limits specified under this section, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of the existing Statutory Auditors, M/s JMR and Associates LLP, Chartered Accountants (FRN: 106912W/W100300).

RESOLVED FURTHER THAT M/s Kapil Sandeep & Associates, Chartered Accountants (FRN: 016244N) shall hold office till the conclusion of the ensuing 6th Annual General Meeting of the Company and that they shall conduct the Statutory Audit for the financial year ending on 31st March, 2024 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of pocket expenses as determined by the Audit Committee/ Board of Directors of the Company in consultation with the auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 4

TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND MAKE SUBSEQUENT AMENDMENT IN THE MEMORANDUM OF ASSOCIATION

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under (**“the Act”**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company **from** Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakh Only) divided into 3500000 (Thirty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each **to** Rs.7,00,00,000/- (Rupees Seven Crore Only) divided into 7000000 (Seventy Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each, by way of creation of additional 3500000 (Thirty Five Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each aggregating to Rs. 3,50,00,000 (Rupees Three Crore Fifty Lakh Only) and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

“V. The Authorized Share Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crore Only) divided into 7000000 (Seventy Lakh) Equity Shares of Rs. 10/-(Rupees Ten Only).”

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 5

TO CREATE, ISSUE, OFFER AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (**“the Act”**) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (**“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time (**“SEBI Listing Regulations”**), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), the BSE Limited where the equity shares of the Company are listed (**“Stock Exchange”**) and / or

any other competent authorities from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals (including regulatory approval(s), consent(s), permission(s) and sanction(s) as may be necessary or required and such conditions as may be imposed or prescribed while granting such approval(s), consent(s), permission(s) and sanction(s), which may be agreed to by the Board of Directors of the Company (**hereinafter referred to as "the Board"**) which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot on a preferential basis 3382346 (Thirty Three Lakhs Eighty Two Thousand Three Hundred Forty Six Only) equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) each, at a price of INR 34/- (Indian Rupees Thirty Four Only) including a premium of INR 24/- (Indian Rupees Twenty Four Only) per equity share, which is not less than the floor price as on the Relevant Date, determined in accordance with Chapter V of the ICDR Regulations, and the fair value per equity share of the Company as on the Relevant Date for cash and consideration other than cash on such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations and other applicable laws.

The details of the Proposed Allottees and the number of equity shares of the Company proposed to be allotted are set forth in the below table:

Sr. No	Name of Proposed Allottees	No. of Equity Shares to be Allotted
1	Mr. Karan Singh Thandi	588235
2	Mr. Sampat Singh Ahluwalia	588235
3	Mr. Sanjambir Singh	294117
4	Ms. Parvinder Kaur Kohli	294117
5	Mr. Ram Kumar	147058
6	Ms. Anju Bajaj	147058
7	Mr. Deepak Bajaj	147058
8	Mr. Amit Bajaj	147058
9	Mr. Sarfaraz Mallick	147058
10	Mr. Gagandeep Sharma	147058
11	Mr. Rajiv Vashisht	735294
TOTAL		3382346

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations the "Relevant Date" for the preferential issue for the determination of issue price of equity share shall be February 28, 2024.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Shares to the Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- 1) The Shares to be issued and allotted shall be fully paid-up at the time of allotment and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers, etc) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- 2) The issuer has obtained the Permanent Account Numbers of the proposed allottee;
- 3) The issue price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- 4) The Shares shall be allotted by the Company to the Proposed Allottee(s) in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to the Stock Exchanges and / or Securities and Exchange Board of India) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals;
- 5) The Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable laws for the time being in force;
- 6) The Shares to be allotted to the Proposed Allottees shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- 7) The Shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above;
- 8) The issuer is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any circular or notification issued by the Board thereunder.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee(s) through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions ("**Offer Document**"), after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges, and within the timelines prescribed under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Subscription Shares, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation - (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Shares to be allotted to the Proposed Allottee(s) for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; (ii) making applications to the Stock Exchanges for obtaining in-principle approvals; (iii) listing of shares; (iv) filing requisite documents with the Ministry of Corporate Affairs and other statutory / regulatory authorities; (v) filing of requisite documents with the depositories; (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer; (vii) issue and allotment of the Subscription Shares; and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including in respect of matters relating to execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard”.

