

# NOTICE

## OF 2ND ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT 2ND ANNUAL GENERAL MEETING OF THE MEMBERS OF ROYAL SENSE LIMITED WILL BE HELD ON MONDAY, 29th SEPTEMBER, 2025 AT 12:30 P.M Indian Standard Time (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:**

### ORDINARY BUSINESS:

**To consider and, if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolutions:**

#### Item No. 1: To consider and adopt:

- (a) the Audited Standalone Financial Statement of the Company for the year ended 31st March 2025 and together with the reports of the Board of Directors' and the Auditors thereon
- (b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2025 together with the report of the Auditors thereon.

**Item No. 2: To appoint Director in place of Vikas (DIN:10467805) the Non-Executive Director of Company, who retires by rotation and being eligible, offers himself for re-appointment.**

### SPECIAL BUSINESS:

**Item No. 3: To consider and approve the material Related Party Transaction limits with TTG Innovations Private Limited**

To consider, and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and the Company's policy on materiality of Related Party Transaction(s), and Rules made there under, (including any statutory modification(s) or re-enactment thereof for

the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the consent and approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee constituted by the Board or any person(s) authorized by the Board in this regard) to enter into arrangements/transactions/ contracts with TTG Innovations Private Limited, a Related Party as defined in the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with TTG Innovations Private Limited during the Financial year 2025-26 shall not exceed Rs. 25 Crores (Rupees Twenty-Five Crores) provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**Item No. 4: To consider and approve the material Related Party Transaction limits with Stergic Retail Private Limited (Wholly Owned Subsidiary)**

To consider, and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and the Company's policy on materiality of Related Party Transaction(s), and Rules made there under, (including any statutory modification(s) or re-enactment

thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the consent and approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee constituted by the Board or any person(s) authorized by the Board in this regard) to enter into arrangements/ transactions/ contracts with Stergic Retail Private Limited, wholly owned subsidiary of the company and Related Party as defined in the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with Stergic Retail Private Limited during each the Financial year 2025-26 shall not exceed Rs. 25 Crores (Rupees Twenty-Five Crores) provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

**Item No. 5: To consider and approve the material Related Party Transaction limits with Khalsa Traders**

To consider, and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (hereinafter called "the Act") and the Company's policy on materiality of Related Party Transaction(s), and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the consent and approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee constituted by the Board or any person(s) authorized by the Board in this regard) to enter into arrangements/transactions/ contracts with Khalsa Traders (a Proprietorship Firm) Related Party as defined in the Listing Regulations, relating to transactions as

detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, the aggregate amount/value of all such arrangements/ transactions/contracts that may be entered into by the Company with Khalsa Traders (a Proprietorship Firm) during the Financial year 2025-26 shall not exceed Rs. 50 Crores (Rupees Twenty-Five Crores) provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such.

**Item No. 6: To consider and authorize to alter the object clause of Memorandum of Association "MOA" of the company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the necessary approvals, consents, permissions, and sanctions required, if any, by the Registrar of Companies, and/or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or advised by any such appropriate authority(ies), the consent of Members of the Company be and is hereby accorded to amend the Objects clauses of the Memorandum of Association ("MoA") of the Company by altering through addition of sub clauses 5 under "part a" of clause 3 and substituting the following sub clauses be numbered consequently.

*5. To carry on business as manufacturers, producers, processors, importers, exporters, traders, retailers, wholesalers, suppliers, or otherwise deal in all kinds of raw and finished cosmetics products, perfumes and essences, dentifrices, lotions, extracts, greases, creams, salves, ointments, powders, serum, mask, toner, face wash, lipstick, shampoo, conditioners generic and patent/ non-patent cosmetics, formulations, toilet requisites and preparations, cleansing compounds & dermatological products and other relevant cosmetic products.*

**RESOLVED FURTHER THAT** the member of the Company be and is hereby accorded to approve the addition of following clause from the MoA of the Company.

**RESOLVED FURTHER THAT** any Director and /or Company

Secretary, be and are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities along with the Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Ministry of Corporate Affairs or such other Authority arising from or incidental to the said amendment and to delegate all or any of the powers conferred herein as they may deem fit."

