

NOTICE

OF 1ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 1ST ANNUAL GENERAL MEETING OF THE MEMBERS OF ROYAL SENSE LIMITED WILL BE HELD ON WEDNESDAY, 23RD OCTOBER, 2024 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:

Item No. 1. To consider and adopt:

- (a) the Audited Standalone Financial Statement of the Company for the year ended 31st March 2024 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 2024 together with the report of the Auditors thereon.

Item No. 2. To appoint Director in place of Harmeet Singh, who retires by rotation and being eligible, offers herself for re-appointment

Item No. 3. To appoint Auditor and to fix their remuneration and in this regard to consider and if, thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the audit committee and the Board of Directors of the Company, M/s. C N D & Associates (FRN: 030019N) be and are hereby appointed as the statutory auditors of the Company for a term of 5 (Five) consecutive years from the conclusion of the First AGM till the conclusion of Sixth AGM of the Company i.e. for the Financial Year 2024-25 upto the Financial Year 2028-29 on such remuneration as may be decided by the Board in addition to any out-of-pocket expenses incurred by the auditors".

RESOLVED FURTHER THAT any one of the directors of the company be and is hereby authorized to do all necessary acts, deeds and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution.

SPECIAL BUSINESS

Item No. 4: To appoint Ms. Heena Soni (DIN: 10649170) as Independent Director of the Company

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

"RESOLVED THAT pursuant to provisions of Sections 149(6) 150 and 152, read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013; rules thereof; and other applicable rules and regulations (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and pursuant to the terms and conditions recommended by the Nomination & Remuneration Committee, Ms. Heena Soni (DIN: 10649170) who was appointed as an Additional Director in the category of Non-executive Independent Director of the Company by the Board of Directors of the Company and who has submitted a declaration of meeting the criteria for independence as provided in section 149(6) of the Act and who qualifies for being appointed as an Independent Director be and is hereby appointed as Non-Executive Independent Director of the Company, not be liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from 30th May, 2024.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any one of the existing Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable in relation thereto".

Item No. 5: To appoint Ms. Kajal (DIN: 10649037) as Independent Director of the Company

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

"RESOLVED THAT RESOLVED THAT pursuant to provisions of Sections 149(6) 150 and 152, read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013; rules thereof; and other applicable rules and regulations (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and pursuant to the terms and conditions recommended by the Nomination & Remuneration Committee, Ms. Kajal (DIN: 10649037) who was appointed as an Additional Director in the category of Non-executive Independent Director of the Company by the Board of Directors of the Company and who has submitted a declaration of meeting the criteria for independence as provided in section 149(6) of the Act and who qualifies for being appointed as an Independent Director be and is hereby appointed as Non-Executive Independent Director of the Company, not be liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from 30th May, 2024.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any one of the existing Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable in relation thereto".

Item No. 6 : 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 each Financial year 2023-24 and 2024-25 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. 7 : 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 Financial year 2023-24 and 2024-25 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. 8: 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 each Financial year 2023-24 and 2024-25 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. 9: To increase authorized share capital of the company and consequent amendment in the Capital Clause of Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 (the "Act") read with Rule 15 of the Companies (Share Capital & Debentures) Rules, 2014 (the "Rules") and all other applicable provisions of the Companies Act, 2013, including any statutory modifications or re-enactments thereof, for the time being in force and applicable provisions of the Articles of Association of the Company, the consent of the Members of the Company, be and is hereby accorded to increase the authorized share capital of the Company from existing Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lakh) equity shares of Rs. 10/- each to Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity shares each ranking pari passu in all respect with the existing Shares of the Company as per the Memorandum and Articles of Association of the Company".

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and 64 of the Act and all other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof) and the Rules framed thereunder, the consent of the members of the Company be and is hereby accorded for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:-

V. The Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores only), which shall consist of 1,00,00,000 (One Crore) Equity Shares having face value of Rs. 10/- each aggregating to Rs. 10,00,00,000/- only (Rupees Ten Crores only)

with power to sub divide, consolidate and increase or decrease the capital and with power from time to time to issue any shares out of the original capital or a new capital with and subject to any preferential, qualified or special rights, privileges or conditions as may be thought fit and proper and upon sub-division of a share to apportion the right to participate in profits in any manner as between the shares resulting from such division".

"RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion consider proper, necessary or desirable and take all such steps as may be necessary,

including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard".

Item No. 10 To consider and issue of warrant convertible into Equity Shares on preferential basis to the Non-Promoter Category

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

"RESOLVED THAT pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Ministry of Corporate Affairs ("MCA") or any other competent authority, as may be necessary, including the Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") where the Equity Shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Director of the Company ("the Board") (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the Members be and is hereby accorded, to create, offer, issue and allot at an appropriate time, in one or more tranches in aggregate and upto 4,50,000 (Four Lakh Fifty Thousand) Convertible Equity Warrants ("Warrants"), each carrying a right exercisable by the warrant holder(s) to subscribe to one (1) Equity Share against each warrant at a price of Rs. 151/- (Rupees One Hundred and Fifty-One Only) including premium of Rs. 141/- (Rupees One Hundred and Forty-One) each per Warrant which is more than the price as determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations aggregating to upto Rs. 6,79,50,000/- (Rupees Six Crores Seventy-Nine Lakh Fifty Thousand Only), on a preferential allotment basis ("Preferential Offer") to the following non-promoter individual/entities (hereinafter referred to as the ("Proposed Allottees of Share Warrant"),

entitling the warrant holders to exercise option to convert and get allotted 1 (One) Equity Share of Face Value of Rs. 10/- (Rupees Ten Only) each of the Company ("Equity Shares") for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, and in such form and manner and in accordance with the provisions of ICDR Regulations and Takeover Regulations.

| Sr. No. | Name of the Proposed Allottees | No. of warrants to be allotted |
|--|-----------------------------------|--------------------------------|
| 1 | HBPA Tradex Private Limited | 100000 |
| 2 | Manish Kumar (HUF) | 100000 |
| 3 | Ranay Shrivastava | 50000 |
| 4 | Swarnali Advisors Private Limited | 50000 |
| 5 | Ruchas Ventures | 20000 |
| 6 | Mini Agrawal | 18000 |
| 7 | Sandeep Aggarwal | 18000 |
| 8 | Shilpa Kabra | 16000 |
| 9 | Divya Sawhney | 9000 |
| 10 | Navneet Kumar | 5000 |
| 11 | Umesh Arora | 10000 |
| 12 | Mohit Goyal | 14000 |
| 13 | Hemangi Vikas Ruia | 20000 |
| 14 | TDK Partners | 20000 |
| Total no of Warrants to be issued | | 450000 |

"RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of determination of the floor price for the issue and allotment of Warrants is Monday, 23rd September, 2024 being the date 30 (Thirty) days prior to the date of this Annual General Meeting.

"RESOLVED FURTHER THAT the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- Upto 4,50,000 warrants of Rs. 10/- each shall be convertible into upto 4,50,000 Equity shares of the Face Value of Rs. 10/- each on payment of aggregate price including premium of Rs.141/- (Rupees One Hundred Forty One Only) on the following terms and conditions;
- Exercise of offer for conversion of the warrants shall be at the sole option of the warrant holders at any time within the period of 18 months from the date of allotment of warrants in accordance with the SEBI(ICDR) Regulations, 2018 as amended from time to time;
- The Equity Warrant subscription price equivalent to 25% of the issue price will be payable at the time of subscription of Equity Warrants, as prescribed by the SEBI (ICDR) Regulations, 2018, which would be adjusted by the Company and appropriated against the issue price of the Equity Shares. Equity Warrants exercise price equivalent to the 75% of the issue price of the

equity shares shall be payable by the warrant holder(s) at the time of exercising conversion of Equity Warrants;

- d) The Equity Shares to be so allotted on exercise of Equity Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- e) The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants.
- f) In the event the warrant holder(s) does not exercise the Equity Warrants within Eighteen (18) months from the date of allotment of the Equity Warrants, then such Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company;
- g) The Equity Warrants and the Equity Shares being allotted pursuant to exercise of such Equity Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations;
- h) The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- i) The pre-preferential shareholding of the Proposed Equity Allottees (if any) and Equity Shares to be allotted to the Proposed Equity Allottees shall be under lock-in for such period as may be prescribed under Chapter VII of the SEBI ICDR Regulations.
 - a) The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
 - b) The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants are received from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations;

"RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and

a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

"RESOLVED FURTHER THAT the equity shares so issued on conversion of warrant shall upon allotment have the same right of voting as the existing equity shares and be treated for all other purpose Pari passu with the existing equity shares of the company and that the equity shares so allotted during the financial year shall be titled to the dividend, if any, declared including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent year.

