

January 15, 2025

To,

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

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

Scrip Code: **544119**

Symbol: **RPTECH**

Sub: Intimation of Postal Ballot Notice for Ratification of the PRE-IPO ESOP Scheme 'Rashi Peripherals Employees Stock Option Scheme, 2022' ("ESOP Scheme 2022 / ESOP Scheme")

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

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") as amended from time to time, we enclose the Postal Ballot Notice for seeking consent from the Members of the Company by way of Special Resolution for 'Rashi Peripherals Employees Stock Option Scheme, 2022' ("ESOP Scheme 2022 / ESOP Scheme").

In compliance with the provisions of the Companies Act, 2013, ('Act') and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard the latest being General Circular no. 09/2023 dated September 25, 2023, and subsequent circulars issued in this regard the latest being Circular No. 09/2023 dated September 19, 2024 issued by Ministry of Corporate Affairs (collectively the 'MCA Circulars'), read with applicable SEBI Circulars, this Notice is being sent only through electronic mode to those members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ MUFG Intime India Private Limited [formerly known as Link Intime India Private Limited ('LINK INTIME')], the Company's Registrar and Transfer Agent ('RTA'), as on **Friday, 10th January, 2025 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/RTA/Depositories/ Depository Participants or who will register their e-mail address in accordance with the process outlined in the enclosed Notice. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

The Company has engaged the services of Registrar and Share Transfer Agent (RTA) of the Company i.e., MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) to provide e-voting facility to its members. The remote e-voting period commences on **Thursday, 16th January, 2025 at 9:00 a.m. (IST) and shall end on Friday, 14th February, 2025 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by LINK INTIME thereafter. The voting rights of the Members shall be in proportion to their share of the paid-up equity share

Rashi Peripherals Limited

(Formerly known as Rashi Peripherals Private Limited)

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capital of the Company as on the Cut-Off Date. Once vote on a resolution is cast, the Member will not be able to change it subsequently. Please note that communication of assent or dissent of the Members would only take place through remote e-voting system. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut Off Date will be entitled to cast their votes by remote e-voting.

Members intending to receive the notice and whose e-mail address is not registered with the Company/Depositories, may register their e-mail address with their respective Depository Participant (DP).

The process for registration of e-mail address is provided in the 'Notes' section to the Notice.

The above announcements are also being made available on the website of the Company at www.rptechindia.com/investor.

You are requested to kindly take the same on record.

Thankyou.

Your faithfully,
For **RASHI PERIPHERALS LIMITED**
(formerly known as Rashi Peripherals Private Limited)

Hinal Shah
Company Secretary
& Compliance Officer

Encl.: As above

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NOTICE OF POSTAL BALLOT
[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended.]

VOTING COMMENCES ON	VOTING ENDS ON
Thursday, 16 th January, 2025, at 09:00 A.M. (IST)	Friday, 14 th February, 2025 at 05:00 P.M. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'Act'**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, General Circular no. 09/2023 dated September 25, 2023, and subsequent circulars issued in this regard the latest being Circular No. 09/2023 dated September 19, 2024 (collectively referred to as the **'MCA Circulars'**), to transact the special business as set out hereunder by passing Special Resolution by way of Postal Ballot only through voting by electronic means (**'remote e-Voting'**).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, **RASHI PERIPHERALS LIMITED ('the Company')** is sending this Notice ONLY in electronic form to Members through registered e-mail addresses available with the Company/Registrar and Transfer Agent (**'RTA'**)/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited [**'LINK INTIME'**]) for the purpose of providing remote e-Voting facility to its members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at www.rptechindia.com/investor.

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than 5.00 p.m. (IST) on Friday, February 14, 2025 (the last day to cast vote electronically). The remote e-Voting facility will be disabled by LINK INTIME immediately thereafter.