**Item No. 7: Approval under section 180(1)(a) to sell, lease or otherwise dispose off undertaking and for creation of charge / mortgage/ pledge on properties of the company:**

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

**"RESOLVED THAT** in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to sell, lease, mortgage or otherwise dispose of or to create charge, mortgage and/ or hypothecate security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/ or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment,

remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and / or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc. Provided that the total amount for which such charge / mortgage / hypothecations are being created to secure the borrowings shall not at any time exceed Rs. 50,00,00,000/- (Rupees Fifty Crores Only) over and above the paid-up capital of the Company and its free reserves.

**"RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and / or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee, which the Board may hereinafter constitute from time to time to exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to negotiate, finalise, execute, vary, modify, revoke, rescind any of the documents for the abovementioned transactions and to do all such acts, deeds, matters and things as may be necessary and / or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to this resolution as they may in their absolute discretion deem fit."

Place: Delhi  
Dated: 02.09.2025

**By order of the Board of Directors  
For Royal Sense Limited**

**Ragini Maurya  
(Company Secretary & Compliance Officer)  
M. No.:73697**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") and the Secretarial Standard - 2 on General Meeting ("SS-2"), setting out the material facts concerning each item of Ordinary / Special Business to be transacted at the meeting is annexed to this Notice.
2. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Corporate members intending to attend/vote at AGM through VC / OAVM by their respective authorized representative(s) pursuant to section 113 of the Companies Act, 2013 to be requested to send their authorizations/ resolutions/ power of attorney to the Scrutinizer by e-mail on [cssumitbajaj@gmail.com](mailto:cssumitbajaj@gmail.com) with a copy marked to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) at the Annual General Meeting of the Company.
4. The relevant details, pursuant to 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM as a part of this notice.

**A. General instructions for accessing and participating in the 2nd AGM through VC/OAVM facility and voting through electronic means including remote e-Voting:**

1. Pursuant to the General Circular Nos. 14/2020 dated April 08, 2020, 17/ 2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 31, 2021 and 21/2021 dated December, 14, 2021 read with other relevant circulars, including General Circular No. 10/2022 dated December 28, 2022, General Circular No.09/2023 dated September 25, 2023 and General Circular no. 09/2024 issued by the Ministry of Corporate Affairs (hereinafter referred to as "MCA Circulars") in this regard, and the Securities and Exchange Board of India vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023, October 7, 2023, General Circular No. 09/2024 dated 19 September 2024 and Circular No. SEBI/HO/CFD/CFD-PoD2/P/ CIR/2024/133 dated 3 October 2024 and 12 December 2024 other applicable circulars issued in this regard ("SEBI Circulars") (hereinafter collectively referred to as "AGM related Circulars") and in compliance with the provisions of the Act, the SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") the Company is convening the Annual General Meeting ("AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). The deemed venue for the AGM will be the Registered Office of the Company, i.e. C-7, Phase-3, Badli Industrial Area, New Delhi - 110042.

2. The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts concerning the special business specified in the Notice is annexed hereto.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.royalsense.com](http://www.royalsense.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of Bigshare Services Private Limited (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://ivote.bigshareonline.com>

5. 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 of the Company will be entitled to vote at the AGM.
6. Listing Regulations has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details



with the respective depository participant for the shares held in dematerialized form. For further details about registration process, please contact your depository/ RTA of the Company.

7. 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 DPs with whom they are maintaining their demat accounts.
8. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, will be available electronically for inspection via a secured platform without any fee by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [compliance@royalsense.in](mailto:compliance@royalsense.in).
9. Members are requested to notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. The Board of Directors of the Company has appointed **Mr. Sumit Bajaj, proprietor of M/s Sumit Bajaj & Associates** (Practicing Company Secretaries) as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
12. The Register of Members and Share Transfer Books will remain closed from **23rd September, 2025 to 29th September, 2025 (both days inclusive)** for the purpose of Annual General Meeting.
13. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within 48 hours of conclusion of the AGM shall submit a consolidated Scrutinizer's

report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.

14. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at [www.royalsense.com](http://www.royalsense.com) and the website of Bigshare Services Private Limited immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favor of the resolutions.
15. Shareholders can send their queries/complaints, if any, on an exclusive designated e-mail id: [compliance@royalsense.in](mailto:compliance@royalsense.in). The shareholders are requested to send their queries, if any, on Annual Report, to the Company Secretary, not less than 7 days before the date of meeting, so that the requisite information/ explanations can be provided in time.
16. Members may address all the correspondences relating to change of address, share transfer, transmission, nomination etc. to the RTA at the below mentioned addresses:  
  
Bigshare Services Private Limited  
Unit: Royal Sense Limited  
Office No. S6-2, 6th Floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai -400093 Email: [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
Tel: 022-62638200

#### 17. Updation of Permanent Account Number (PAN)/ Bank Account Details of Members:

The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account Details for all security holders. Members holding Shares in physical form are therefore, requested to submit their PAN and Bank Account details to Share Transfer Agent of the Company along with self-attested copy of PAN and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of Bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

#### 18. Updation of Member's Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company / Share Registrars

and Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend etc. A form for compiling the additional details is appended in this Notice.

Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

The Notice of AGM and the Annual Report will be sent to those Members/beneficial owners whose name appears in the Register of Members/list of beneficiaries received from the Depositories as on Friday, 29th August, 2025

### Voting Through Electronic Means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Big Share Services Private Limited for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Bigshare Services Private Limited. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM/EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

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

- i. The voting period begins on 26th September, 2025 at 09:00 am. and ends on 28th September, 2025 at 05:00 pm. During this period shareholders' of the Company, as on the cut-off date (record date) of 22nd September, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Members who have casted their votes by remote e-voting prior to the AGM may also attend the Meeting but they shall not be entitled to cast their vote again and

Members who will be present in the AGM through VC/OAVM and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e- voting system during the AGM.

- iii. 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 shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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 shareholders.

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.

- iv. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

#### Type of shareholders

Individual Shareholders holding securities in Demat mode with **CDSL**

#### Login Method

- 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 URL for users to login to Easi/Easiest is <https://web.cdslindia.com/myeasitoken/home/login> or visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, 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 <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>.

#### Individual

**Shareholders** holding securities in demat mode with **NSDL**

- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <https://evoting.cdslindia.com/Evoting/EvotingLogin> 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is 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>
- 3) 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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Individual Shareholders  
(holding securities  
in demat mode)  
login through their  
**Depository Participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

Click on **“LOGIN”** button under the **“INVESTOR LOGIN”** section to Login on E-Voting Platform.

Please enter you **‘USER ID’** (User id description is given below) and **‘PASSWORD’** which is shared separately on you register email id.

Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.

Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.

Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

If you have forgotten the password: Click on **‘LOGIN’** under **‘INVESTOR LOGIN’** tab and then Click on **‘Forgot your password?’**

Enter **“User ID”** and **“Registered email ID”** Click on I AM NOT A ROBOT (CAPTCHA) option and click on **‘Reset’**.  
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

After successful login, Bigshare E-voting system page will appear.

Click on **“VIEW EVENT DETAILS (CURRENT)”** under **‘EVENTS’** option on investor portal.

Select event for which you are desire to vote under the dropdown option.

Click on **“VOTE NOW”** option which is appearing on the right hand side top corner of the page.

Cast your vote by selecting an appropriate option **“IN FAVOUR”**, **“NOT IN FAVOUR”** or **“ABSTAIN”** and click on **“SUBMIT**



**VOTE**". A confirmation box will be displayed. Click **"OK"** to confirm, else **"CANCEL"** to modify. Once you confirm, you will not be allowed to modify your vote.

Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.

Shareholder can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on investor portal.

### 3. Custodian registration process for i-Vote E-Voting Website:

You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

Click on **"REGISTER"** under **"CUSTODIAN LOGIN"**, to register yourself on Bigshare i-Vote e-Voting Platform.

Enter all required details and submit.