"RESOLVED FURTHER THAT the company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) For admission of the new equity shares to be issued upon conversion of warrant on preferential basis.

"RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, signing of all deeds and documents as

may be required without being required to seek any further consent or approval of the Members and take all steps and decisions in this regard;

"RESOLVED FURTHER THAT a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon".

Item No. 11. To Approve Royal Sense Limited Employee Stock Option Plan, 2024 ("RSL ESOP SCHEME 2024"):

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

"RESOLVED THAT pursuant to the Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 ("Act"), read with applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force, if any, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), provisions contained in the Memorandum of Association ("MOA") and the Articles of Association ("AOA") of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for the time being in force and as may be modified from time to time, provisions contained in the memorandum of association and the articles of association of the Company, and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the "Applicable Laws"), and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee ("NRC"), the approval of the members be and is hereby accorded to introduce, offer, issue and allot share-based options to eligible employees under the Royal Sense Limited Employee Stock Option Plan 2024 ("RSL ESOP Scheme 2024") of the Company, the salient features of which are furnished in the Explanatory Statement to this Notice and to grant such options to eligible employees on such terms and conditions as provided in the RSL ESOP Scheme 2024 and as may be fixed or determined by the NRC and/or the Board.

"RESOLVED FURTHER THAT the maximum number of options granted to eligible employees under the RSL ESOP Scheme 2024 shall not exceeding 2,45,000 equity shares of the Company.

"RESOLVED FURTHER THAT the equity shares, if any, issued/allotted from time to time in accordance with the RSL ESOP Scheme 2024, shall rank pari-passu in all respects with the existing equity shares of the Company.

"RESOLVED FURTHER THAT the approval of the members of the Company, is hereby accorded to the Board and the NRC to take necessary steps for compliance with the SEBI SBEB Regulations and other Applicable Laws.

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organization etc. the number of abovementioned options in the RSL ESOP Scheme 2024 shall be appropriately adjusted.

"RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the RSL ESOP Scheme 2024 and generally for giving effect to these resolutions, each member of the Board and the NRC or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard".

Place: Delhi

Dated: 23.09.2024

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

**Priyanka Bhutani
(Company Secretary & Compliance Officer)
M. No.:29938**

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 are requested to send their authorizations/ resolutions/ power of attorney to the Scrutinizer by e-mail on csumitbajaj@gmail.com with a copy marked to 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 1st 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 and No.09/2023 dated September 25, 2023 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 and 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., First Floor, Plot No 57, Phase-II, Badli Industrial Area, North West Delhi-110042.

2. 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 AGM without restriction on account of first come first served basis.
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. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at 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. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical 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 and with the registrar and share transfer agent in respect of shares held in physical 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. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.
8. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.
9. 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.
10. 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.
11. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination in Form SH- 13 and SH-14, respectively, the same forms can be obtained from the Registrar and Transfer Agent of the Company.
12. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio.
13. 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.
14. 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.
15. The Register of Members and Share Transfer Books will remain closed from **17th October, 2024 to 23rd October, 2024 (both days inclusive)** for the purpose of Annual General Meeting.
16. 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.
17. The results along with Scrutinizer's Report, shall be displayed at the Registered Office of the Company and placed on the Company's website at 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.

18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

19. Shareholders can send their queries/complaints, if any, on an exclusive designated e-mail id: 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.

20. 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
Tel: 022-62638200

21. 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.

