

RISHI LASER LIMITED



Registered Office: 612, Veena Killedar Industrial Estate, 10-14 Pais Street, Byculla (w), Mumbai 400 011.

Tel.: +91 22 2307 5677, 4585, 2307 4897 Fax: +91 22 2308 0022

Email: rlcl.mumbai@rishilaser.com, **Website:** www.rishilaser.com

CIN: L99999MH1992PLC066412

28th September, 2024

RLL/50/2024-25

To
Dy. Manager,
Corporate Relationship Department,
BSE Limited,
25th Floor, P. J. Towers, Dalal Street,
Mumbai-400001.

Ref: SCRIP-526861
ISIN: INE988D01012

Sub: Intimation of Extraordinary General Meeting of the Company

Dear Sir,

This is to inform you that an Extraordinary General Meeting of the Company will be held on Friday, 25th October, 2024 at 11:00 a.m. IST at Indian Merchant's Chamber, Killachand Conference Room, 2nd Floor, IMC Marg, Churchgate, Mumbai 400 020 to transact the business as per the Notice to be sent to the shareholders.

The Company will provide electronic voting (e-voting) facility to the shareholders who will be holding shares either in physical form or demat mode as on the cutoff date, i.e., 19th October, 2024 may cast their votes electronically on the business set out in the Notice of Extraordinary General Meeting. The evoting shall commence from 9.00 am on Monday, 21st October, 2024 and shall end at 5.00 pm on Thursday, 24th October, 2024.

The notice for calling Extra-ordinary General Meeting is enclosed herewith.

For Rishi Laser Limited

Vandana Patel
Company Secretary

Enclosed a/a



RISHI LASER LIMITED

CIN : L99999MH1992PLC066412

Regd. office: 612 Veena Killedar Indl. Estate, 10/14 Pais Street, Byculla (W), Mumbai 400 011.

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extraordinary General Meeting No. 01/2024-25 of the Members of Rishi Laser Limited ("the Company") will be held on Friday, 25th October, 2024 at 11:00 a.m. IST at Indian Merchant's Chamber, Killachand Conference Room, 2nd Floor, IMC Marg, Churchgate, Mumbai 400 020 to transact the following business:

Special Business:

Item No. 1

To create, offer, issue and allot convertible warrants on preferential basis

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactments thereof for the time being in force), the listing agreement entered into by the Company with BSE Ltd. ("the SE") on which the Equity Shares of the Company are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and / or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which 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 Committees constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) may in its absolute discretion accept, the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, 8,00,000 (eight lakhs) Convertible Warrants, carrying a right to subscribe one Equity Share of Rs. 10/- (Rupees Ten only) each of the Company, per Warrant, for cash at an issue price of Rs. 150/- (Rupees One Hundred and Fifty Only) per Warrant including premium of Rs. 140/- (Rupees One Hundred and Forty Only) per Warrant, aggregating to Rs. 12,00,00,000/- (Rupees Twelve Crores only) to a Promoter and Strategic Investors (Non-Promoters) as listed below, on a preferential basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations and other applicable laws:

Sr. No.	Name of the Proposed Allottees	Category	No. of Warrants	Name of the Ultimate Beneficial Owner
1.	Harshad B Patel	Promoter	1,25,000	Harshad B Patel
2.	Geetha Merlecha	Public	75,000	Geetha Merlecha
3.	Rathan Jeevraj (HUF)	Public	25,000	Rathan Jeevraj Rekha Rathan Viren R J
4.	Kapil Investments (Partnership Firm)	Public	50,000	Jugraj Borar Jyothi C
5.	Shobha Businesses LLP	Public	90,000	Shweta Agrawal Vishal Agarwal Janki Prasad Agarwal Neha Agarwal Rucheta sharma
6.	Rakesh Garg	Public	10,000	Rakesh Garg
7.	Amit Bhutra	Public	1,00,000	Amit Bhutra
8.	Maa Kaarni (Partnership Firm)	Public	1,00,000	Amit Bhutra Richa Bhutra
9.	Champalal Jain	Public	2,25,000	Champalal Jain

