

NOTICE

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NOTICE is hereby given that an **Extra-Ordinary General Meeting** of the Members of **RASHI PERIPHERALS PRIVATE LIMITED**, will be held on Tuesday, the 15th March, 2022 at 11.00 A.M. at the Registered office of the Company at 5th Floor, Ariisto House, Telli Galli, Andheri (East), Mumbai-40069, to transact the following business:-

SPECIAL BUSINESS

Item No. I

INCREASE OF AUTHORISED SHARE CAPITAL:-

To consider and if thought fit, to pass, with or without modification/(s), the following Resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, the provisions of Memorandum & Articles of association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs.1,00,00,000/- (Rupees One Crore) divided into 20,00,000 (Twenty Lacs) Equity Shares of Rs. 5/- (Rupees Five) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 5/- (Rupees Five) each and that the existing Clause V of the Memorandum of Association of the Company as to Authorised Share Capital be and is hereby altered accordingly.”

Item No. II

ISSUE OF BONUS SHARES

To consider and if thought fit, to pass, with or without modification/(s), the following Resolution as a **Special Resolution**:-

“RESOLVED THAT :-

(a) Pursuant to Section 63 of the Companies act, 2013, The Companies (Share Capital and Debentures) Rules, 2014 & Article 44 of the Articles of association of the Company and on the recommendation of the Board of directors of the company and subject to such approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for capitalization of an amount of Rs.19,89,71,000/- consisting of amount lying in Capital Redemption Reserve Account Rs.5,00,000/-, Share Premium Account Rs. 6,68,33,950/-, General Reserve Rs.6,00,00,000/- and balance Rs. 7,16,37,050/- out of Profit & Loss Account, of the Company for the purpose of issue of 3,97,94,200 fully paid up Bonus Shares of the Face value of Rs.5/- each, to the holders of the existing 19,89,710 Equity Shares of Rs.5/- each fully paid up as on such record date as may be fixed by the Board of Directors in this regard, in proportion of 20 new Equity Shares of Rs.5/- each for every 1 Equity Share of Rs.5/-;

(b) The new Equity Shares of Rs.5/- each to be allotted as Bonus Shares shall be subject to the provisions of Memorandum & Articles of Association of the Company, and shall rank pari passu in all respect and carry the same rights as the existing equity shares and shall be entitled for proportionate dividend to be declared for the Financial Year in which the bonus shares allotted;

(c) New share certificates for the new shares allotted as bonus shares be issued to the shareholders who hold shares in physical form and credit the respective beneficiary accounts of those shareholders , who hold existing shares in dematerialized form or opt to receive the Bonus shares in dematerialized form within the Statutory period;

(d) The Board of directors of the company be and is hereby authorized to settle all matters arising out of and incidental to the issue and allotment of Bonus shares and further take all actions as it may , in its absolute discretion , deem necessary to give effect to this Resolution.”

Item No. III

APPOINTMENT OF JOINT STATUTORY AUDITORS

To consider and if thought fit, to pass, with or without modification/(s), the following Resolution as **an Ordinary Resolution**: -

“RESOLVED THAT pursuant to the provisions of Section 139 & other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014, Deloitte Haskins & Sells LLP, Firm Registration No. 117366W/W-100018, Chartered Accountants be and are hereby appointed as Joint Statutory Auditors of the Company to hold office for a term of 5 years i.e. from the Current Financial Year 2021-2022 to the Financial Year 2025-2026, till the conclusion of the 37th Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Auditors.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution

For & on behalf of the Board

**(Krishna Kumar Choudhary)
CHAIRMAN**

Date: - 8th February, 2022

Notes:-

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote Instead of himself and such proxy need not be a member of the company.
- (2) The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
- (3) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
- (4) Members and proxy holders are requested to sign their attendance in the attendance register kept at the venue of the meeting and therefore the company has not sent the attendance slip.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013:-

Item No. I

The present Authorised Share Capital of the Company is Rs. 100,00,000/- & the present issued, subscribed & paid up Share Capital is Rs. 99,48,550/-. The Company wants to issue bonus shares. However the present Authorised Share Capital is fully utilized so the Company proposes to increase its authorized Share Capital as specified in Resolution at Serial No. I of the Notice of the Meeting.

As per the provisions of Section 61(1)(a) of the Companies Act, 2013, the Authorised Share Capital of the Company can be increased by passing an Ordinary Resolution in a General Meeting by altering its Memorandum of Association of the Company if authorized by the Articles of Association of the Company.

A copy of the existing & altered Memorandum & Articles of Association of the Company is available for inspection of members at the Company's Registered office between 10.00A.M. to 12.00 Noon on any working day, up to the date of Extra- Ordinary General Meeting

The Resolution set out at Sr. No. I of the Notice of the Meeting is meant for obtaining consent of the Members of the company for increase in the Authorised Share Capital of the Company by altering the Memorandum of Association of the Company.