**By the Order of the Board of Directors
For RACONTEUR GLOBAL RESOURCES LIMITED
(Formerly known as Ganesh Films India Limited)**

**Date: 28th February, 2024
Place: Chandigarh**

**Sd/-
RAJIV VASHISHT
MANAGING DIRECTOR
DIN: 02985977**

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (**"the Act"**), in respect of the special businesses mentioned in the Notice of this Extra- Ordinary General Meeting (**"EoGM"/"Notice"**) is annexed hereto.
2. Pursuant to General Circular No.11/2022 dated December 28, 2022 and General Circular No.09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (**"MCA Circulars"**) and SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD-PoD-2/P/CIR/2023/167 Dated 7th October, 2023 issued by the Securities and Exchange Board of India (**"SEBI Circulars"**) permitted the holding of the EoGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the above and the relevant provisions of the Companies Act, 2013 (**'the Act'**) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), the EoGM of the Company is being held through VC/OAVM.
3. Corporate Members are requested to send a certified copy (in PDF/JPG format) of the Board Resolution authorizing their representatives to attend the EoGM, pursuant to Section 113 of the Act, through e-mail at ganeshfilm.compliance@gmail.com.
4. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 i.e. Secretarial Standards on General Meetings in respect of the Director seeking appointment/reappointment at the Meeting is annexed to the Explanatory Statement hereto.
5. In conformity with the applicable regulatory requirements, the Notice of the Extra Ordinary General Meeting is being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories (NSDL/CDSL). Further In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 the Notice calling the EoGM has been uploaded on the website of the Company at www.ganeshfilms.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EoGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EoGM) i.e. www.evotingindia.com. Members may also note that the Notice of the Meeting will also be available on the Company's website www.ganeshfilms.com for download.
6. Relevant Documents referred to in the accompanying Notice and all other statutory documents will be made available for inspection in the electronic mode. Members can inspect the same by sending a request to the Company's investor email ID i.e. ganeshfilm.compliance@gmail.com.
7. Since the EoGM being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice.
8. 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 MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, 2/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022, the Company is providing facility of remote e-voting (facility to cast vote prior to the EoGM) and also e-voting during the EoGM to its Members in respect of the business to be transacted at the EoGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through

electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EoGM will be provided by CDSL. The detailed instruction for remote E-Voting & E-Voting at EoGM is annexed to the Notice as **Annexure-A**.

9. Ms. Kavita, (ICSI Membership No. F9115), Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process (remote as well as e-voting at the time of EoGM) in a fair and transparent manner.
10. The remote e-voting period commences on Tuesday, 26th March, 2024 (09:00 A.M.) and ends on Thursday, 28th March, 2024 (05:00 P.M.) During this period, Members holding shares either in physical form or demat form, as on Friday, 22nd March, 2024 i.e. Cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
11. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting vote.
12. The Results of voting will be declared within 2 working days from the conclusion of the EoGM and the Resolutions will be deemed to be passed on the date of the EoGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website www.ganeshfilms.com and on the website of CDSL i.e., www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE], where the equity shares of the Company are listed.
13. The Members can join the EoGM 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 EoGM 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 EoGM without restriction on account of first come first served basis.
14. The attendance of the Members attending the EoGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. EoGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No.11/2022 dated December 28, 2022 and General Circular No.09/2023 dated September 25, 2023.
16. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.

17. Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 22nd March, 2024 may obtain the login ID and password by sending a request at Issuer/ RTA.
18. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to attended the EoGM.
19. A member may participate in the EoGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EOGM.

**By the Order of the Board
For RACONTEUR GLOBAL RESOURCES LIMITED
(Formerly known as Ganesh Films India Limited)**

**Date: 28th February, 2024
Place: Chandigarh**

**Sd/-
RAJIV VASHISHT
MANAGING DIRECTOR
DIN: 02985977**

ANNEXURE-A

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

- (i) The voting period begins on Tuesday, 26th March, 2024 (09:00 A.M.) and ends on Thursday, 28th March, 2024 (05:00 P.M.) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date (Record Date) of i.e. Friday, 22nd March, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by public non-institutional shareholders/retail shareholders is at an negligible level.

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

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

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) 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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) 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. 3) 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. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider

	<p>name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</p> <ol style="list-style-type: none"> 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3) 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 digitdemat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period.</p>

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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
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.:18001020990 and1800224430

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

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

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alphanumeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant Are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (3).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company's election screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN (240301004) for Raconteur Global Resources Limited (Formerly Known as Ganesh Films India Limited) on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xv) If a demat account holder has forgotten the login password then Enter the User Id and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Facility for Non-Individual Shareholders and Custodians- Remote Voting

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to login and register themselves in www.evotingindia.com and register themselves in the "Corporates Module".