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SPECIAL BUSINESS:

1. RATIFICATION OF THE PRE-IPO ESOP SCHEME 'RASHI PERIPHERALS EMPLOYEES STOCK OPTION SCHEME, 2022' ("ESOP SCHEME 2022 / ESOP SCHEME")

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("the SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and in accordance with the provisions of the Articles of Association of the Company, based on recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and subject to the approval of Appropriate authorities as may be required, the '**Rashi Peripherals Employees Stock Option Scheme, 2022**' ("**ESOP SCHEME 2022 / ESOP SCHEME**"), approved by the Members of the Company on September 23, 2022 alongwith the modification to the said Scheme, approved by the members on September 29, 2023 prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited, and subsequent modification to the said Scheme approved by the members on September 17, 2024, as detailed in the explanatory statement annexed hereto (hereinafter the complete modified scheme be referred to as the 'ESOP Scheme 2022') be and is hereby ratified and approved within the meaning of the SBEB Regulations.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination & Remuneration Committee of the Company ("NRC") which also acts as the Compensation Committee, constituted by the Board, to exercise its powers, including the powers, conferred by this resolution and/or such other persons as may be authorized in this regard by the Board and/or NRC), to create, offer, issue, reissue, grant, transfer and allot options, at any time, to or for the benefit of the employee(s) /directors of the Company (as may be permitted under applicable laws) and to issue fresh options, re-issue options that may have lapsed / cancelled / surrendered, already granted under the ESOP Scheme 2022. at such price, in one or more tranches, from time to time, to the eligible employees of the Company, as may be decided by the Board and permitted under the SBEB Regulations, with each option giving a right, but not an obligation, to the Eligible Employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the ESOP Scheme 2022, the accounting policies, SBEB Regulations and in due compliance with the applicable laws and regulations in force from time to time, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the equity shares to be issued and allotted by the Company pursuant to exercise of Options granted under the said ESOP Scheme 2022, in the manner aforesaid shall rank *pari-passu* in all respects with the then existing equity shares of the Company;

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

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equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s);

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

RESOLVED FURTHER THAT the Board and/or Nomination and Remuneration Committee (“NRC”) be and are hereby authorized to evolve, decide upon and bring into effect the ESOP Scheme 2022, quantum of the options to be granted to each Eligible Employee and make any modifications, changes, variations, alterations or revisions in the ESOP Scheme 2022, provided the same are not detrimental to the interest of the Eligible Employees or to suspend, withdraw or revive the ESOP Policy subject to compliance with applicable laws and regulations;

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

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

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

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Company's Registrar and Transfer Agent ('RTA'), as on **Friday, January 10, 2025 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial

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Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 15 of this Notice.
5. The remote e-voting shall commence on **Thursday, January 16, 2025 at 9:00 A.M. (IST) and shall end on Friday, February 14, 2025 at 05:00 P.M. (IST)**. During this period, Members of the Company holding shares in electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by LINK INTIME for voting thereafter.
6. The Board of Directors has appointed Ms. Anuja Parikh (ACS 52937, CP No. 21367) or failing her, Mr. Mitesh Dhabliwala (FCS 8331, CP No. 9511), of M/s Parikh & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
7. The Scrutinizer will submit their report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of votes cast will be final.
8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.rptechindia.com/investor and on the website of LINK INTIME, <https://instavote.linkintime.co.in> immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
9. The Resolution, if passed by the requisite majority through Postal Ballot by remote e-voting, shall be deemed to have been passed on the last date specified for e-voting i.e., Friday, February 14, 2025 at 05:00 P.M. (IST).
10. Members may download the Notice from the website of the Company at www.rptechindia.com/investor or from the website of LINK INTIME (agency for providing the Remote e-voting facility) i.e., <https://instavote.linkintime.co.in>. A copy of the Notice is also available on the website of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com, respectively.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Members desirous of inspecting the documents referred to in the Notice or Statement may send

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their requests to investors@rptechindia.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the periods **January 16, 2025 to February 14, 2025**.

13. In case of any query/grievance in connection with the Postal Ballot through remote e-voting process, Members may contact Mr. Rajiv Ranjan, Assistant Vice President – e-voting, LINK INTIME by e-mail at enotices@linkintime.co.in, Tel: 022-4918 6000 or the Company at investors@rptechindia.com, Tel: +91 2261771771/72

14. Process for Registration of e-mail addresses and changes, if any:

The Shareholders having shares in demat form are requested to update their email id through their DP where they are having their demat account.

In case of any change in the registered e-mail addresses or other details, if any, Members may update the same with their DPs/RTA to enable service of notices/documents/Integrated Reports and other communications electronically to updated e-mail address in future.