22. 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 physical form are requested

to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

23. SEBI has decided that securities of listed companies can be transferred only in dematerialized form, from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

Voting Through Electronic Means:

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

- i) The voting period begins on 20th October, 2024 at 9:00 A.M. and ends on 22th October, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th October, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 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 | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website 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. 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. |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 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.nsd.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.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

2. 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 | Helpdesk details |
|--|--|
| Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode. | 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 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 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 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 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 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 or call on 022-6263 8200 / 08069219060

STATEMENT PURSUANT TO REGULATION 36(5) OF SEBI LISTING REGULATIONS

Item No. 3:

M/s. Tattvam & Co., Chartered Accountants, (FRN: 01504N) were appointed as the first statutory auditors of the company for the Financial Year 2023-24 till the conclusion of First Annual General Meeting. Therefore, due to the completion of tenure of the said auditor, the Board of Directors with the recommendation of Audit Committee subject to the approval of shareholders appointed M/s. C N D & Associates (FRN: 030019N) as the Statutory Auditor of the company from the conclusion of First Annual General Meeting till the conclusion of Sixth Annual General Meeting.

The Board of directors of the company, on the recommendation of the Audit Committee, recommended for the approval of the members, the appointment of M/s. C N D & Associates (FRN: 030019N) as Statutory Auditors of the Company for a period of five years from the conclusion of this 1st AGM till the conclusion of the 06th AGM of the Company, at a remuneration mutually decided by the Board of Directors and Auditor and reimbursement of out of pocket expenses to conduct the Audit for the financial year 2024-25. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

M/s. C N D & Associates (FRN: 030019N), is a firm of Chartered Accountants in New Delhi, India. M/s. C N D & Associates provides services in the fields of audit and assurance, tax and regulatory, transaction advisory and consulting keeping in mind the regulatory and commercial environment within which the Firm's clients operate. The Company has obtained a certificate from the auditors of the Company that they meet the criteria of independence, eligibility and qualification as prescribed in section 141 of the Act. As required under the SEBI Listing Regulations, M/s. C N D & Associates, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 3 of this notice.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

Place: Delhi
Dated: 23.09.2024

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

**Priyanka Bhutani
(Company Secretary & Compliance Officer)
M. No.:29938**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4:**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed at its meeting held on 30th May 2024, the following for a term of five years with effect from 30th May 2024, under Section 149, 150, 152 and 161 of the Companies Act, 2013 (the 'Act') and Articles of Association of the Company subject to the approval of the Shareholders and any other approval as may be required from time to time Ms. Heena Soni (DIN: 10649170), as an Additional Director in the category of Non-executive Independent Director.

The Company has received a declaration from the above-mentioned Directors, being eligible for appointment as an Independent Director providing their consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (as amended from time to time). Further, they are not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time. The Company has also received a declaration from Ms. Heena Soni confirming the criteria of their Independence as prescribed under Section 149(6) of the Act and under the Regulation 16(b) of the Listing Regulations, (as amended from time to time). Also, in terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

The brief profile and background of all the proposed Director are annexed herewith and forms part of this Notice.

The proposed Director has also affirmed to the Company that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs (IICA) as an Independent Director in compliance with the prescribed Rules under the Act. As per the opinion of the Board, they fulfil the criteria specified in the Act & the Rules framed hereunder and the Listing Regulations for their appointment as an Independent Directors and it is desirable to avail their services as an Independent Director.

The Board of Directors based on the recommendations of the Nomination and Remuneration Committee considers the appointment of Ms. Heena Soni as an Independent Directors in the interest of the Company and recommends the Special Resolution as set out at Item no. 4 of the AGM notice for approval of the Shareholders.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Ms. Heena Soni as non-executive Independent Director of the Company, as an Special Resolution.

Except all the appointee, and their relatives, none of the Directors or Key Managerial Personnels of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice. Disclosure as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard- 2 issued by the Institute of Company Secretaries of India are set out and annexed as Annexure-A to this notice.

Item No. 5:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed at its meeting held on 30th May 2024, the following for a term of five years with effect from 30th May 2024, under Section 149, 150, 152 and 161 of the Companies Act, 2013 (the 'Act') and Articles of Association of the Company subject to the approval of the Shareholders and any other approval as may be required from time to time Ms. Kajal (DIN: 1069037), as an Additional Director in the category of Non-executive Independent Director.