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

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

1. The procedure for attending meeting & e-voting on the day of the EoGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EOGM.
4. Shareholders are encouraged to join the Meeting through Laptops/I-Pads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EoGM but have queries may send their queries in advance latest by Friday, 22nd March, 2024 by 5:00 PM mentioning their name, demat account number/folio number, email id, mobile number at (company email id- ganeshfilm.compliance@gmail.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EoGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the EoGM.

If any Votes are cast by the shareholders through the e-voting available during the EoGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS(ES) PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1

APPROVAL OF APPOINTMENT OF MR. ASDULLA MEHFUZALI KHAN (DIN:10388973) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Post reviewing of confirmation of Independence received from Mr. Asdulla Mehfuzaali Khan (DIN: 10388973), under Section 149(6) of the Companies Act, 2013 (**'the Act'**) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), basis the recommendation of Nomination and Remuneration Committee, the Board of Directors (**"Board"**) of the Company at its meeting held on February 28, 2024 had approved the appointment of Mr. Asdulla Mehfuzaali Khan as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from February 28, 2024 till the commencement of ensuing General Meeting of the Company.

Mr. Asdulla Mehfuzaali Khan is registered under Indian Institute of Corporate Affairs ("IICA") and also has qualified his exam before the date of appointment.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the directorship of Mr. Asdulla Mehfuzaali Khan has to be approved by the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. The proposed special resolution as set out at Item No. 1 of this Notice has been proposed keeping in sight the said requirement. Appropriate notice has been received from a member proposing candidature of Mr. Asdulla Mehfuzaali Khan as a Director of the Company pursuant to Section 160 of the Act.

The Company has received declaration from Mr. Asdulla Mehfuzaali Khan that he meets with the criteria of Independence as prescribed under Section 149(6) of the Act read with Regulation 16(1)(b) of SEBI Listing Regulations. Mr. Asdulla Mehfuzaali Khan had no prior transaction/association with the Company, its Directors, Promoters and Promoter group entities.

The Board opines that Mr. Asdulla Mehfuzaali Khan fulfils the conditions specified under Section 149(6) and Schedule IV of the Act read with Regulation 16(1)(b) of SEBI Listing Regulations and also that he is independent of the management. Mr. Asdulla Mehfuzaali Khan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority.

Mr. Asdulla Mehfuzaali Khan is a person of integrity and possesses professional qualification

A brief profile and other information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by Institute of Company Secretaries of India ("ICSI") is provided as **Annexure-A**.

Your Board recommends the Special resolution as set out in Item No. 1 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Asdulla Mehfuzali Khan (whose appointment is proposed in the resolution) and his relatives, are in any way concerned or interested in the resolution.

ITEM NO. 2

APPROVAL OF APPOINTMENT OF MR. TUSHAR VIRENDRA PRATAP SINGH (DIN:10388960) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Post reviewing of confirmation of Independence received from Mr. Tushar Virendra Pratap Singh (DIN: 10388960), under Section 149(6) of the Companies Act, 2013 (**‘the Act’**) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**), basis the recommendation of Nomination and Remuneration Committee, the Board of Directors (**‘Board’**) of the Company at its meeting held on February 28, 2024 had approved the appointment of Mr. Tushar Virendra Pratap Singh as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from February 28, 2024 till the commencement of ensuing General Meeting of the Company.

Mr. Tushar Virendra Pratap Singh is registered under Indian Institute of Corporate Affairs (“IICA”) and also has qualified his exam before the date of appointment.

Pursuant to regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the directorship of Mr. Tushar Virendra Pratap Singh has to be approved by the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. The proposed special resolution as set out at Item No. 2 of this Notice, has been proposed keeping in sight the said requirement. Appropriate notice has been received from a member proposing candidature of Mr. Tushar Virendra Pratap Singh as a Director of the Company pursuant to Section 160 of the Act.

The Company has received declaration from Mr. Tushar Virendra Pratap Singh that he meets with the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations. Mr. Tushar Virendra Pratap Singh had no prior transaction/association with the Company, its Directors, Promoters and Promoter group entities.

