

September 17, 2024

To,

Listing Operation Department
BSE Limited (BSE)
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: Disclosure of Proceedings of the 35th Annual General Meeting of Rashi Peripherals Limited ('the Company') held on September 17, 2024

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

Dear Sir/Madam,

Pursuant to Regulation 30 read with Part A to Schedule III to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the summary of proceedings of the 35th Annual General Meeting held on Tuesday, September 17, 2024, at 4:00 p.m. (IST) through Video conferencing ('VC') or Other Audio-Visual means ('OAVM'). The enclosed summary of the proceedings will be available on the website of the Company at www.rptechindia.com/investor.

Kindly take the above information on record.

Thanking you.

Your faithfully,
For **RASHI PERIPHERALS LIMITED**

Hinal Shah
Company Secretary
& Compliance Officer

Encl.: As above

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

Summary of proceedings at the 35th Annual General Meeting of Rashi Peripherals Limited

The 35th Annual General Meeting (“AGM”) of the Company was held through VC/OAVM today i.e. on Tuesday, September 17, 2024 at 4:00 p.m. through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”) facility, in compliance with General Circular No. 09/2023 dated September 25, 2023 read with General Circular No. 20/2020 dated May 05, 2020 and other circulars issued by Ministry of Corporate Affairs in this regard (“MCA Circulars”), and other applicable provisions of the Companies Act, 2013 (the Act) and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The AGM of the Company was held through VC / OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 35th AGM was the Registered Office of the Company.

Ms. Hinal Shah, Company Secretary & Compliance Officer welcomed the Members to the 35th Annual General Meeting (AGM) of the Company. Thereafter, Mr. Krishna Kumar Choudhary, Chairman & Whole-time Director of the Company, occupied the Chair. He introduced himself and welcomed the Directors, Members and invitees to the Meeting. The Chairman declared that, the requisite quorum was present through video conferencing to conduct the Meeting and Members' participation through video conferencing was being reckoned for the purpose of quorum as per the circulars issued by Ministry of Corporate Affairs (MCA) and Section 103 of the Companies Act, 2013.

The Chairman introduced all the Directors of the Company present at the meeting: viz. Mr. Sureshkumar Pansari, Vice Chairman & Whole-time Director, Mr. Kapal Suresh Pansari, Managing Director, Mr. Keshav Krishna Kumar Choudhary, Whole-time Director, Ms. Drushti Rahul Desai, Mr. Yazdi Dandiwala, Mr. Anandkumar Ladsariya and Dr. Anil Khandelwal, Independent Directors of the Company. He further introduced Key Managerial Personnel(s) of the Company present at the meeting, viz. Mr. Rajesh Goenka, Chief Executive Officer, Mr. Himanshu Kumar Shah, Chief Financial Officer, Ms. Hinal Shah, Company Secretary & Compliance Officer and Mr. Navin Agarwal, Vice-President – Accounts & Finance of the Company.

The Chairman informed that the representatives of the Company's Joint Statutory Auditors and Secretarial Auditors were present, and all the registers, documents and records as required by law were available for inspection electronically.

Thereafter, the Chairman informed that the Company has appointed Mr. Mitesh Dhaliwala of Parikh & Associates, Practicing Company Secretaries as scrutinizer for this meeting to scrutinize the remote e-voting process before and during the AGM in a fair and transparent manner. Further, the Chairman authorized Ms. Hinal Shah, Company Secretary & Compliance Officer of the Company, to accept the scrutinizers report, to declare the results of e-voting and upload the results on the Company's website and Stock Exchanges along with the report of the scrutinizer within Statutory timelines.

Subsequently, the Chairman delivered his opening speech at the AGM, following which, Mr. Kapal Suresh Pansari, Managing Director of the Company delivered his speech.

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Thereafter, the Chairman took the notice of the 35th AGM and the explanatory statement thereof and reports of the Statutory Auditors, as read.

The Chairman informed that the Company had provided remote e-voting facility to Members to cast their votes electronically during the period commencing from Friday, September 13, 2024 at 9:00 A.M. to Monday, September 16, 2024 at 5:00 P.M., on all resolutions mentioned in the AGM notice. Further, the e-voting facility was made available to Members to cast their votes who had not cast their vote electronically and were participating in the meeting, at anytime during the AGM.