The Company has received a declaration from the above-mentioned Directors, being eligible for appointment as an Independent Director providing their consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (as amended from time to time). Further, they are not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time. The Company has also received a declaration from Ms. Kajal confirming the criteria of their Independence as prescribed under Section 149(6) of the Act and under the Regulation 16(b) of the Listing Regulations, (as amended from time to time). Also, in terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

The brief profile and background of all the proposed Director are annexed herewith and forms part of this Notice.

The proposed Director has also affirmed to the Company that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs (IICA) as an Independent Director in compliance with the prescribed Rules under the Act. As per the opinion of the Board, they fulfill the criteria specified in the Act & the Rules framed hereunder and the Listing Regulations for their appointment as an Independent Directors and it is desirable to avail their services as an Independent Director.

The Board of Directors based on the recommendations of the Nomination and Remuneration Committee considers the appointment of Ms. Kajal as an Independent Directors in the interest of the Company and recommends the Special Resolution as set out at Item no. 5 of the AGM notice for approval of the Shareholders.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Ms. Kajal as non-executive Independent Director of the Company, as an Special Resolution.

Except all the appointee, and their relatives, none of the Directors or Key Managerial Personnels of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice. Disclosure as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard- 2 issued by the Institute of Company Secretaries of India are set out and annexed as Annexure-A to this notice.

Item No. 6, 7 and 8:

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. 6 to 8 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. 6 : 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 | Availing and Rendering of Services |
| 3. | Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise) | TTG Innovations Private Limited |
| 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; 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. 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. 7 : 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 | Availing and Rendering of Services | |
| 3. | Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise) | Stergic Retail Private Limited | |
| 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 | 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. 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 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. 8 : 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; 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 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. |

Item No. 9

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise further funds by means of either equity or debt. While the Company is considering the various options, it is proposed to increase the Authorized Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof to consider option of raising funds.

In terms of the applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its General Meeting, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

The Articles of Association empowers the Company to increase, consolidate, subdivide, reduce or otherwise alter its Authorize Share Capital, for the time being, and to divide the shares in the capital into several classes with rights, privileges or conditions, as may be determined.

In view of the above, it is proposed to increase the Authorized Share Capital of the Company from existing Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- each to Rs. 10,00,00,000/- only (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- each ranking pari passu in all respect with the existing Shares of the Company as per the Memorandum and Articles of Association of the Company.

Consequently, the existing Clause V of the Memorandum of Association of the Company needs to be altered. The above-mentioned

increase in the Authorized Share Capital of the Company and subsequent alteration of aforesaid clause of Memorandum of Association will require approval of the Members. The Board of Directors recommends the resolutions at Item No. 9 to be passed as Ordinary Resolution.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the notes to this Notice.

None of the Directors/Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise in the aforesaid resolution proposed to be passed as an ordinary resolution.

Item No. 10: Issue of Convertible Equity Warrants on preferential basis to Non-Promoter Category

The Company proposes to raise additional capital up to an aggregate sum of upto Rs. 6,79,50,000/- (Rupees Six Crores Seventy Lakh Fifty Thousand Only), of which upto 4,50,000 (Four Lakh Fifty Thousand Only) Convertible Equity Warrants ('Warrants'), each carrying a right exercisable by the warrants holder(s) to subscribe to one (1) equity share against each warrant at a price of Rs. 151/- per warrant (including the warrant subscription price and warrant exercise price) or such higher price as may be arrived at in accordance with the applicable provisions of Chapter V of SEBI (ICDR) Regulation 2018 on a preferential allotment basis ('Preferential Offer') to the proposed allottees.

The proposed issue of capital is subject to the applicable regulations issued by SEBI and any other government / regulatory approvals, consent, permission as may be required in this regard. Pursuant to Section 23, 42 and 62(1) of the Companies Act 2013, as amended, read with Companies (Prospectus and Allotment of Securities) Rules 2014, and Companies (Share Capital and Debentures) Rules 2014, as amended, Chapter V of ICDR Regulations, Listing Regulations and such other acts/ rules/ regulations as may be applicable and subject to necessary approval of the shareholders of the Company at the ensuing Annual General Meeting (AGM) to be held on October 23, 2024 and other regulatory authorities, as may be applicable and the listing requirements of the Stock Exchange, whenever it is proposed to increase the subscribed capital of a company by a further issue of shares, such shares need to be offered to the existing Members in the manner prescribed in the said section and the listing requirements unless the Members decide otherwise by way of a special resolution.