15. Detailed Instructions for casting votes through e-voting facility

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various e-voting service providers (ESP) portals directly from their demat accounts.

A. LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:

i. Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

1. Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
2. Enter user id and password. Post successful authentication, click on “Access to e-voting”.
3. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

1. To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
2. Proceed with updating the required fields.
3. Post registration, user will be provided with Login ID and password.
4. After successful login, click on “Access to e-voting”.
5. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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METHOD 2 - By directly visiting the e-voting website of NSDL:

1. Visit URL: <https://www.evoting.nsdl.com/>
2. Click on the "Login" tab available under 'Shareholder/Member' section.
3. Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
4. Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
5. Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

ii. Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 - From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

1. Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
2. Click on New System Myeasi
3. Login with user id and password
4. After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
5. Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

1. To register, visit URL: [https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration /](https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/)
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
2. Proceed with updating the required fields.
3. Post registration, user will be provided Login ID and password.
4. After successful login, user able to see e-voting menu.
5. Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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iii. Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

1. Login to DP website
2. After Successful login, members shall navigate through “e-voting” tab under Stocks option.
3. Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
4. After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

B. Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).
 - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

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Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on **'No'** and accordingly modify your vote.

C. GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS ("CORPORATE BODY/ CUSTODIAN / MUTUAL FUND"):

STEP 1 - Registration

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
3. Fill up your entity details and submit the form.
4. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
5. Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
6. While first login, entity will be directed to change the password and login process is completed.

STEP 2 -Investor Mapping

1. Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
2. Click on "Investor Mapping" tab under the Menu Section
3. Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be - DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
4. Click on Submit button and investor will be mapped now.
5. The same can be viewed under the "Report Section".

STEP 3 - Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

Rashi Peripherals Limited

(Formerly known as Rashi Peripherals Private Limited)

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

METHOD 1 - VOTES ENTRY

1. Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
2. Click on 'Votes Entry' tab under the Menu section.
3. Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote evoting.
4. Enter '16-digit Demat Account No.' for which you want to cast vote.
5. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
6. After selecting the desired option i.e., Favour / Against, click on 'Submit'.
7. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

D. HELPDESK:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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E. FORGOT PASSWORD:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘**Login**’ under ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

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- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

By Order of the Board of Directors
For RASHI PERIPHERALS LIMITED
(formerly known as Rashi Peripherals Private Limited)

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

Date: January 13, 2025

Place: Mumbai

Registered Office:

Ariisto House, 5th Floor,
Corner of Telli Galli, Andheri (East),
Mumbai – 400 069

E-mail: investors@rptechindia.com

Website: www.rptechindia.com

CIN: L30007MH1989PLC051039

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ANNEXURE TO NOTICE

THE STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION REQUIRED AS PER REGULATIONS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETING.

Item No. 1

Ratification of The Pre-IPO ESOP Scheme 'Rashi Peripherals Employees Stock Option Scheme, 2022' of the Company

The Company had implemented the Employee Stock Option Scheme namely '**Rashi Peripherals Employees Stock Option Scheme, 2022**' ("**ESOP Scheme 2022/ ESOP Scheme**") which was duly approved by the Members vide their Special Resolution dated September 23, 2022 and a modification to the said scheme (detailed hereunder) was approved vide Special Resolution dated September 29, 2023.

The Members of the Company at the Annual General Meeting dated September 17, 2024 had further approved modification to the said scheme (detailed hereunder). The Company completed its Initial Public Offerings (IPO) with listing of its Shares on February 14, 2024 on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). Pursuant to existing approved ESOP Scheme 2022, the Company has decided to grant not exceeding 5% of the diluted paid-up equity shares of the Company Employee Stock Options of face value of ₹ 5/- (Rupees Five) each fully paid-up. In terms of Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB) Regulations"), any fresh grant of options post listing can be made under the ESOP Scheme 2022 only in compliance with the SEBI (SBEB) Regulations and ratification by the shareholders of the Company subsequent to the IPO.