The Board opines that Mr. Tushar Virendra Pratap Singh fulfils the conditions specified under Section 149(6) and Schedule IV of the Act read with Regulation 16(1)(b) of SEBI Listing Regulations and also that he is independent of the management. Mr. Tushar Virendra Pratap Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority.

Mr. Tushar Virendra Pratap Singh is a person of integrity and possesses professional qualification.

A brief profile and other information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by Institute of Company Secretaries of India (“ICSI”) is provided as **Annexure-B**.

Your Board recommends the Special resolution as set out in Item No. 2 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Tushar Virendra Pratap Singh (whose appointment is proposed in the resolution) and his relatives, are in any way concerned or interested in the resolution.

ITEM NO. 3

TO APPOINT M/S KAPIL SANDEEP & ASSOCIATES, CHARTERED ACCOUNTANTS (FRN: 016244N) AS STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY DUE TO RESIGNATION OF EXISTING STATUTORY AUDITORS

M/s JMR and Associates LLP, Chartered Accountants (FRN: 106912W/W100300), the existing Statutory Auditors have resigned w.e.f. November 11, 2023 due to reduction in the Audit fees for the Financial Year 2023-24. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company. As per the Section 139(8) of the Companies Act, 2013, the casual vacancy caused due to resignation of auditor is required to be approved by the Shareholders in the General Meeting within three (3) months from the date of recommendation of the Board of Directors of the Company, who shall hold office till the conclusion of next Annual General Meeting.

The Board of Directors, on the recommendation of the Audit Committee, have at their meeting held on December 09, 2023 recommended the appointment of M/s Kapil Sandeep & Associates, Chartered Accountants (FRN: 016244N) as the Statutory Auditors of the Company to fill the casual vacancy. M/s Kapil Sandeep & Associates shall hold office till the conclusion of the ensuing 06th Annual General Meeting of the Company and that they shall conduct the Statutory Audit for the financial year ending on 31st March, 2024. Considering the resignation, geographical expansion and size of the Company, it is proposed to appoint M/s Kapil Sandeep & Associates, Chartered Accountants (FRN: 016244N) as the Statutory Auditors.

The firm was established in the year 1999 and have approximately 25 years of vast experience in providing audit, tax and advisory services. It is a leading Chartered Accountancy Firm rendering comprehensive professional services and consists of distinguished Chartered Accountants. They have an expertise in providing Auditing, finance, legal, taxation, assurance & regulatory services focusing on business excellence.

The Audit Committee and the Board considered their eligibility, capability to serve the given business of the Company, market standing of the firm, clientele served, technical knowledge etc. found M/s Kapil Sandeep & Associates best suited for the Company.

M/s Kapil Sandeep & Associates, Chartered Accountants (FRN: 016244N), have given their consent to act as the Statutory Auditors of the Company along with confirmation that their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

The requisite disclosure as required under Regulation 36(5) of SEBI Listing Regulations are enclosed herewith and marked as **Annexure-C**.

Accordingly, the approval of shareholders of the Company is sought by way of an Ordinary Resolution.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 3 of the notice as an Ordinary Resolution.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

ITEM NO. 4

TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND MAKE SUBSEQUENT AMENDMENT IN THE MEMORANDUM OF ASSOCIATION

The present Authorized Share Capital of the Company is Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakh Only) comprising of 3500000 (Thirty Five Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each.

Considering the preferential allotment of equity shares, the Board at its Meeting held on February 28, 2024, had accorded its approval for increasing the Authorized Share Capital **from** Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakhs Only) to Rs. 7,00,00,000/- (Rupees Seven Crore Only) comprising of 7000000 (Seventy Lakh) equity shares of Rs.10/- (Rupees Ten Only) each, subject to shareholders' approval.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital. The existing clause V of the Memorandum of Association shall be substituted with the following:

“V. The Authorized Share Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crore Only) divided into 7000000 (Seventy Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

A copy of the Memorandum of Association of the Company duly amended will be available for inspection during business hours.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an **Ordinary Resolution**.