The Board of Directors in their meeting held on September 23, 2024 subject to the necessary approvals, have decided to issue and allot upto 4,50,000 (Four Lakh Fifty Thousand Only) Convertible Equity Warrants ('Warrants'), each carrying a right exercisable by the warrants holder(s) to subscribe to one (1) equity share against each warrant at a price of Rs. 151/- per warrant (including the warrant subscription price and warrant exercise price) or such higher price as may be arrived at in accordance with the applicable provisions of Chapter V of SEBI (ICDR) Regulation 2018, aggregating to upto Rs. 6,79,50,000/- (Rupees Six Crores Seventy-Nine Lakh Fifty Thousand Only) to Non-Promoter Category.

As required under Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Regulation 163 of Chapter V of the SEBI (ICDR) Regulations and as per Companies Act, 2013:

1. Particulars of the Preferential Issue including date of passing of Board resolution and maximum number of specified securities to be issued:

The Board of Directors at its meeting held on 23rd September, 2024, had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of Convertible Equity Warrants upto 4,50,000 (Four Lakh Fifty Thousand Only) Convertible Equity Warrants ('Warrants'), each carrying a right exercisable by the warrants holder(s) to subscribe to one (1) equity share against each warrant at a price of Rs. 151/- per warrant (including the warrant subscription price and warrant exercise price) or such higher price as may be arrived at in accordance with the applicable provisions of Chapter V of SEBI (ICDR) Regulation 2018, aggregating upto Rs. 6,79,50,000/- (Rupees Six Crores Seventy-Nine Lakh Fifty Thousand Only), to the Non-Promoter Category. The details of the proposed allottees are as follows:

| Sr. No. | Name of the Proposed Allottees | No. of warrants to be allotted |
|---------|-----------------------------------|--------------------------------|
| 1 | HBPA Tradex Private Limited | 100000 |
| 2 | Manish Kumar (HUF) | 100000 |
| 3 | Ranay Shrivastava | 50000 |
| 4 | Swarnali Advisors Private Limited | 50000 |
| 5 | Ruchas Ventures | 20000 |

| | | |
|--|--------------------|---------------|
| 6 | Mini Agrawal | 18000 |
| 7 | Sandeep Aggarwal | 18000 |
| 8 | Shilpa Kabra | 16000 |
| 9 | Divya Sawhney | 9000 |
| 10 | Navneet Kumar | 5000 |
| 11 | Umesh Arora | 10000 |
| 12 | Mohit Goyal | 14000 |
| 13 | Hemangi Vikas Ruia | 20000 |
| 14 | TDK Partners | 20000 |
| Total no of Warrants to be issued | | 450000 |

2. Maximum number of specified securities to be issued:

The Board of Directors in their meeting held on 23rd September, 2024, had approved the proposal of making preferential allotment of upto 4,50,000 (Four Lakh Fifty Thousand Only) Convertible Equity Warrants ('Warrants'), each carrying a right exercisable by the warrants holder(s) to subscribe to one (1) equity share against each warrant at a price of Rs. 151/- per warrant (including the warrant subscription price and warrant exercise price) or such higher price as may be arrived at in accordance with the applicable provisions of Chapter V of SEBI (ICDR) Regulation 2018, aggregating to upto Rs. 6,79,50,000/- (Rupees Six Crores Seventy-Nine Lakhs Fifty Thousand Only), The above said price is arrived at in accordance with the Chapter V of ICDR Regulations read with SEBI Circular dated 1st July, 2020 ('Issue Price') and convertible at the option of warrant holders in one or more tranches, within 18 (Eighteen) months from the date of allotment, into equal number of fully paid-up Equity Shares of the Company of Rs. 10/- (Rupees Ten Only) each.