The information as specified in Part C of Schedule I SEBI (SBEB) Regulations and Rule 12 (2) of the Companies (Share Capital & Debentures) Rules, 2014 are as under:

<p>Brief description of the Scheme:</p>	<p>The Scheme provides for grant of employee stock options ("Options") to the employees as defined in the ESOP Scheme 2022.</p> <p>Upon vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company. The Nomination and Remuneration Committee (NRC) in its absolute discretion may, for any Optionee or class of Optionees, permit the Options to be Exercised within such time and as per such terms and conditions as it may determine.</p> <p>The Scheme shall be administered and superintended by the NRC appointed by the Board which shall meet on a regular basis. The Board shall delegate full administrative authority over the Scheme and Options to the NRC. Subject to the provisions of the Scheme, and subject to the approval of any relevant authorities, the NRC shall have the authority in its discretion to determine, modify, amend, rescind or terminate the form, terms and conditions of the Scheme including but not limited to Vesting Date, Vesting Period, Liquidity</p>
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	Event, Exercise Period and Exercise Price, method of payment of Exercise Price, Corporate Action subject to the Applicable Laws, approve grant to eligible Employees to whom Options may from time to time be granted and other powers as defined in the scheme.
Total number of Options to be offered and granted:	<p>The maximum number of Shares subject to Option under the Scheme are not more than 5% of the diluted paid-up equity shares of the Company. Each Option granted to the Employee under this Scheme shall entitle the Employee to subscribe such number of Share in the Company, upon payment of Exercise Price as set out in this Scheme.</p> <p>The NRC may, on such dates as it shall determine, grant to such Employees as it may in its absolute discretion select, Options of the Company on the terms and conditions and for the equivalent amount of fair market value as on 1/04/2025 upto 0.75 times the average annual salary of the employee, of last three years taking into consideration completed 3 years average salary as on 31st March immediately preceding the date when the employee completes 5 years of employment with the company or as it may decide.</p> <p>There shall be no restrictions on the eligibility of any Optionee to participate in any other share option or share incentive scheme implemented by the Company or Holding Company or any of its Subsidiaries.</p>
Identification of classes of employees entitled to participate in the Scheme:	<p>“Employee” means:</p> <p>a. A permanent employee of the Company, whether in India or outside India; or</p> <p>b. A Director of the Company whether whole time Director or not but excluding Independent Directors;</p> <p>but does not include:</p> <p>i) An employee who is a Promoter or a person belonging to the Promoter Group; or</p> <p>ii) A Director who either himself or through his Relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.</p> <p>Provided that an employee shall not cease to be an employee in the case of:</p> <p>i) Any leave of absence approved by the Company; or</p> <p>ii) Transfers between locations of the Company;</p>

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	<p>Where such employee is a Director nominated by an institution as its representative on the Board:</p> <p>a) The contract or agreement entered into between the institution nominating its employee as the Director of the Company, and the Director so appointed shall, inter alia, specify the following:</p> <p>i. Whether the Grants offered by the Company under the Scheme can be accepted by the said employee in his capacity as Director of the Company;</p> <p>ii. That Grant if made to the Director, shall not be renounced in favour of the nominating institution; and</p> <p>iii. The conditions subject to which fees, commissions, other incentives, etc. can be accepted by the Director from the Company.</p> <p>b) The Director so appointed shall furnish a copy of the contract or agreement at the first Board meeting of the Company attended by him after his nomination.</p>								
<p>Requirements of vesting and period of vesting:</p>	<p>The Vesting Period of an Option shall be a minimum of one year from the Grant Date.</p> <p>Subject to the above Clause, the NRC shall have the sole discretion to decide the Vesting Period in respect of any Optionee. Unless otherwise specified, all Unvested Options granted shall vest over a period of three years at the rate of 33%, 33% and 34% respectively, with the first Vesting Date being one year from the Grant Date.</p> <p>The NRC in its absolute discretion may, for any Optionee or class of Optionees, permit the Options to be Exercised within such time and as per such terms and conditions as it may determine.</p>								
<p>The maximum period within which the Options shall be vested:</p>	<p>Vesting Period means the period which shall not be less than one year between the Grant Date and the date of Vesting of the Option granted to the Employee as per the table given below:</p> <table border="1" data-bbox="792 1377 1287 1545"> <thead> <tr> <th>Year</th> <th>% of Options to be vested</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>33</td> </tr> <tr> <td>2</td> <td>33</td> </tr> <tr> <td>3</td> <td>34</td> </tr> </tbody> </table>	Year	% of Options to be vested	1	33	2	33	3	34
Year	% of Options to be vested								
1	33								
2	33								
3	34								
<p>The exercise price or pricing formula:</p>	<p>Exercise Price means Rs. 10/- per option, which will be at a discount to the fair value of equity shares of the Company as at 1st April, 2025 or such other price as determined by the NRC/ Board at its sole discretion as specified in the Letter of Grant, which shall be payable by the Optionee for exercising the Option granted to him under the Scheme.</p>								