ITEM NO. 5

TO CREATE, ISSUE, OFFER AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS

In accordance with Sections 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI

Listing Regulations”), as amended from time to time, approval of shareholders of the Company by way of Special Resolution is required to issue Equity Shares on a preferential basis to Promoter Shareholder and Non-Promoters/ Public Investors of the Company (**“Proposed Allottees”**)

It may be noted that;

1. All Existing equity shares of the Company are already made fully paid up as on date. Further, no allotment of equity shares has been made by the company from the date of incorporation till the date of this General Meeting;
2. The shareholding of the Proposed Allottees in the Company is as follows:

S. No.	Name of the Proposed Allottee	Category	No. of equity shares held by the Proposed Allottee Pre-Preferential	% of shares held by the proposed Allottee Pre-Preferential
1	Mr. Karan Singh Thandi	Non-Promoter	NIL	NIL
2	Mr. Sampat Singh Ahluwalia	Non-Promoter	NIL	NIL
3	Mr. Sanjambir Singh	Non-Promoter	NIL	NIL
4	Ms. Parvinder Kaur Kohli	Non-Promoter	NIL	NIL
5	Mr. Ram Kumar	Non-Promoter	NIL	NIL
6	Ms. Anju Bajaj	Non-Promoter	NIL	NIL
7	Mr. Deepak Bajaj	Non-Promoter	NIL	NIL
8	Mr. Amit Bajaj	Non-Promoter	161600	5.37%
9	Mr. Sarfaraz Mallick	Non-Promoter	NIL	NIL
10	Mr. Gagandeep Sharma	Non-Promoter	NIL	NIL
11	Mr. Rajiv Vashisht	Promoter	656736	21.84%
	TOTAL		818336	27.21

3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. The Equity Shares will be issued in Dematerialized form.

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business as required under Section 42 and 62(1)(c) read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and in accordance with Regulation 163 under Part-III of Chapter V of SEBI ICDR Regulations are enumerated as under:

a) Objects of the Preferential Issue

The company is in needs of sufficient funds for its working capital requirements and taking up business activities as per new objects and general corporate purposes, the company

proposes to issue equity shares and allot new shares on pari-passu basis to the new allottees.

b) Total/Maximum number of securities to be issued

3382346 (Thirty Three Lakhs Eighty Two Thousand Three Hundred Forty Six Only) Equity Shares at a price of INR 34/- (Indian Rupees Thirty Four Only) per share (including INR 24/- (Indian Rupees Twenty Four Only) as Premium) ("Issue Price") per share aggregating up to INR 11,49,99,764/- (Indian Rupees Eleven Crores Forty Nine Lakhs Ninety Nine Thousand Seven Hundred Sixty Four Only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) Price or Price Band at which the allotment is proposed and the Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on BSE Limited ("BSE") (the "Stock Exchange"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and BSE, being the Stock Exchange with higher trading volumes for the preceding 90 trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, Rs. 34/- (Rupees Thirty Four Only) per share (including Rs. 24/- (Rupees Twenty Four Only) as securities premium) has been calculated in accordance with Regulation 164 of the SEBI ICDR Regulations by the Registered Valuer so appointed by the Company. The price at which the Equity Shares shall be issued should not be lower than the floor price i.e. Rs. 33.90/- (Rupees Thirty Three and Ninety Paise) per share calculated in accordance with Regulation 166A (1) of the SEBI ICDR Regulations by the Registered Valuer. The valuation report as received from the registered valuer is also available on the website of the company i.e, <https://ganeshfilms.com/wp-content/uploads/2024/03/61567-39947-1550951102415174.pdf>

d) Amount which the company intends to raise by way of such securities;

Consideration other than Cash: Rs. 5,00,00,000/- (Rupees Five Crores Only) being the amount given to company as advance for purchase of goods and since there was a default on part of the company, such amount was converted into loans and now it is proposed to issue Equity Shares against the outstanding loan

Cash Consideration: Rs. 6,49,99,806/- (Rupees Six Crores Forty Nine Thousand Nine Thousand Eight Hundred Six Only) will be the cash consideration in respect of the preferential allotment.

e) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations the "Relevant Date" for the preferential issue for the determination of issue price of equity share is Wednesday, February 28, 2024.

f) The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of Equity Shares is proposed to be made to the Promoter Shareholder and Non-Promoters/Public Investors of the Company.

g) Intent of the Promoters, directors or key managerial personnel or senior management of the Issuer to subscribe to the offer

The proposed allotment of 735294 Equity shares on preferential basis to Mr. Rajiv Vashisht, being Promoter and Managing Director of the Company is considered under the allotment to Promoters, Directors. Except Mr. Rajiv Vashisht no other Promoter/Director/Key Managerial Personnel intends to subscribe to Equity Shares pursuant to the Preferential Issue.

h) Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

i) Identity of the natural persons who are the Ultimate Beneficial Owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees

SN	Name of the Proposed Allottee	Category	Ultimate Beneficial Owners	Ultimate Beneficial Owner of Non-Individual / Corporate U.B.O	Pre-Preferential Shareholding	Pre-Preferential Shareholding (%)	Post-Preferential shareholding	Post preferential share holding (%)
1	Mr. Karan Singh Thandi	Non-Promoter	NA	NA	NIL	NIL	588235	9.21
2	Mr. Sampat Singh Ahluwalia	Non-Promoter	NA	NA	NIL	NIL	588235	9.21
3	Mr. Sanjambir Singh	Non-Promoter	NA	NA	NIL	NIL	294117	4.60
4	Ms. Parvinder Kaur Kohli	Non-Promoter	NA	NA	NIL	NIL	294117	4.60
5	Mr. Ram Kumar	Non-Promoter	NA	NA	NIL	NIL	147058	2.30
6	Ms. Anju Bajaj	Non-Promoter	NA	NA	NIL	NIL	147058	2.30
7	Mr. Deepak Bajaj	Non-Promoter	NA	NA	NIL	NIL	147058	2.30
8	Mr. Amit Bajaj	Non-Promoter	NA	NA	161600	5.37	147058	4.83
9	Mr. Sarfaraz	Non-	NA	NA	NIL	NIL	147058	2.30

	Mallick	Promoter						
10	Mr. Gagandeep Sharma	Non-Promoter	NA	NA	NIL	NIL	147058	2.30
11	Mr. Rajiv Vashisht	Promoter	NA	NA	656736	21.84	735294	21.78

* Accordingly, in terms of proviso to Regulation 163(1)(f) of SEBI ICDR Regulations, no further disclosure of ultimate beneficial owners is required.

j) The name of the proposed allottees along with their percentage of post preferential issue capital that may be held by them and the change in control, if any, in the Company that would occur consequent to the Preferential Issue

Pursuance to the allotment of equity shares, the aforementioned investors will exercise 5% or more of the voting rights in the company, however the same will not result in change in control of the Company consequent to the completion of the Preferential Issue.

k) The Current and Proposed Status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter

S. No.	Name of the Proposed Allottee	Current Status/Category	Proposed Status/Category
1	Mr. Karan Singh Thandi	Non-Promoter	Non-Promoter
2	Mr. Sampat Singh Ahluwalia	Non-Promoter	Non-Promoter
3	Mr. Sanjambir Singh	Non-Promoter	Non-Promoter
4	Ms. Parvinder Kaur Kohli	Non-Promoter	Non-Promoter
5	Mr. Ram Kumar	Non-Promoter	Non-Promoter
6	Ms. Anju Bajaj	Non-Promoter	Non-Promoter
7	Mr. Deepak Bajaj	Non-Promoter	Non-Promoter
8	Mr. Amit Bajaj	Non-Promoter	Non-Promoter
9	Mr. Sarfaraz Mallick	Non-Promoter	Non-Promoter
10	Mr. Gagandeep Sharma	Non-Promoter	Non-Promoter
11	Mr. Rajiv Vashisht	Promoter	Promoter

l) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

Number of Person	Type of Securities	Number of Securities	Price
NOT APPLICABLE			

m) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Valuation: The Valuation of the shares has been done through Asset Approach and Market Approach using the Book Value Method and Market Price Method.

Justification: The amount given to company as advance for purchase of goods and since there was a default on part of the company, such amount was converted into loans and now it is proposed to issue Equity Shares against the outstanding loan.

The valuation report as defined above is uploaded on the website of the company and can be assessible through <https://ganeshfilms.com/wp-content/uploads/2024/03/61567-39947-1550951102415174.pdf>

n) Shareholding pattern of the Company before and after the Preferential Issue

The Details of shareholding of the Promoters and Non-promoters in the Company, prior to and after the proposed Preferential Issue are enclosed as **ANNEXURE-D** to this Notice.

