



## **RISHIROOP LIMITED**

**CIN: L25200MH1984PLC034093**

**Regd. Office: W-75(A) & W-76(A), MIDC Industrial Area, Satpur, Nasik, Maharashtra 422007**

Email: investor@rishiroop.com Website: www.rishiroop.in

Tel.: +91-22-40952000, +91-0253-2350042 Fax: +91-22-22872796

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### **POSTAL BALLOT NOTICE**

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act'), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ('MCA Circulars'), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (SS-2), and any other applicable law, rules, regulations, circular, notification, if any (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), that the Special Resolution as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only ('remote e-voting').

An explanatory statement pursuant to Section 102, 110 and other applicable provisions of the Companies Act, 2013, pertaining to the resolution setting out the material facts concerning the item and the reasons thereof is appended to this Postal Ballot Notice ('Notice').

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations'), and the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration Rules), 2014 (including any amendments thereto) and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/depository participant(s). The detailed procedure to cast the vote forms part of the Notes to this Notice.

The Board of Directors of the Company has appointed CS Shreyans Jain (FCS 8519, holding CP No. 9801), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically.

The Company has availed electronic voting platform of National Securities Depository (NSDL) to provide e-voting facility to its members.

Members desiring to exercise their votes are requested to carefully read the instructions provided in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notice.

The e-voting facility will be available during the following period:

|   |   |
|---|---|
| <b>Commencement of e-voting period</b>      | <b>9.00 am I.S.T on Sunday, June 1, 2025</b>  |
| <b>Conclusion of e-voting period</b>        | <b>5.00 pm I.S.T on Monday, June 30, 2025</b> |
| <b>Cut-off date for eligibility to vote</b> | <b>Friday, May 23, 2025</b>                   |

The evoting facility would be disabled by NSDL immediately after 5.00 pm I.S.T on Monday, June 30, 2025, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company and the results of the voting by Postal Ballot will be announced within two working days from the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited where the equity shares of the Company are listed and would also be uploaded on the Company website viz. [www.rishiroop.in](http://www.rishiroop.in) on BSE website viz. <https://www.bseindia.com/> and on the NSDL website at <https://www.evoting.nsdl.com/>.

The last date of e-voting i.e. June 30, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

**ITEM NO. 1: Appointment of Mrs. Falguni H. Shah (DIN: 00635202) as an Independent Director:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and Sec 161(1) of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions (including any modification or re-enactment thereof), read with Article 120 of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee of the Company, Mrs. Falguni H. Shah (DIN - 00635202) who was appointed by the Board of Directors as an Additional Director (in the capacity of Non-Executive Independent Director) of the Company with effect from May 15, 2025, and who fulfills the criteria of independence as provided in Sec 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Sec 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed a Non-Executive Independent Director on the Board of Directors of the Company for a term of 5 (five) consecutive years with effect from May 15, 2025 to May 14, 2030 (both days inclusive), not liable to retire by rotation."

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including a Committee thereof) or any person(s) authorized by the Board to exercise the powers conferred on the Board, be and is hereby authorized to do all acts, deeds and things, and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors**