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<p>The exercise period and the process of exercise:</p>	<p>Exercise Period means the period of 30 (thirty) calendar days from the date of intimation by the NRC about the occurrence of the Liquidity Event or such other time period as may be determined by the NRC within which the Optionee should Exercise his right to apply for the issue of Shares against the Vested Option pursuant to the Scheme.</p> <p>The Vested Options shall not be permitted to be exercised after the expiry of the above-mentioned Exercise Period and all the Vested Options that remained unexercised under the Scheme will lapse unless the Exercise Period is extended by the NRC.</p> <p>The unexercised Options shall not become available for future Grant under the Scheme, unless the Scheme has been terminated.</p>				
<p>Appraisal process for determining the eligibility of the employees to employee stock options:</p>	<p>The NRC shall, based on the various criteria for selection of the Employees (which criteria shall be decided from time to time by the NRC for assessing the contribution of the Employees) decide on the Employees who qualify under the Scheme and the number of Options of the Company that may be issued to them.</p> <p>The appraisal process shall include evaluation of an Employee based on one or more criteria for determining eligibility of the Employees to be granted Options, including but not limited to the following: I. Work related or academic performance of the Employee, II. Length of service, III. Potential of the Employee to contribute to the Company Group's performance, IV. Position held, V. The extent of contribution made by the Employee towards business results, achievement of medium to long term performance plans, processes, and customer satisfaction or employee satisfaction. VI. High market value /difficulty in replacement and VII. High risk of losing the Employee to competition.</p>				
<p>Lock-in period:</p>	<p>Not Applicable</p>				
<p>Maximum number of Options to be issued per employee and in aggregate:</p>	<p>Subject to the provisions of the adjustments for corporate actions by the company, as mentioned in the ESOP Scheme. The maximum aggregate number of the Shares which may be subject to Option and granted under the Scheme are as under:</p> <table border="1" data-bbox="610 1423 1396 1619"> <tr> <td data-bbox="610 1423 954 1524"> <p>Issue Price value per Share</p> </td> <td data-bbox="959 1423 1396 1524"> <p>The maximum number of Shares subject to Option under the Scheme are</p> </td> </tr> <tr> <td data-bbox="610 1530 954 1619"> <p>Rs. 10/- (Rupees Ten only) Of face value of Rs. 5/- each.</p> </td> <td data-bbox="959 1530 1396 1619"> <p>Not exceeding 5% of the diluted paid-up equity shares of the Company</p> </td> </tr> </table>	<p>Issue Price value per Share</p>	<p>The maximum number of Shares subject to Option under the Scheme are</p>	<p>Rs. 10/- (Rupees Ten only) Of face value of Rs. 5/- each.</p>	<p>Not exceeding 5% of the diluted paid-up equity shares of the Company</p>
<p>Issue Price value per Share</p>	<p>The maximum number of Shares subject to Option under the Scheme are</p>				
<p>Rs. 10/- (Rupees Ten only) Of face value of Rs. 5/- each.</p>	<p>Not exceeding 5% of the diluted paid-up equity shares of the Company</p>				
<p>Maximum quantum of benefits to be provided per Employee:</p>	<p>Each Option granted to the Employee under this Scheme shall entitle the Employee to subscribe such number of Share in the Company, upon payment of Exercise Price as set out in this Scheme.</p>				