After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

If you have forgotten the password: Click on **'LOGIN'** under **'CUSTODIAN LOGIN'** tab and further Click on **"Forgot your password?"**

Enter **"User ID"** and **"Registered email ID"** Click on I AM NOT A ROBOT (CAPTCHA) option and click on **'RESET'**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

#### Voting method for Custodian on i-Vote E-voting portal:

After successful login, Bigshare E-voting system page will appear.

#### Investor Mapping:

First you need to map the investor with your user ID under **"DOCUMENTS"** option on custodian portal.

Click on **"DOCUMENT TYPE"** dropdown option and select document type power of attorney (POA).

Click on upload document **"CHOOSE FILE"** and upload power of attorney (POA) or board resolution for respective investor and click on **"UPLOAD"**.

Note: The power of attorney (POA) or board resolution has to be named as the **"InvestorID.pdf"** (Mention Demat account number as Investor ID.)

Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

To cast your vote select **"VOTE FILE UPLOAD"** option from left hand side menu on custodian portal.

Select the Event under dropdown option.

Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **"UPLOAD"**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).

Custodian can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on custodian portal.

#### Helpdesk for queries regarding e-voting:

**Login type**

Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.

**Helpdesk details**

In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

**4. Procedure for joining the AGM/EGM through VC/ OAVM:**

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).

After successful login, Bigshare E-voting system page will appear.

Click on **"VIEW EVENT DETAILS (CURRENT)"** under **'EVENTS'** option on investor portal.

Select event for which you are desire to attend the AGM/EGM under the dropdown option.

For joining virtual meeting, you need to click on **"VC/OAVM"** link placed beside of **"VIDEO CONFERENCE LINK"** option.

Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**The instructions for Members for e-voting on the day of the AGM/EGM are as under:-**

The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.

Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.

Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

**Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
2. **For Individual Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@royalsense.in](mailto:compliance@royalsense.in) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@royalsense.in](mailto:compliance@royalsense.in) These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the Registrar & Share Agent, you can write an email to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Big Share Services Private Limited, Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India. or send an email to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call on 022-6263 8200 / 08069219060

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

### Item No. 3, 4 and 5:

Pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof ("SEBI Listing Regulations") and the Company's Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company ("the Policy"), the material related party transactions to be entered by the Company on arm's length basis with TTG Innovations Private Limited, Stergic Retail Private Limited and M/s Khalsa Traders as set out in Item No.3 to 5 require approval of the members of the Company through the ordinary resolutions.

In accordance with Regulation 23 of the SEBI Listing Regulations, "Material Related Party Transaction" means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company ("material related party limit").

### Item no. 3: Particulars of material related party transaction limits with TTG Innovations Private Limited

Sr. No.	Particulars	Details	
1.	Type of transaction, material terms and particulars of the transaction	Purchase/sale of Goods	
2.	Name of Related Party	TTG Innovations Private Limited	
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Availing and Rendering of Services	
4.	Tenure of the proposed transaction (particular tenure shall be specified)	TTG Innovations Private Limited is an entity under common control with the Company.	
5.	Value of proposed transaction	The Transactions are recurring in nature. The approval of the shareholders is being sought for the related party transactions entered/to be entered during FY 2024-25 and thereafter till the next Annual General Meeting scheduled to be held during FY 2025-26 or fifteen months from the date of this Annual General Meeting, whichever is earlier	
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The Value of proposed transactions with TTG Innovations Private Limited in the financial year 2024-25 is expected to be upto 25 Crore.	
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary - The Information pertaining to Loans and Advances provided by the Company	Details of the source of funds in connection with the proposed transaction;	Not Applicable
		Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure;	Not Applicable.
		Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable.
8	Justification as to why the RPT is in the interest of the Company	The related party transactions entered by the Company with TTG Innovations Private Limited are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with TTG are conducted as if it is with an unrelated party, so that there is no conflict of interest.	