Place: Mumbai  
Date: May 15, 2025

**Agnelo A. Fernandes**  
**Company Secretary**  
Membership No. F-9334

**Registered Office:**  
W-75(A) & W-76(A)  
MIDC Industrial Area  
Satpur, Nasik – 422007  
CIN - L25200MH1984PLC034093

#### **NOTES:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act along with the details in terms of Regulation 36(3) of the LODR Regulations, stating all the material facts and the reason/rationale for proposed resolution is annexed herewith.
2. This Notice is being sent by electronic mode alone to all the Members, whose name would appear in the Register of Members /list of beneficial owners as received from the depositories and whose email address is registered with the Company/Depository Participants, as on the Friday, May 23, 2025 ('Cut-off Date'). A person who is not a member as on the Cut-off Date should treat this Notice for informational purposes only. Members who have not yet registered their email address are requested to do so with the Company/Depository Participants as soon as possible.
3. In compliance with Regulation 44 of the LODR Regulations, and pursuant to Section 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
4. Once the vote on the resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the May 23, 2025, being the Cut-off Date fixed for the purpose.
5. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. June 30, 2025. Further, resolution passed by the members through postal ballot are deemed to have been passed as it they are passed at a general meeting of the members.
6. Members may please note that the Postal Ballot Notice will also be available on the Company website at <https://www.rishiroop.in>, the website of the Stock Exchange BSE website viz. <https://www.bseindia.com/> and also on the website of NSDL at: <https://www.evoting.nsdl.com/>
7. All the material documents referred to in the Explanatory Statement shall be available for inspection for Members on all working days from the date of dispatch of Notice until the last date of receipt of votes by e-voting i.e. June 30, 2025. Members may send their requests to [investor@rishiroop.com](mailto:investor@rishiroop.com) from their registered email ids mentioning their names, folio number, DP ID and Client ID during the voting period.

#### **GENERAL INFORMATION AND ELECTRONIC VOTING (E-VOTING) INSTRUCTIONS:**

- (i) The voting period begins on **Sunday, June 1, 2025 at 9:00 a.m. I.S.T.** and ends on **Monday, June 30, 2025 at 5:00 p.m. I.S.T.** 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.

Friday, May 23, 2025 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Members, in respect of all Members approval. Individual members holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Members are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.
- (iii) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Members.
- (iv) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Login method for remote e-voting for Individual shareholders holding securities in Demat mode through CDSL/NSDL is given below:**

**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. | 1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section , this will prompt you to enter your existing User ID and Password. After successful |

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|---|---|
|   | <p>authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="808 1140 1295 1434"> <p><b>NSDL Mobile App is available on</b></p> <div>  <span>App Store</span>  <span>Google Play</span> </div> <div>   </div> </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>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</p>   |

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|  | <p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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>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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

**B) Login Method 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 :

| <b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b> | <b>Your User ID is:</b>   |
|---|---|
| a) For Members who hold shares in demat account with NSDL.            | 8 Character DP ID followed by 8 Digit Client ID<br><br>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<br><br>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<br><br>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)   | 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.   |
| d)   | 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 <b>process for those shareholders whose email ids are not registered</b>  |
| 6.   | If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:   |
| a)   | Click on " <b><u>Forgot User Details/Password?</u></b> "(If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> .   |
| b)   | <b><u>Physical User Reset Password?</u></b> (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> .  |
| c)   | If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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.
2. Select "EVEN" of Rishiroop Limited 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. Upon confirmation, the message "Vote cast successfully" will be displayed.

5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. 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 shreyanscs@gmail.com with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto: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 [investor@rishiroop.com](mailto:investor@rishiroop.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 [investor@rishiroop.com](mailto:investor@rishiroop.com) 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.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(I) AND 110 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1**

The Board of Directors of the Company in the meeting held on May 15, 2025, based on the recommendation of the Nomination and Remuneration Committee of the Company, appointed Mrs. Falguni H. Shah (DIN: 00635202) as an Additional Director (in the capacity Non-Executive Independent Director) of the Company, with effect from May 15, 2025 for a term of five consecutive years i.e. up to May 14, 2030, under Sections 149, 150, 152 read with Schedule IV and Sec 161(1) of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and under Articles 120 and 121 of the Articles of Association of the Company.

Pursuant to Regulation 17(IC) and 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the aforesaid appointment of Mrs. Falguni H. Shah on the Board of Directors is required to be approved by the shareholders through a special resolution within a time period of three months from the date of appointment, and accordingly, the special resolution pertaining to her appointment as an Independent Director of the Company is being placed for the approval of the shareholders through postal ballot route.