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Whether the Scheme is to be implemented and administered directly by the Company or through a trust:	The Scheme shall be administered and superintended by the NRC appointed by the Board which shall meet on a regular basis. The Board shall delegate full administrative authority over the Scheme and Options to the NRC.
Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:	Will be decided by Board from time to time.
The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:	Not Applicable
Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme:	Not Applicable
Method of option valuation:	Fair Market Value per Share means the valuation arrived at by the NRC based on any internationally accepted pricing methodology under the Applicable Laws.
Terms & conditions for buyback, if any, of specified securities /Options covered granted under the Scheme:	Subject to the Applicable Laws, the Company shall have the right, but not an obligation, to buy-back the Shares allotted to the Optionees on exercise of the Option at a Fair Market Value or such other value as determined by the NRC. The Optionees shall be under an obligation to tender the Shares held by them on such buy-back.
Disclosure and Accounting Policies:	Consequent to the implementation of the Scheme, the Company shall follow the requirements of Indian Accounting Standards and applicable guidance note(s) as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.
The specified time period within which the employee shall exercise the vested options in the event of proposed termination of employment or resignation of employee:	The NRC is authorised to specify the time period within which the Optionee shall Exercise the Vested Options in the event of termination or resignation.
The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct:	The NRC is authorised to formulate the conditions under which Vested Options and Unvested Options may lapse in case of termination of employment for Misconduct.

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	In the event of termination of employment of an Optionee by the Company for Misconduct, all Options including those, which are vested but not exercised at the time of termination of employment, shall expire and stand terminated with effect from the date of such termination.
The following statement, if applicable: In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Board's Report and the impact of this difference on profits and on earnings per share ('EPS') of the Company shall also be disclosed in the Board's Report.	The said Statement is not applicable to the Company since the Company is opting for the Fair Value Method.

Details of Amendments to ESOP Scheme 2022

Dates of Amendments	Particulars of Amendment
Amendment to ESOP Scheme 2022 approved by Shareholders at Extra-Ordinary General Meeting held on September 29, 2023	<i>clause 6.2 - Eligibility for Grant of Options of ESOP Scheme 2022 amend as</i> "The NRC may, on such dates as it shall determine, Grant to such Employees as it may in its absolute discretion select, Options of the Company on the terms and conditions and for the equivalent amount of fair market value as on 1/04/2025 not lower than 1.5 times the average annual salary of the employee, of last three years taking into consideration completed 3 years average salary as on 31st March immediately preceding the date when the employee completes 5 years of employment with the company or as it may decide."
Amendment to ESOP Scheme approved by Shareholders at Annual General Meeting held on September 17, 2024	<i>clause 6.2 - Eligibility for Grant of Options of ESOP Scheme 2022 amend as</i> "The NRC may, on such dates as it shall determine, grant to such Employees as it may in its absolute discretion select, Options of the Company on the terms and conditions and for the equivalent amount of fair market value as on 1/04/2025 up –

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	to 0.75 times the average annual salary of the employee, of last three years taking into consideration completed 3 years average salary as on 31 st March immediately preceding the date when the employee completes 5 years of employment with the company or as it may decide.”
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Other than as stated above, the rest of the other terms and conditions of the Plan remained unchanged. The aforesaid proposals are not detrimental to the interests of any existing option grantees/employees. Consent of the Shareholders is being sought by way of Special Resolution pursuant to Section 62(1)(b) of the Companies Act, 2013, read with Regulations 12 of the SEBI (SBEB) Regulations for aforesaid ratification of said pre-IPO ESOP Scheme 2022.

A draft of the pre- IPO ESOP Scheme 2022, modified ESOP Scheme 2022 approved on September 29, 2023, modified ESOP Scheme 2022 approved on September 17, 2024 shall be available for inspection through electronic mode until the last day of remote e-voting, basis the request being sent on investors@rptechindia.com.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested whether financially or otherwise, in this resolution, except to the extent of the options that may be granted to them under the ESOP Scheme 2022.

The Board thereby recommends passing of the resolutions as set out under Item No. 1 of this notice for approval of the Members as Special Resolutions.

By Order of the Board of Directors
For **RASHI PERIPHERALS LIMITED**
(formerly known as Rashi Peripherals Private Limited)

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

Date: January 13, 2025
Place: Mumbai

Registered Office:
Ariisto House, 5th Floor,
Corner of Telli Galli, Andheri (East),
Mumbai – 400 069
E-mail: investors@rptechindia.com
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