o) Undertakings

- i)** The Issuer shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- ii)** If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- iii)** None of the Company, its Directors or Promoters has been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- iv)** The Company is eligible to make the Preferential Issue to its shareholders under Chapter V of the SEBI ICDR Regulations.
- v)** As the Equity Shares have been listed for a period of more than 90 Trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- vi)** The Company is in compliance with the conditions for Continuous Listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

p) Practicing Company Secretary's Certificate

The certificate from Ms. Pooja Bhatia, Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements contained in the Regulation 163(2) of SEBI ICDR Regulations and the said certificate shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: https://ganeshfilms.com/wp-content/uploads/2024/03/RGRL_PCS-Certificate_Regln-163-1.pdf

q) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on Wednesday, 28th February, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of 3382346 (Thirty Three Lakh Eighty Two Thousand Three Hundred Forty Six Only) fully paid up Equity Shares face value of INR 10/- (Indian Rupees Ten Only) each aggregating to INR 11,49,99,764/- (Eleven Crore Forty Nine Lakh Ninety Nine Thousand

Seven Hundred Sixty Four Only)to Promoter Shareholder and Non- Promoter/ Public investors for cash consideration and consideration other than cash, by way of a preferential issue on a private placement basis.

r) Principal terms of assets charged as securities

Not applicable.

s) Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

t) Lock-in Period

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

u) Other disclosures

i) During the period from 1st April, 2023 until the date of Notice of this EoGM, the Company has not made any issue of equity shares.

ii) Since the Equity Shares of the Company are listed on the Stock Exchange and the Preferential Issue is more than 5% of the Total Paid-up share capital, the Report of the Registered Valuer is required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations. **The Valuation Report has been obtained from Mr. Manish Manwani, Registered Valuer (IBBI Registration No.: IBBI/RV/03/2021/14113) dated 28th February, 2024** in accordance with provisions of Regulation 166A of SEBI ICDR Regulations. The Valuation Report is uploaded on the website of the Company and is accessible at: <https://ganeshfilms.com/wp-content/uploads/2024/03/61567-39947-1550951102415174.pdf>

iii) The justification for the allotment proposed to be made for consideration other than cash together with Valuation Report of the Registered Valuer is applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration and consideration other than cash.

iv) The proposed allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. They have also informed that they shall be eligible under SEBI ICDR Regulations to undertake the preferential issue.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Promoter Shareholder and Non-Promoters/Public Investors is being sought by way of a **Special Resolution** as set out in the said item no. 5 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Except Mr. Rajiv Vashisht, Managing Director of the Company, none of the other Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 5 of this Notice except and to the extent of their shareholding in the Company. Documents referred to in the Notice/ Explanatory Statement will be available for inspection by the Members of the Company as per applicable law.

**By the Order of the Board
For RACONTEUR GLOBAL RESOURCES LIMITED
(Formerly known as Ganesh Films India Limited)**

**Date: 28th February, 2024
Place: Chandigarh**

**Sd/-
RAJIV VASHISHT
MANAGING DIRECTOR
DIN: 02985977**

ANNEXURE-A

DETAILS PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND 1.2.5 OF SECRETARIAL STANDARD (SS-2) ON GENERAL MEETING AS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

Name and Age of Director	Name: Asdulla Mehfuzali Khan DIN: 10388973 Age: 36 Years
Qualification	MBA (Masters of Business Administration)
Brief Resume of Director	Mr. Asdulla Mehfuzali Khan is MBA in Finance from Rizvi Institute of Management Studies & Research (Mumbai University) and Academician nurturing aspiring finance professionals. Mr. Khan is proven professional with over 8 years of experience in Banking & Finance. Expertise in Investment Product Research, Project Finance, Wealth Management, Family Office Management, Banking & Financial Products, Processes & Operations. Mr. Khan played a crucial role in managing ICICI Bank's Wealth Management processes nationwide. His responsibilities included overseeing operations, compliance, products, and leading teams of SRM & RM across India. His expertise encompasses a comprehensive understanding of financial products and processes, making him a valuable asset in the banking and finance sector
Nature and expertise in specific functional areas	Banking and Finance
Disclosure of listed entities in which the person also holds the directorship and the membership of committees of the Board	NIL
Entities from which the person has resigned in past three years	NIL
Shareholding of the Non-Executive Director	NIL
Skills, Capabilities required for the role and the manner in which the proposed person meets such requirements	He is proven professional with over 8 years of experience in Banking & Finance.
Terms and conditions of appointment / revision in remuneration	As per the appointment letter
Proposed Remuneration	N.A
Last Drawn Remuneration	NA
Date of First Appointment on Board	28 th February, 2024
Disclosure of relationship with other Directors	NA
Number of Meetings of Board of Directors Attended	N.A

ANNEXURE-B

DETAILS PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND 1.2.5 OF SECRETARIAL STANDARD (SS-2) ON GENERAL MEETING AS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