3. Objects of the Preferential Issue and aggregate amount proposed to be raised:

The Company intends to utilize the proceeds raised through the Preferential Issue ('Issue Proceeds') towards the following objects:

1. Working Capital requirements of the Company and its subsidiaries (referred to below as 'Working Capital requirements')
2. Up to 25% (Twenty-Five Percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as 'General Corporate Purposes')

Utilization of Issue Proceeds:

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

| (Rs. In Lakhs) | | | |
|----------------|-------------------------------------|---------------|---|
| Sr. No. | Particulars | Amount | Tentative Time Period up to which the amount shall be utilized. |
| 1 | To meet working capital requirement | 509.63 | Within 12 months from receipt of funds for the Warrants (as set out herein) |
| 2 | Other General corporate Purpose | 169.87 | |
| Total | | 679.50 | |

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Warrants (as set out herein).

Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap which shall not exceed +/-10% of the amount specified for that object of size of the Preferential Issue in accordance with BSE Notice No. 20221213-47 December 13, 2022.

Interim Use of Proceeds:

Our management will have flexibility in deploying the proceeds received by the Company from Preferential Issue in accordance

with applicable laws. Pending utilisation for the purposes described above, the Company intends to temporarily invest funds in creditworthy instruments, including money market mutual funds and deposits with banks. Such investments would be in accordance with the investment policies as approved by the Board of Directors from time to time and applicable laws.

Monitoring of Utilization of Funds:

Since the proceeds from the Issue are not more than Rs.100 Crores, in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018 the company would not require to appoint the Monitoring Agency to monitor the use of proceeds of this preferential issue in due course.

4. Relevant date:

The Relevant date as per the ICDR Regulations for the determination of the price per Equity Share pursuant to the preferential allotment is Monday, September 23, 2024 ('Relevant Date') (i.e. 30 days prior to the date of proposed AGM which is Wednesday, October 23, 2024) to approve the proposed preferential issue.

5. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of the Company is listed on BSE Limited ('BSE') the shares were frequently traded on and the trading volume of Equity Shares of the Company was higher on BSE during the preceding 10 trading days prior to the Relevant Date for computation of issue price.

In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which Warrants shall be allotted shall not be less than higher of the following:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

Accordingly, as per the Regulation 164 of SEBI (ICDR), Regulations, 2015 minimum price per share calculated is Rs. 148.72. on preceding the relevant date and the price per warrant to be issued is fixed at Rs. 151.00/- (Indian Rupees One Hundred and Fifty-One Only) which shall be higher than the price as computed under Regulation 164 of SEBI (ICDR) Regulations, 2018.

Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 trading days prior to the relevant date, it is not required to re-compute the price per share warrant to be issued and therefore, the Company is not required to submit the undertaking specified under the Regulations 163(1)(g) and 163(1)(h) of the SEBI (ICDR) Regulations, 2018 as amended as on date.

6. Report of Independent Registered Valuer:

No report of the Registered Valuer is required for the offer, issue and allotment of the warrant convertible into fully paid-up Equity Shares under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

However, in accordance with Regulation 166A of the ICDR Regulations, considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, the company has obtained valuation report dated 23rd September, 2024, from Mr. Gaurav Jain, an Independent Registered Valuer (IBBI Regd. No. IBBI/RV/06/2021/13914) having office at Office No. 1511-1512, R. G. Trade Tower, Netaji Subhash Place, Pitampura, New Delhi-110034 ('Valuation Report') and the price determine by such independent registered valuer is Rs. 148.96/- (Rupees One Hundred Forty Eight and Ninety Six Paise Only) and same has been published on the website <https://www.royalsense.in/investor.php>.

7. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects:

None of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Equity Warrants on conversion proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

8. Time frame within which the allotment shall be completed:

The warrants convertible into equity shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of receipt of Member's approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the BSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchanges or other relevant authorities.