#### Item no. 4: Particulars of material related party transaction limits with Stergic Retail Private Limited

Sr. No.	Particulars	Details
1.	Type of transaction, material terms and particulars of the transaction	Purchase/sale of Goods
2.	Name of Related Party	Stergic Retail Private Limited
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Availing and Rendering of Services
4.	Tenure of the proposed transaction (particular tenure shall be specified)	Stergic Retail Private Limited (wholly owned subsidiary of the company)
5.	Value of proposed transaction	The Transactions are recurring in nature. The approval of the shareholders is being sought for the related party transactions entered/to be entered during FY 2024-25 and thereafter till the next Annual General Meeting scheduled to be held during FY 2025-26 or fifteen months from the date of this Annual General Meeting, whichever is earlier
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The Value of proposed transactions with Stergic Retail Private Limited in the financial year 2024-25 is expected to be upto 25 Crore.
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary - The Information pertaining to Loans and Advances provided by the Company	<div>Details of the source of funds in connection with the proposed transaction; Not Applicable</div> <div>Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure; Not Applicable.</div> <div>Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT Not Applicable.</div>
8.	Justification as to why the RPT is in the interest of the Company	The related party transactions entered by the Company with Stergic Retail Private Limited are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with CIPL are conducted as if it is with an unrelated party, so that there is no conflict of interest.

#### Item no. 5: Particulars of material related party transaction limits with M/s Khalsa Traders

Sr. No.	Particulars	Details
1.	Type of transaction, material terms and particulars of the transaction	Purchase/sale of Goods Availing and Rendering of Services
2.	Name of Related Party	M/s Khalsa Traders
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	M/s Khalsa Traders A proprietorship firm controlled by Ms. Mandeep Kaur wife of Mr. Harmeet Singh
4.	Tenure of the proposed transaction (particular tenure shall be specified)	The Transactions are recurring in nature. The approval of the shareholders is being sought for the related party transactions entered/to be entered during FY 2024-25 and thereafter till the next Annual General Meeting scheduled to be held during FY 2025-26 or fifteen months from the date of this Annual General Meeting, whichever is earlier
5.	Value of proposed transaction	The Value of proposed transactions with M/s Khalsa Traders in the financial year 2024-25 is expected to be upto 25 Crore.
6.	The percentage of the Company annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The value of proposed transactions with M/s Khalsa Traders during the FY 2024-25 will be 10% or more of the annual turnover of the Company for the FY 2024-25



7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary - The Information pertaining to Loans and Advances provided by the Company	Details of the source of funds in connection with the proposed transaction; Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments nature of indebtedness; cost of funds; and tenure; Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
			Not Applicable.
8	Justification as to why the RPT is in the interest of the Company	The related party transactions entered by the Company with M/s Khalsa Traders are in the Ordinary course of business and are on an arm's length basis. It is further ensured that the transactions with CIPL are conducted as if it is with an unrelated party, so that there is no conflict of interest.	Not Applicable.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 3, 4 and 5 of this Notice, for approval by the Members of the Company.

Mr. Rishabh Arora and their relatives are deemed to be concerned or interested in resolution no. 3 and 4 of this Notice to the extent of the Company's interest in the transaction and the Shareholding in TTG Innovation Private Limited.

Mr. Harmit Singh and their relatives are deemed to be concerned or interested in resolution no. 5 this Notice to the extent of the Company's interest in the transaction and the Shareholding in TTG Innovation Private Limited.

None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolution, as set out in Item no. 3, 4 and 5 of this Notice.

#### Item no. 6: Alter the object clause of Memorandum of Association "MOA" of the company

In order to expand the Company's present scope of operations and to avail the opportunity at local and global market the Company is planning to add new products in the business of the company. The change in the main object of the Company by adding new products is proposed to enable diversification and expansion of business activities in line with current market trends and consumer demand.

To commence the proposed new business activities, the Object Clause [Clause III (A)] of the Memorandum of Association of the Company needs to be altered. It is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company to enable the Company to expand and diversify its present scope of operations by inserting sub-clause No. 5 after existing sub-clause No. 4 as mentioned below

The following clauses are proposed to addition into the Object Clause of MOA of the Company:

**5. To buy, sell, supply, store, stock, maintain, or otherwise deal in all kinds and varieties of cosmetics Products including but not limited to serum, mask, toner, face wash, lipstick, under eye cream, shampoo, conditioners generic and patent/ non-patent cosmetics, formulations, pills, powder, pharmaceuticals, cosmetics & dermatological products and other relevant items/products.**

The objects clauses of the Memorandum of Association ("MoA") of the Company by addition of sub clauses 1 to 5 under 'part a' of clause 3.