Name and Age of Director	Name: Tushar Virendra Pratap Singh DIN: 10388960 Age: 34 Years
Qualification	MBA (Masters of Business Administration)
Brief Resume of Director	Mr. Tushar Virendra Pratap Singh is a highly experienced and results-oriented financial expert with over 9 years of experience in the financial industry. He has a proven track record of success in a variety of financial disciplines, including Financial Planning, Wealth Management, Debt Restructuring, Family Office, Equity Raise through his strong connect of PE and VC, etc. An alumni of the Mumbai University, he has done MBA in Finance. He is passionate about helping individuals and businesses achieve their financial goals and he is committed to providing clients with sound advice and practical solutions. He was instrumental in setting up product and research desk at Anandhrath Wealth Pvt. Ltd. And Spark Wealth Pvt. Ltd.
Nature and expertise in specific functional areas	Banking and Finance
Disclosure of listed entities in which the person also holds the directorship and the membership of committees of the Board	NIL
Entities from which the person has resigned in past three years	NIL
Shareholding of the Non-Executive Director	NIL
Skills, Capabilities required for the role and the manner in which the proposed person meets such requirements	He is having rich experience in finance disciplines and managing
Terms and conditions of appointment / revision in remuneration	As per the appointment letter
Proposed Remuneration	N.A
Last Drawn Remuneration	NA
Date of First Appointment on Board	28 th February, 2024
Disclosure of relationship with other Directors	NA
Number of Meetings of Board of Directors Attended	N.A

ANNEXURE-C

DETAILS PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Pursuant to the provisions of Section 139 of the Act read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s JMR and Associates LLP, Chartered Accountants (FRN: 106912W/W100300), were appointed as Statutory Auditors till the conclusion of the 6th Annual General Meeting of the Company to be held in the year 2024. However, the Statutory Auditors resigned w.e.f 11th November, 2023 and the Board in its meeting held on 9th December, 2023 has appointed M/s Kapil Sandeep & Associates, Chartered Accountants (FRN: 016244N) as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation at a remuneration of Rs. 2,00,000/- (Rupees Two Lakhs only) plus applicable taxes and reimbursement of the expenses incurred on the actual basis and on such terms and conditions as per the appointment letter finalized between the Auditors and Board. This fee is less as paid to the outgoing Statutory Auditor. There is no Material Change in the fees paid to the outgoing auditor.

Basis of recommendation of the appointment:The new firm of the Auditor is having working experience of approximately 25 years and the said firm is also peer reviewed. The proposed Auditor have given their written consent for appointment and a certificate that the appointment, if made, shall be in accordance with the conditions as prescribed under the provisions of the Companies Act, 2013.

Annexure-D

PRE AND POST ISSUE SHAREHOLDING PATTERN (Considering Benpos dated 23rd February, 2024)

Sr. No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters & Promoter Group Share holding				
1	Indian				
a	Individual	657949	21.88	1393243	21.80
b	Family Trust	0			
c	Bodies corporate	533383	17.73	533383	8.35
	Sub-Total (A)(1)	1191332	39.61	1926626	30.15
2	Foreign				
a	Individual	0		0	
b	Bodies corporate	0		0	
	Sub-total (A)(2)	0		0	
	Total Promoters & Promoter Group Holding (A) {(A) (1) +(A) (2)}	1191332	39.61	1926626	30.15
B	Non-Promoters/ Public Share holding				
1	Institutional investors				
	Sub-total (B)(1)				
2	Central Government/ State Government				
	Sub-total (B)(2)				
3	Non-institution				
a	Individuals				
	Directors and their relatives (excluding independent directors and nominee directors)				
i)	Individual shareholders holding nominal share capital upto INR 2 Lakhs	723360	24.05	3370412	52.74
ii)	Individual shareholders holding nominal share capital in excess of INR 2 Lakhs	796992	26.50	796992	12.47
b.	NBFCs registered with RBI				
c.	Any other (specify)				
	Bodies Corporate	70400	2.34	70400	1.10
	Non-Resident Indians				
	Resident Indian HUF	225600	7.50	225600	3.53
	Trusts				
	Clearing Member				
	Sub- Total (B) (3)				
	Total Public Shareholding (B)	1816352	60.39	4463404	69.85
	Total (A) +(B)				
C	Shares held by Custodians for ADR and GDR				
	Total (A) +(B)+ (C)	3007684	100.00	6390030	100.00