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of the ICDR Regulations, the “Relevant Date” for the purpose of determining the floor price for the Preferential Allotment of the Warrants is 24th September, 2024 being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting i.e. 25th October, 2024.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted upon conversion of said Warrants shall be subject to the following terms and conditions apart from other conditions as prescribed under applicable laws:

- a) An amount equivalent to 25% of the consideration (Warrant price) shall be payable at the time of allotment of each Warrant and the balance 75% of the Warrant price shall be payable by the Warrant holders against each warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrants to subscribe to the Equity Shares. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- b) The Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as may be specified under Regulation 167 of ICDR Regulations.
- c) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- d) Apart from the said right of adjustment mentioned in (c) above, the Warrants do not give any rights / entitlements to the Warrant holders as a shareholder of the Company.
- e) The Warrants shall be allotted in dematerialized form only within a period of 15 (fifteen) days from the date of passing of the special resolution by the members, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any applicable Regulatory Authorities, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.
- f) The right to convert Warrants may be exercised by the Warrant holders, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the members, allot the corresponding number of Equity Shares in dematerialized form.

- g) The Equity Shares to be allotted on conversion of the Warrants shall be fully paid up and shall rank pari passu with the then existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof; and shall be subject to the requirements of all applicable laws and provisions of the Memorandum and Articles of Association of the Company.
- h) In the event the Warrant holder does not exercise right to convert the Warrants into Equity Shares within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited by the Company.
- i) The Equity Shares allotted upon exercise of right attached to Warrant arising from the exercise of the Warrants will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as may be required.
- j) The Warrants shall be issued in dematerialized form; and shall be under lock-in for a period of one year from the date of allotment.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions or doubts, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any further approval of the members and to settle all questions, difficulties or doubts that may arise with respect to the offer, issue and allotment of the Warrants and Equity Shares to be issued upon conversion and listing thereof with the Stock Exchanges, appropriation and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any Committee of directors, any director(s), and/or officer(s) of the Company.”

By order of the Board of Directors

Date:25.09.2024
Place: Mumbai

Rishi Laser Limited
Harshad Patel
Managing Director
DIN: 00164228

Registered Office:
612, Veena Killedar Industrial estate
10-14, Pais Street,
Byculla (W),
Mumbai 400011

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing Proxy as per the format included herewith should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting.
3. An explanatory statement pursuant to the provisions of Section 102 of the Act stating all material facts and reasons for the proposed resolution is annexed herewith and forms part of this Notice.
4. Attendance Slip, proxy form and route map of the venue of the EGM are annexed hereto.
5. Members/proxies should bring the attendance slips duly filled in for attending the meeting.

6. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member. Proxies submitted on behalf of limited companies, societies, partnership firms, etc . must be supported by appropriate resolution/authority, as applicable.
7. The Company requests those members who have not yet registered their e-mail address, to register the same directly with their Depository Participants (DPs), in case shares are held in electronic form and to the Company, in case shares are held in physical form. Further, members holding shares in electronic form are requested to notify the changes in the above particulars, if any, directly to their DP.
8. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members / List of Beneficial Owners of the Company will be entitled to vote at the EGM.
9. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form should submit their PAN to the Company's Registrar and Share Transfer Agent.
10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL), as the authorized agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting system will be provided by NSDL.
11. The facility for voting by ballot or polling paper shall also be made available at the meeting and Members of the Company as of cut off date attending the meeting who have not already cast their vote by remote e-voting shall be eligible to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
12. The remote e-voting period shall commence on Monday, 21st October, 2024 (9:00 a.m. IST) and end on Thursday, 24th October, 2024 (5:00 p.m. IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, 19th October, 2024 may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting after 5.00 P.M. on Thursday, 24th October, 2024. Once the vote on a resolution is cast by a member, he / she / it shall not be allowed to change it subsequently.
13. A person, whose name is recorded in the Register of Members / List of Beneficial Owners maintained by the depositories as on the cut-off date only i.e. Saturday, 19th October, 2024 shall be entitled to avail the facility of "remote e-voting" during the EGM.
14. The e-voting / voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on the cut-off date i.e. Saturday, 19th October, 2024.
15. The Members who have not casted their vote by remote e voting prior to the Extraordinary General Meeting ("EGM") can exercise their voting rights at the EGM. The Members who have already exercised their right to vote by remote e-voting may attend the EGM but shall not be entitled to vote at the EGM. If a Member casts vote again at the EGM, then votes casts through remote e voting facility shall prevail and voting at the Meeting will be treated invalid.
16. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
17. M/s. Sudhanwa S Kalamkar & Associates (Membership No.18795, CP No.7692) has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the e-voting.
18. The Chairman Shall, at the EGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of the scrutinizer, by use of ballot or polling paper for all those Members who are present at the EGM but have not cast their votes by availing the remote e voting facility.
19. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting a consolidated

Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

20. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of NSDL at www.evoting.nsdl.com immediately after the result is declared and shall be simultaneously forwarded BSE Limited.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Monday 21st October, 2024 at 9:00 a.m. IST and ends on Thursday 24th October, 2024 at 5:00 p.m. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday 19th October, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 19th October, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="480 999 1507 1402">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="480 1423 1507 1761">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="532 199 1003 472" style="border: 1px solid black; padding: 5px; text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. 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 evoting 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) login through their depository participants</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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</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 abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to askus@kalamkarassociates.net. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@rishilaser.com and info@adroitcorporate.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@rishilaser.com and info@adroitcorporate.com.
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

Item No. 1

The Board of the Directors of the Company at its meeting held 25th September, 2024 has given their consent subject to approval of Members and other appropriate requisite authorities by way of Special Resolution to issue 8,00,000 Share Warrants to Promoter and Strategic Investors (Non-Promoters) on Preferential basis.

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder (“Act”), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) as amended, and on the terms and conditions and compliance as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

a. Objects of the preferential issue:

The objects of raising the funds through proposed preferential issue of 8,00,000 Warrants convertible into Equity Shares, to Promoter/Promoter Group and Strategic Investors (being Non- Promoters) on Preferential allotment basis is being made for cash with the object of

- funding Capital expenditure for expansion;
- working capital requirements; and
- general corporate purposes.

b. Maximum number of specified securities to be issued and price of the securities:

The resolution set out in the accompanying notice authorizes the Board to issue 8,00,000 share warrants carrying a right/ entitlement to subscribe to equivalent number of Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company on preferential basis at an issue price of Rs. 150/- (Rupees One Hundred and Fifty Only) per Warrant (including premium of Rs. 140/- (Rupees One Hundred and Forty Only) per Warrant)

c. Intention of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:

Following promoter, director and key managerial personnel of the Company intend to subscribe under proposed preferential issue:

Sr. No.	Name	Category	No. of Warrants proposed to be allotted
1.	Harshad B Patel	Promoter and Managing Director	1,25,000

d. Shareholding pattern of the Company before and after the preferential issue:

Sr. No.	Category	*Pre- issue		Post-issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' Holding				
1	Indian				
	Individual	13,91,798	15.14%	15,16,798	15.18%
	Bodies Corporate	-	-	-	-
	Sub Total	13,91,798	15.14%	15,16,798	15.18%
2	Foreign Promoters	64,005	0.70%	64,005	0.64%
	Sub total (A)	14,55,803	15.84%	15,80,803	15.82%
B	Non Promoter Holding				
1	Institutional Investors	-	-	-	-
2	Non institution				
	Private corporate bodies	6,41,545	6.98%	6,41,545	6.42%
	Directors and relatives	18,760	0.20%	18,760	0.19%
	Indian public	58,82,744	63.99%	62,92,744	62.97%
	Others (including NRIs, LLP, P. Firm, Foreign co., IEPF)	11,93,748	12.99%	14,58,748	14.60%
	Sub total (B)	77,36,797	84.16%	84,11,797	84.18%
	Grand Total	91,92,600	100.00%	99,92,600	100.00%

*As on 20.09.2024

e. time frame within which the preferential issue shall be completed:

In accordance with Regulation 170 of SEBI ICDR Regulations, the allotment of warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body, the allotment shall be completed by the Company within a period 15 (fifteen) days from the date of such approval(s) / permission(s).

f. 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:

Sr. No.	Name of the Proposed Allottees	Name of the Ultimate Beneficial Owner
1.	Harshad B Patel	Harshad B Patel
2.	Geetha Merlecha	Geetha Merlecha
3.	Rathan Jeevraj (HUF)	Rathan Jeevraj Rekha Rathan Viren R J
4.	Kapil Investments (Partnership Firm)	Jugraj Borar Jyothi C
5.	Shobha Businesses LLP	Shweta Agrawal Vishal Agarwal Janki Prasad Agarwal Neha Agarwal Rucheta Sharma
6.	Rakesh Garg	Rakesh Garg
7.	Amit Bhutra	Amit Bhutra
8.	Maa Kaarni (Partnership Firm)	Amit Bhutra Richa Bhutra
9.	Champalal Jain	Champalal Jain

- g. the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

Sl. No.	Name of the Investors	Pre issue - No. of Shares		Proposed issue No. of Warrants	* Post issue – No. of Shares		Category
		No. of Shares	% of Shareholding		No. of Shares	% of Shareholding	
1.	Harshad B Patel	12,66,626	13.78%	1,25,000	13,91,626	13.93%	Promoter
2.	Geetha Merlecha	0	0	75,000	75,000	0.75%	Public
2.	Rathan Jeevraj (Huf)	0	0	25,000	25,000	0.25%	Public (HUF)
3.	Kapil Investments	0	0	50,000	50,000	0.50%	Public (Partnership Firm)
4.	Shobha Businesses LLP	0	0	90,000	90,000	0.90%	Public (LLP)
5.	Rakesh Garg	0	0	10,000	10,000	0.10%	Public
6.	Amit Bhutra	0	0	1,00,000	1,00,000	1.00%	Public
7.	Maa Kaarni	0	0	1,00,000	1,00,000	1.00%	(Partnership Firm)
8.	Champalal Jain	0	0	2,25,000	2,25,000	2.25%	Public

* The post preferential percentage of shareholding has been calculated assuming that all the warrants allotted will be converted into equity shares of the Company.

There will be no change in the composition of the Board nor any change in the control of the Company subsequent to the proposed preferential issue.

- h. **undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so;**

The Company hereby undertakes that:

- the issue price shall be re-computed in terms of the provision of the ICDR Regulations, if required; and
- If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

- i. **Disclosure as specified in Schedule VI:**

It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

j. the current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.

Sr. No.	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Harshad B Patel	Promoter	Promoter
2.	Geetha Merlecha	Not Applicable	Non-promoter
3.	Rathan Jeevraj (HUF)	Not Applicable	Non-promoter
4.	Kapil Investments	Not Applicable	Non-promoter
5.	Shobha Businesses LLP	Not Applicable	Non-promoter
6.	Rakesh Garg	Not Applicable	Non-promoter
7.	Amit Bhutra	Not Applicable	Non-promoter
8.	Maa Kaarni	Not Applicable	Non-promoter
9.	Champalal Jain	Not Applicable	Non-promoter

k. Basis on which the price has been arrived and relevant date with reference to which the price has been arrived:

A. The Equity Shares of the Company are listed on BSE Limited (“BSE”) (referred to as “Stock Exchange”). The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164 (5) of Chapter V of the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 (1) of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares shall be issued shall not be less than higher of the following:

- a) Rs. 141.41/- each- the 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or
- b) Rs. 149.13/- each- the 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164 (1) read with Regulation 161 of Chapter V of the SEBI (ICDR) Regulations, 2018 is Rs. 149.13/- each.

B. Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company does not provide for a method of determination of a floor price/ minimum price of the shares issued on preferential basis.