Mrs. Falguni H. Shah is eligible to be appointed as Independent Director of the Company for a term of up to five consecutive years at a time. The Company has received from Mrs. Falguni H. Shah her consent in writing to act as director of the Company in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, along with a declaration confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of Regulation 25(8) of the SEBI Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonable anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director's Data Bank maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee ("NRC") had deliberated upon the criteria and desired attributes for filling in the position of Independent Director including current tenure of directors, diversity, skill matrix and skill gaps, statutory requirements, qualifications, experience etc. After considering the profile of Mrs. Falguni H. Shah, the NRC noted that the skills, experience and competencies possessed by Mrs. Shah were in alignment with the Company requirements, and therefore, recommended the candidature of Mrs. Falguni H. Shah for the position of Independent Director.

In the opinion of the Board, Mrs. Falguni H. Shah fulfills the conditions for independence specified in the Act, the Rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other laws/regulations for the time being in force, to the extent applicable to the Company and she is independent of the Management. The Board noted that Mrs. Shah's accounting background and practical experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified for the following reasons:

- Mrs. Falguni H. Shah is a Commerce Graduate and a fellow member of ICAI.
- She has also completed a diploma in Business Finance from ICFAI.
- She has rich experience of over 30 years in areas such as Financial Reporting, Statutory Audit, Tax Audit and GST.

A copy of the draft letter of appointment of Mrs. Falguni H. Shah as an Independent Director of the Company is available for inspection at the Registered Office during business hours on any working day.

Mrs. Falguni H. Shah, being the appointee, is interested in this resolution. Save and except Mrs. Falguni H. Shah, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board considers that the appointment of Mrs. Falguni H. Shah would be of immense benefit to the Company, and therefore, recommends the Special Resolution pertaining to her appointment for the approval of members.

**By Order of the Board of Directors**

Place: Mumbai  
Date: May 15, 2025

**Agnelo A. Fernandes**  
**Company Secretary**  
Membership No. F-9334

**Registered Office:**  
W-75(A) & W-76(A)  
MIDC Industrial Area  
Satpur, Nasik – 422007  
CIN - L25200MH1984PLC034093

**DETAILS OF DIRECTOR SEEKING APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS:**

|   |  |
|---|--|
| <b>Name of Director</b>   | Mrs. Falguni H. Shah   |
| <b>DIN</b>  | 00635202   |
| <b>Date of Birth / Age</b>  | 16-11-1966/ 58 years   |
| <b>Qualifications</b>   | FCA, DBF (ICFAI)   |
| <b>Expertise in specific functional area</b>  | 30 years + expertise in Taxation, Accounts and Auditing  |
| <b>Date of first appointment on the Board of the Company</b>  | 15-05-2025   |
| <b>Terms &amp; Conditions of appointment</b>  | Terms and Conditions of appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company website i.e. <a href="http://www.rishiroop.in">www.rishiroop.in</a> |
| <b>Remuneration last drawn &amp; sought to be paid</b>  | Not applicable   |
| <b>Shareholding in the Company &amp; Shareholding as a beneficial owner as on date of this Notice</b>                                 | NIL  |
| <b>Number of Board Meetings attended during FY 2024-25</b>  | Not applicable   |
| <b>Directorships held in other companies including listed companies and excluding foreign companies as on the date of this Notice</b> | <u>Listed Entities:</u> Nil<br><u>Unlisted Entities:</u><br>1. Fagun Softman Prime Wealth Private Limited  |
| <b>Membership/Chairmanship of Committees of the Board in other entities</b>   | NIL  |
| <b>Names of other listed companies in which directorships resigned in past three years</b>  | NIL  |
| <b>Inter-se relationship with other Directors, and other Key Managerial Personnel of the Company</b>                                  | NIL  |

**By Order of the Board of Directors**

Place: Mumbai  
Date: May 15, 2025

**Agnelo A. Fernandes**  
**Company Secretary**  
Membership No. F-9334

**Registered Office:**  
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