The final object of the company therefore shall be as under:

3(a). The objects to be pursued by the company on its incorporation are:

1. To buy, sell, supply, store, stock, maintain, manufacture or otherwise deal in all kinds and varieties of Personal Protective Equipment (PPE)/Products including but not limited to Face protection, goggles and masks or face shield, gloves, gown or coverall, head cover, rubber boots, sanitizer, surgical equipment, medical devices, generic and patent/ non-patent medicines, drugs, mixtures, formulations, tablets, pills, powder, pharmaceuticals and medical products, health products/ supplements, needles, syringes, injectable, vaccines, sera, immunogens, chemicals, oils and surgical dressings, kits and instruments and other relevant items/products.

2. To buy, sell, supply, store, stock, maintain, manufacture or otherwise other perfumes and toilet Preparations like Hand Sanitizer, Perfumes which used to clean hands, kills germs on contact, forms a protective barrier around hands to help defend against germs up to 5 hours, prevents passing of germs through hands, eaves hands smelling fresh and clean and body from the bacteria's and others things.
3. To buy, sell, supply, store, stock, maintain, manufacture or otherwise of medical impregnated wadding, gauze, bandages, dressings, surgical gut string etc.
4. Any other activity and Business operations which are ancillary and supporting to the above-mentioned activities to run and perform the business.
5. To carry on business as manufacturers, producers, processors, importers, exporters, traders, retailers, wholesalers, suppliers, or otherwise deal in all kinds of raw and finished cosmetics products, perfumes and essences, dentifrices, lotions, extracts, greases, creams, salves, ointments, powders, serum, mask, toner, face wash, lipstick, shampoo, conditioners generic and patent/ non-patent cosmetics, formulations, toilet requisites and preparations, cleansing compounds & dermatological products and other relevant cosmetic products.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

As per Section 13 of the Companies Act, 2013, any alteration to the Object Clause of the Memorandum of Association of the Company requires approval of the Members by passing Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing of the resolution set out at Item No. 6 as a Special Resolution.

**Item No.7: Approval under section 180(1)(a) to sell, lease or otherwise dispose off undertaking and for creation of charge / mortgage/ pledge on properties of the company:**

Members of the Company are further requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the members of the Company by way of a special resolution.

The Board therefore, recommends the Special Resolution set out in Item. No 7 of the Notice of AGM for approval of the members in terms of Section 180(1)(a) of the Companies Act, 2013 for reducing the financial burden of the Company.

The Board of Directors of the Company recommends the resolution set out in item No. 7 for approval of the Members as a Special Resolution. None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

## ANNEXURE TO THE NOTICE

## Item No. 2:

## Annexure-1

Details of Director seeking Appointment / Re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name	Mr. Vikas
Directors Identification Number (DIN)	10467805
Date of Birth (age)	(13/08/1997) 28 years
Qualification	Bachelor's Degree in Commerce
Expertise in Specific Area	Trading pharmaceutical and surgical equipment.
Date of first appointment on the Board of the Company	04/03/2024
Shareholding in Royal Sense Limited as on 31st March 2024	-
List of Directorship held in other companies	Stergic Retail Private Limited
Membership/ Chairmanship in Committees	NA
Relationship with other directors' interest	Nil
Brief Resume	Mr. Vikas is a Non-Executive Director into the company, he holds more than 5-year experience in the field of trading of Pharmaceutical and surgical products.
Terms & Conditions of re-appointment including remuneration payable	Up to the next term in reference to the retire by rotation
Number of Meetings of Board attended during the year	8
Details of remuneration sought to be paid and last drawn	RS. 38,500/- p.m. and Rs 38,500 drawn in March, 2025
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Well versed skills in operation and sales leads to better management and smooth functioning of departments
Listed entities from which resigned in the past Three years	Nil