Hence, based on the above, the Board of the Directors of the Company has decided the issue price of Equity Shares on Preferential basis shall be at a price of Rs. 150/- each (Face Value Rs. 10/- each + Premium Rs. 140/- each).

l. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment is 24th September, 2024 being the date 30 days prior to 25th October, 2024 (i.e., the date on which the Extraordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue).

m. The class or classes of persons to whom the allotment is proposed to be made:

The proposed issue of warrants is made to Individuals, Hindu Undivided Firm (HUF), Limited Liability Partnership, Partnership Firm, etc. belonging to an Indian Promoter and HUF/LLP/Partnership Firm belonging to Non Promoters category.

n. 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:

During the period from 01st April 2024 till the date of this notice, the Company has not made any preferential issue of Equity Shares/ Convertible Warrants.

o. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:

Not Applicable, as the proposed allotment is made for Cash consideration.

p. Amount which the company intends to raise by way of such securities:

The Company intends to raise Rs. 12,00,00,000/- by way of preferential issue of 8,00,000 warrants.

q. Lock-in period:

The aforesaid allotment of Equity Shares on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

r. Practicing Company Secretary' Certificate:

A copy of the certificate from Mr. Sudhanwa S. Kalamkar, Practicing Company Secretary (ACS 18795, COP No. 7692) Peer Review No.:2478/2022 , certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extraordinary General Meeting and the same shall be made available for inspection by the members on request by sending an e mail to investors@rishilaser.com. This certificate is also placed on the "Investor Corner" tab on the website of the Company.

s. Principle terms of assets charged as securities: Not Applicable

t. Interest of the Promoters/ Directors:

Mr. Harshad Patel promoter and managing director is one of the proposed allottees in the Proposed Preferential Issue and hence he and his relatives are interested in the above resolution.

Save and except the above none of the other Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 1 of this Notice for the approval of the Members by way of passing a Special Resolution.

By order of the Board of Directors

Date:25.09.2024

Place: Mumbai

Registered Office:

612, Veena Killedar Industrial estate

10-14, Pais Street,

Byculla (W),

Mumbai 400011

Rishi Laser Limited

Harshad Patel

Managing Director

DIN: 00164228



RISHI LASER LIMITED

CIN: L99999MH1992PLC066412

**Regd. Office: 612, Veena Killedar Industrial Estate, 10-14 Pais Street, Byculla (W), Mumbai - 400 011
Tel No. 022-23075677/23074585, Fax No. 022-230820022**

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :
Registered address :
E-Mail Id :
Folio No/ Client Id :
DP Id :

I/We, being the member(s) ofshares of the above mentioned company, hereby appoint

1. Name:
Address:
E Mail Id:
Signature:..... or failing him/her
2. Name:
Address:
E Mail Id:
Signature:..... or failing him/her
3. Name:
Address:
E Mail Id:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Extraordinary General Meeting to be held on Friday, 25th October, 2024 at 3.00 p.m. at Killachand Conference Room, 2nd Floor, Indian Merchants' Chamber, Churchgate, Mumbai 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution For
	SPECIAL BUSINESS
1	To create, offer, issue and allot convertible warrants on preferential basis

Signed thisday of2024

Signature of Shareholder.....

Signature of Proxy Holders(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



RISHI LASER LIMITED

CIN: L99999MH1992PLC066412

**Regd. Office: 612, Veena Killedar Industrial Estate, 10-14 Pais Street, Byculla (W), Mumbai - 400 011
Tel No. 022-23075677/23074585, Fax No. 022-230820022**

ATTENDANCE SLIP

Regd. Folio ----- .

Extraordinary General Meeting

To be handed over at the entrance of the meeting venue.

.....

Name of the attending member (in block letters)

.....

Name of Proxy (in block letter to be filled in by the proxy attending instead of the members.

No. of Shares held

I hereby record my presence at the Extraordinary General Meeting at Killachand Conference Room, 2nd Floor, Indian Merchants' Chamber, Churchgate, Mumbai 400 020, on Friday, 25th October, 2024 at 3:00 p.m. .

Member's / Proxy's Signature

Notes:

1. Interested joint shareholders may obtain attendance slip from the Registered Office of the Company.
2. Shareholders/joint shareholders proxies are requested to bring the attendance slip with them. Duplicate slip will not be issued at the entrance of the venue.

ROUTE MAP

