

CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING ("AGM") OF MEMBERS OF RASHI PERIPHERALS PRIVATE LIMITED HELD ON FRIDAY, 29TH JULY, 2022 AT 04:00 P.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT ARIISTO HOUSE, 5TH FLOOR, CORNER OF TELLI GALLI, ANDHERI (EAST) MUMBAI MH 400069 IN.

TO APPOINT MR. KESHAV KRISHNA KUMAR CHOUDHARY (DIN: 08761927) AS A DIRECTOR OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Keshav Krishna Kumar Choudhary (DIN: 08761927) who was appointed as an Additional Director of the Company with effect from 2nd May 2022, pursuant to the provisions of Section 161 of the Companies Act, 2013 ('Act') and other applicable provisions, if any, of the Act to hold office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary of the Company be and are hereby authorized to do all acts as may be necessary for giving effect to the above resolutions, including but not limited to filing relevant forms with the Registrar of Companies and record the change in directorship in the Register of Directors of the Company.

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For Rashi Peripherals Private Limited



Mr. Krishna Kumar Choudhary

DIN: 00215919

Director

**Address: 402, Shubhangan, Plot No. 27,
HCHL, JVPD Road No. 5, Vile Parle (West)**

Mumbai, 400056

Date: 29th July 2022

Place: Mumbai

Rashi Peripherals Private Limited

Registered Office: Arlisto House, 5th Floor, N S Phadke Road, Andheri East, Mumbai, Maharashtra – 400069, India
• Tel: +91-22-6177 1771 | Fax +91-22-61771999 • www.rptechindia.com | CIN: U30007MH1989PTC051039

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING ("AGM") OF MEMBERS OF RASHI PERIPHERALS PRIVATE LIMITED HELD ON FRIDAY, 29TH JULY, 2022 AT 04:00 P.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT ARIISTO HOUSE, 5TH FLOOR, CORNER OF TELLI GALLI, ANDHERI (EAST) MUMBAI MH 400069 IN.

APPOINTMENT OF MR. KESHAV KRISHNA KUMAR COUDHARY AS A WHOLE TIME DIRECTOR:

"RESOLVED THAT pursuant to Sections 196, 203 and other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, approval of the members be and is hereby accorded for the appointment of Mr. Keshav Krishna Kumar Choudhary as a Whole Time Director of the Company for a period of 5 years with effect from 2nd May, 2022, on the remuneration and on such terms and conditions as set out below:

1. BASIC SALARY : Rs. 5,20,835/- per month.
2. CONTRIBUTION TO PROVIDENT FUND : 12% of Basic Salary.
3. PERQUISITES AND ALLOWANCES
 - (A) Furnished rented Flat for residence for himself and his family members.
 - (B) Reimbursement of electricity Charges of the Residential Flat
 - (C) Reimbursement of Society Maintenance charges of the Residential Flat

4. INCREMENT:

The Whole-time Director will be entitled for such increment as may be decided by the Board of Directors of the Company from time to time.

5. The appointment of the Whole-time Director may be terminated by either party by giving one-month notice in each case.
6. The Whole-time Director shall subject to the superintendence and control of Board of Directors of the Company, look after policy planning future expansion, finance and credit control, work of the Company and such other work as may be entrusted by the Board of Directors of the Company from time to time.
7. The Whole-time Director shall be entitled for use of the Company's car with driver for official duties and telephone at residence and mobile phone (including payment for local calls and long distance official calls).
8. The Whole-time Director shall be entitled to be reimbursed in respect of all expenses incurred by him (including traveling, entertainment etc.) for and on behalf of the Company.
9. The Whole-time Director shall be entitled for Group Medical Insurance facility provided by the Company to all its employees.

Rashi Peripherals Private Limited



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution."

//CERTIFIED TRUE COPY//

For Rashi Peripherals Private Limited



Mr. Krishna Kumar Choudhary

DIN: 00215919

Director

**Address: 402, Shubhangan, Plot No. 27,
HCHL, JVPD Road No. 5, Vile Parle (West)**

Mumbai, 400056

Date: 29th July 2022

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CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FOR RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF RASHI PERIPHERALS PRIVATE LIMITED ("COMPANY") HELD ON FRIDAY, JULY 29, 2022 AT 04:00 P.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT ARIISTO HOUSE, 5TH FLOOR, CORNER OF TELLI GALLI, ANDHERI (EAST) MUMBAI MH 400069 IN.

APPOINTMENT OF MR. KESHAV KRISHNA KUMAR CHOUDHARY (DIN: 08761927) AS A DIRECTOR & WHOLE TIME DIRECTOR:

Item No. 13 & 14:

Pursuant to the provisions of Section 161 of the Companies Act, 2013, the Board of Directors at their meeting held on 30th April 2022, had appointed Mr. Keshav Krishna Kumar Choudhary as Additional Director of the Company on w.e.f. 2nd May 2022.