The Directors, Key managerial Personnel and their relatives are concerned or interested in the Resolution set out at Item no. I of the Notice to the limited extent of Bonus shares issued by the Company for which the Company proposes to increase its Authorised Share Capital.

The Board recommends the Ordinary Resolution set out at Item No. I of the Notice of Meeting for approval of Members.

Item No. II

The Board of directors of the company in its Meeting held on 8th February, 2022, after taking account the excellent performance of the company for the current financial year up to the period ended 31st December, 2021, the capital employed, the reserves and surplus account of the Company recommended to the Members for their consent issue of fully paid Bonus shares to the existing shareholders of the company in the manner set out in the Resolution at Item no. II of the Notice.

The Bonus issue is expected to expand the share capital base of the Company in commensurate with the size of operations of the Company.

As per the provisions of Section 63 of the Companies Act, 2013, a company can issue fully paid up Bonus shares to its Members by capitalizing its reserves and surplus if it is authorised by its Articles of Association of the Company and the Bonus issue been authorized by Members of the Company in a General Meeting on recommendation of Board of Directors. The Article No. 44 of the Articles of Association of the Company permits the Company to issue bonus shares.

The Resolution set out at Sr. No. II of the Notice of the Meeting is meant for obtaining consent of the Members of the company for issue of fully paid up Bonus shares in the manner set out in the Resolution by a Special Resolution.

The Directors, Key managerial Personnel and their relatives are concerned or interested in the Resolution set out at Item no. II of the Notice to the extent of Bonus shares issued by the Company against their existing shareholding, if any.

Item No. III

Provisions of rotation of auditors specified in Section 139(2) of the Companies Act, 2013 & The Companies (Audit and Auditors) Rules,2014 are applicable to all listed companies and certain other class of Companies. These provision are applicable to your company due to the reason of its borrowing from Banks have exceeded the prescribed limit.

Pipara & Company LLP, Chartered Accountants has been the Company's Statutory Auditors since Financial Year 2016-2017 & their term as auditors of the Company would accordingly expire at the conclusion of forthcoming Annual General Meeting of the Company.

The operations of the Company has grown tremendously during the current Financial year and therefore in order to ensure smooth transition upon expiry of term of Pipara & Company LLP, Chartered Accountants as the Statutory Auditors of the Company and seamless integration of the new Auditor with the System and processes of the company, it is proposed to appoint Deloitte Haskins & Sells LLP, Chartered Accountants as the Joint Statutory auditors of the Company along with Pipara & Company LLP, Chartered Accountants to hold office for a term of 5 years i.e. from the Current Financial Year 2021-2022 to the Financial Year 2025-2026, till the conclusion of the 37th Annual General Meeting of the Company. This would enable adequate handholding to the new Auditor before they take over as the Statutory Auditors for the next fiscal.

The appointment of Joint Statutory Auditors is not mandated by Law but it is being proposed as a voluntary measure.

Deloitte Haskins & Sells LLP, Chartered Accountants have given their consent to be appointed as Statutory auditors of the Company along with a confirmation that their appointment, if made by the Members would be as per the conditions prescribed under Rule 4 of The Companies (Audit and Auditors) Rules, 2014.

The Board of Directors recommend the Ordinary Resolution set out at item no. III of the Notice of Meeting for the approval of the Members of the Company.

None of the Directors, Key managerial Personnel and their relatives are concerned or interested, financially or other wise in the Resolution set out at Item no.III of the Notice.

RASHI PERIPHERALS PRIVATE LIMITED

PROXY FORM

Extra Ordinary General Meeting – 15th March, 2022

Name of the member (s) :
Registered Address:
E-mail id:
Folio No :

I/We being the member(s) of Rashi Peripherals Private Limited holdingshares of the above named Company hereby appoint:

Name:.....

Address:.....

E-mail Id:.....

Signature:..... or

failing him/her Name:.....

Address:.....

E-mail Id:.....

Signature:..... or

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Tuesday ,the 15th day of March , 2022 at 11.00 A.M. at 5th Floor, Ariisto House, Telli Galli, Andheri (East), Mumbai – 40069 and at any adjournment thereof in respect of such resolutions as are indicated below

Resolution No.	Subject Matter	Optional * (Please mention no. of shares)	
		For	Against
1	Ordinary Resolution for increase in the Authorised Share Capital of the Company.		
2	Special Resolution for issue of Bonus shares.		
3	Ordinary Resolution for appointment of Joint auditors.		

Signed this.....day of March , 2022

Affix
Revenue
Stamp of
Rs.1.00

Signature of shareholder.....

Signature of Proxy holder(s).....

Notes: 1.This form 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.

*2. It is optional to indicate your preference. If you leave the for or against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.