Further, the Chairman took the resolutions as set forth in the notice of the AGM, as read.

The following items of business as per the notice of the AGM were transacted at the meeting.

Sr. No.	Particulars of Resolution	Type of Resolution
ORDINARY BUSINESS		
1.	Adoption of Standalone and Consolidated Financial Statements for the financial year ended March 31, 2024 together with the reports of the Board of Directors and the Auditors thereon.	Ordinary
2.	Declaration of final Dividend of ₹ 1 per equity share of ₹ 5 each for the Financial Year ended March 31, 2024.	Ordinary
3.	Appointment of Director in place of Mr. Krishna Kumar Choudhary (DIN: 00215919) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
SPECIAL BUSINESS		
4.	Modification of the “Rashi Peripherals Employees Stock Option Scheme, 2022” (“ESOP Scheme 2022 / ESOP Scheme”).	Special
5.	Approval for the payment of remuneration to Executive Directors under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Special

Further, Mr. Himanshu Shah, Chief Financial Officer of the Company delivered his message to the members present in the AGM. Subsequently, the forum for questions and answers (Q&A) was opened and all the questions raised by the members were addressed to the satisfaction of the members.

The Chairman thanked the Members for attending the Meeting and showing their interest in the Company. Ms. Hinal Shah, Company Secretary & Compliance Officer announced that 15 dedicated minutes were provided for Members to vote who have not casted their vote through remote e-voting.

The Meeting concluded at 05:27 P.M. IST.

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Details as required under Regulation 30 of the SEBI Listing Regulations read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 with regards to approval of modification of existing ESOP Scheme i.e. 'Rashi Peripherals Employees Stock Option Scheme, 2022' ("ESOP Scheme 2022/ ESOP Scheme") is attached as **Annexure A**.

Thanking you,

Your faithfully,
For **RASHI PERIPHERALS LIMITED**

Hinal Shah
Company Secretary
& Compliance Officer

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Annexure A

Details as required under Regulation 30 of the Listing Regulations read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023

Sr. No.	Particulars	Details
1.	brief details of options granted	The NRC may, on such dates as it shall determine, grant to such Employees as it may in its absolute discretion select, Options of the Company on the terms and conditions and for the equivalent amount of fair market value as on 1/04/2025 up - to 0.75 times the average annual salary of the employee, of last three years taking into consideration completed 3 years average salary as on 31 st March immediately preceding the date when the employee completes 5 years of employment with the company or as it may decide.
2.	whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable);	Yes
3.	total number of shares covered by these options	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.
4.	pricing formula	Exercise Price means ₹ 10/- per option, which will be at a discount to the fair value of equity shares of the Company as at 1st April, 2025 or such other price as determined by the NRC/ Board at its sole discretion as specified in the Letter of Grant, which shall be payable by the Optionee for exercising the Option granted to him under the Scheme.
5.	options vested	NIL
6.	time within which option may be exercised	The Employee to whom an Option is granted shall communicate his acceptance of the Option within 30 (thirty) calendar days from the date of issue of Letter of Grant by completing, signing and returning to the NRC the acceptance form as set out in Exhibit A to Appendix I ("Acceptance Form") (which need not be the same for each Employee), subject to such modification from time to time as the NRC may deem appropriate. Failure by the Employee to comply with the requirements of the Acceptance Form may invalidate the Employee's eligibility for the Grant of the Option in accordance with the Scheme. Unless otherwise approved by the NRC, any Employee who fails to return the Acceptance Form within 30 (thirty) calendar days from the date of issue of Letter of Grant shall be deemed to have rejected the offer in accordance with the Scheme and such offer shall accordingly lapse and any Acceptance Form received after such date shall not be valid.

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7.	options exercised	NIL
8.	money realized by exercise of options	NIL
9.	the total number of shares arising as a result of exercise of option	NIL
10.	options lapsed	NIL
11.	variation of terms of options;	The NRC may propose the amendment or termination of the Scheme to the Board. The Board may, at any time amend, alter, suspend or terminate the Scheme provided that such variation is not prejudicial to the interest of the Optionees.
12.	brief details of significant terms	<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.</p>
13.	subsequent changes or cancellation or exercise of such options	Not Applicable
14.	diluted earnings per share pursuant to issue of equity shares on exercise of options	Not Applicable

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Hinal Shah
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