The term of office of Mr. Keshav Krishna Kumar Choudhary (DIN: 08761927) as Additional Director is up to the date of this Annual General Meeting of the Company. It is proposed to appoint Mr. Keshav Krishna Kumar Choudhary (DIN: 08761927), as a Director of the Company. The Company has received notice in writing, pursuant to the provisions of Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director of the Company.

At the Board meeting held on 30th April 2022, Mr. Keshav Krishna Kumar Choudhary was also appointed at the Whole Time Director with effect from 2nd May 2022 for a period of Five years on the terms and conditions including remuneration as set out in the Agreement entered by the Company with Mr. Keshav Krishna Kumar Choudhary.

The Company has received consent in writing from Mr. Keshav Krishna Kumar Choudhary to act as Whole Time Director pursuant to Section 152 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 to be appointed as Whole Time Director of the Company.

The information in respect of terms of remuneration & perquisites is given below:

1. BASIC SALARY : Rs. 5,20,835/- per month.
2. CONTRIBUTION TO PROVIDENT FUND : 12% of Basic Salary.
3. PERQUISITES AND ALLOWANCES
 - (A) Furnished rented Flat for residence for himself and his family members.
 - (B) Reimbursement of electricity Charges of the Residential Flat
 - (C) Reimbursement of Society Maintenance charges of the Residential Flat
4. INCREMENT:



Rashi Peripherals Private Limited

The Whole-time Director will be entitled for such increment as may be decided by the Board of Directors of the Company from time to time.

5. The appointment of the Whole-time Director may be terminated by either party by giving one-month notice in each case.
6. The Whole-time Director shall subject to the superintendence and control of Board of Directors of the Company, look after policy planning future expansion, finance and credit control, work of the Company and such other work as may be entrusted by the Board of Directors of the Company from time to time.
7. The Whole-time Director shall be entitled for use of the Company's car with driver for official duties and telephone at residence and mobile phone (including payment for local calls and long distance official calls).
8. The Whole-time Director shall be entitled to be reimbursed in respect of all expenses incurred by him (including traveling, entertainment etc.) for and on behalf of the Company.
9. The Whole-time Director shall be entitled for Group Medical Insurance facility provided by the Company to all its employees.

The aforesaid Notice and Agreement is available for inspection at the date of the Annual General Meeting through electronic mode.

The provisions of the Companies Act, 2013, require the Company to seek the approval of the Members for the appointment of Mr. Keshav Krishna Kumar Choudhary as Director and Whole Time Director of the Company. The Directors recommend the said resolution under item nos. 13 & 14 for approval of the members.

None of the other persons specified in Section 102 of the Companies Act, 2013, namely the Promoters, Directors (other than Mr. Keshav Krishna Kumar Choudhary), Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested in the above resolutions.

The Directors recommend the resolutions for approval by the members.

Details of Director seeking appointment at the Annual General Meeting: [Pursuant to Secretarial Standards - 2 on General Meetings]

Name of the Director	Mr. Keshav Krishna Kumar Choudhary
DIN	08761927
Father's name	Mr. Krishna Kumar Choudhary
Date of Birth	29 th August 1994
Age	27
Present residential address	401, Shubhangan, 5th N S Road, Jvpd Scheme, Vile Parle (West)



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Rashi Peripherals Private Limited

	Mumbai - 400056 Maharashtra
Qualification	Bachelor of Science in Electrical Engineering
Experience/expertise in specific functional areas	Experience in IT infrastructure deployment projects, international logistics, business process optimization and automation
Terms and conditions of appointment	Not Applicable
Details of remuneration sought to be paid	Rs. 5,20,835/- per month
Remuneration last drawn	Not Applicable
Date of first appointment on the Board	30 th April 2022
Shareholding in the Company	73,92,000 (17.69%)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Son of Mr. Krishna Kumar Choudhary (Whole-Time Director of The Company)
Number of Meetings of the Board attended during the year	-
Directorship in other Companies	No
Membership/Chairmanship of the committees of other Companies (consists membership/chairmanship of Audit Committee, Nomination and Remuneration Committee & Stakeholders' Relationship Committee)	No

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For Rashi Peripherals Private Limited




Mr. Krishna Kumar Choudhary

DIN: 00215919

Director

**Address: 402, Shubhangan, Plot No. 27,
HCHL, JVPD Road No. 5, Vile Parle (West)
Mumbai, 400056**

Date: 29th July 2022

Place: Mumbai

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