Place: Delhi

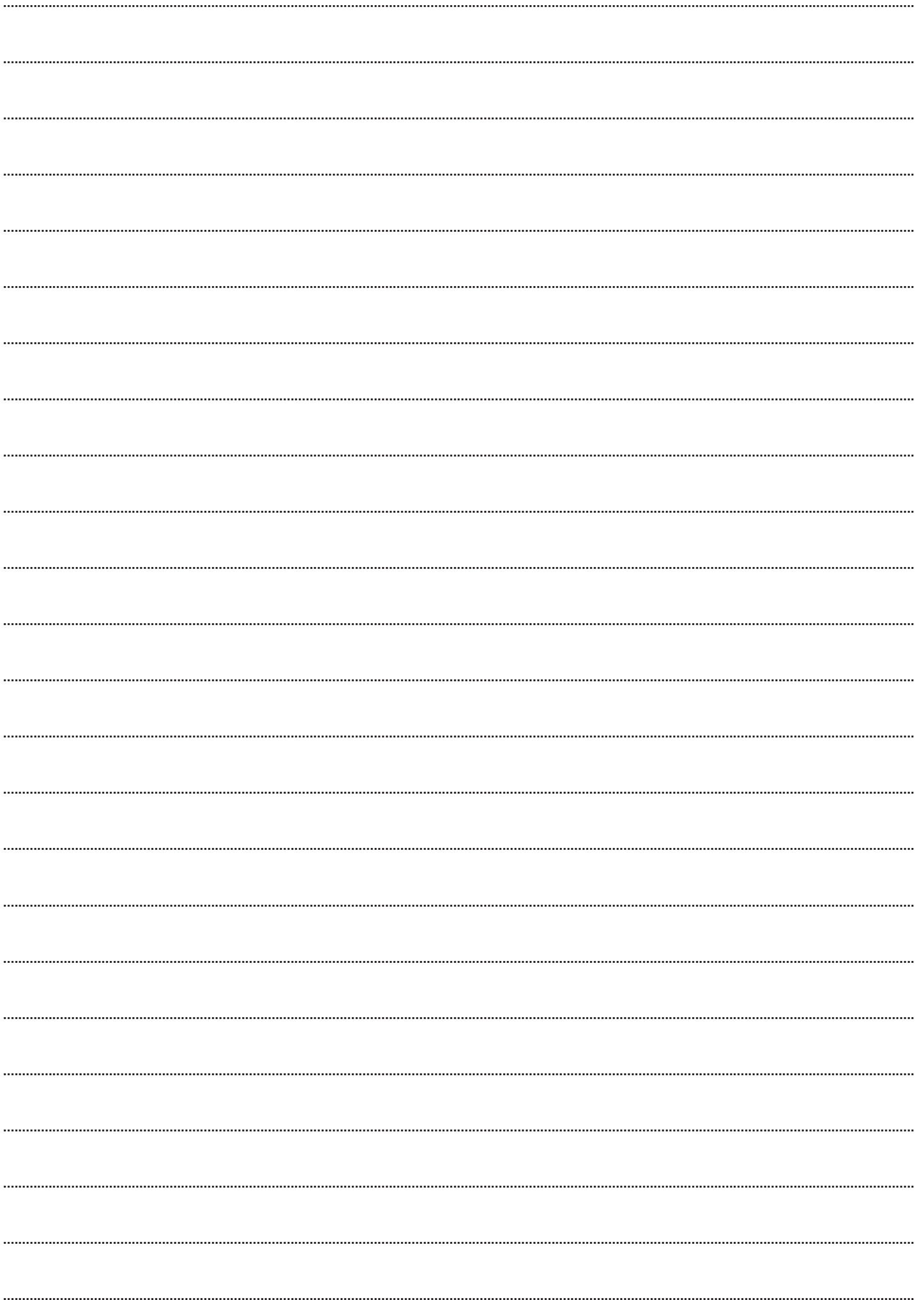
Dated: 02.09.2025

**By order of the Board of Directors  
For Royal Sense Limited**

**Ragini Maurya  
(Company Secretary & Compliance Officer)  
M. No.:73697**

## NOTES

[illegible]







**ROYAL SENSE LIMITED**

Registered Office: C-7, Phase-3, Badli Industrial Area, Badli, North West Delhi, Delhi-110042  
[www.royalsense.in](http://www.royalsense.in)