9. Equity Shareholding Pattern before and after the Preferential Issue:

| Sr. No. | Category of Shareholder | Pre-Issue# | | Post Issue* | |
|-----------|---|-------------------|--------------------|-------------------|--------------------|
| | | No. of Share Held | % of Share Holding | No. of Share Held | % of Share Holding |
| A. | Promoters & Promoter Group Holding | | | | |
| 1. | Indian | | | | |
| a. | Individual | 33,30,144 | 67.96 | 33,30,144 | 62.24 |
| b. | Body Corporate | Nil | Nil | | |
| | Sub Total | 33,30,144 | | 33,30,144 | |
| 2 | Foreign promoter | Nil | Nil | Nil | |
| | Sub Total (A) | 33,30,144 | 67.96 | 33,30,144 | 62.24 |
| B. | Non-promoter holding | | | | |
| 1. | Institutional Investor | - | - | - | - |
| a. | Foreign Portfolio Investors Category II | - | - | - | - |
| 2. | Non-Institutional | - | - | - | - |
| a. | Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category) | | | | |
| b. | Investor Education and Protection Fund (IEPF) | | | | |
| c. | Body Corporate | 2,38,000 | 4.86 | 3,88,000 | 7.25 |
| d. | Resident Individuals holding nominal share capital upto Rs. 2 lakhs | 7,38,002 | 15.06 | 7,38,002 | 13.79 |
| e. | Resident Individuals holding nominal share capital in excess of Rs. 2 Lakhs | 3,28,000 | 6.69 | 4,88,000 | 9.12 |
| f. | Non-Resident Indians | 64,000 | 1.31 | 64,000 | 1.20 |
| g. | Any other | 20,2000 | 4.12 | 3,42,000 | 6.39 |
| | Sub Total (B) | 15,70,002 | 34.09 | 20,20,002 | 37.76 |
| | Grand Total (A+B) | 49,00,146 | 100 | 53,50,146 | 100.00 |

* The post issue paid-up capital is arrived after considering all the preferential allotment, proposed to be made under this notice and on fully diluted basis and the pre-issue share holding pattern continue to the shareholder of the Company.

10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

| Sr. No. | Name of the Proposed Allottees | Name of beneficial owners of proposed allottee of share warrants |
|---------|-----------------------------------|--|
| 1 | HBPA Tradex Private Limited | Mr. Narender Kumar Jain |
| 2 | Swarnali Advisors Private Limited | Mr. Swanand Suresh Phand |
| 3 | Manish Kumar (HUF) | Mr. Manish Kumar |
| 4 | Ruchas Ventures | Mr. Priyanka Himanshu Jain |
| 5 | TDK Partners | Mr. Jaswant Singh Khurana |

11. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

| Sr. No. | Name of the Proposed Allottees | Pre- issue status of the Allottees | Pre-issue Shareholding (%) | No. of warrants to be allotted | Post issue Shareholding (%) # |
|---------|-----------------------------------|------------------------------------|----------------------------|--------------------------------|-------------------------------|
| 1. | HBPA Tradex Private Limited | - | - | 1,00,000 | 1.87 |
| 2. | Manish Kumar (HUF) | - | - | 1,00,000 | 1.87 |
| 3. | Ranay Shrivastava | - | - | 50000 | 0.93 |
| 4. | Swarnali Advisors Private Limited | - | - | 50000 | 0.93 |
| 5. | Ruchas Ventures | - | - | 20000 | 0.37 |
| 6. | Mini Agrawal | - | - | 18000 | 0.34 |
| 7. | Sandeep Aggarwal | - | - | 18000 | 0.34 |
| 8. | Shilpa Kabra | - | - | 16000 | 0.30 |
| 9. | Divya Sawhney | - | - | 9000 | 0.17 |
| 10. | Navneet Kumar | - | - | 5000 | 0.09 |
| 11. | Umesh Arora | - | - | 10000 | 0.19 |
| 12. | Mohit Goyal | - | - | 14000 | 0.26 |
| 13. | Hemangi Vikas Ruia | - | - | 20000 | 0.37 |
| 14. | TDK Partners | - | - | 20000 | 0.37 |
| | Total | | | 450000 | 8.41 |

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

| Sr. No. | Name of the Proposed Allottees | Current Status | Post Status |
|---------|-----------------------------------|----------------|--------------|
| 1 | HBPA Tradex Private Limited | Non-Promoter | Non-Promoter |
| 2 | Manish Kumar (HUF) | Non-Promoter | Non-Promoter |
| 3 | Ranay Shrivastava | Non-Promoter | Non-Promoter |
| 4 | Swarnali Advisors Private Limited | Non-Promoter | Non-Promoter |
| 5 | Ruchas Ventures | Non-Promoter | Non-Promoter |
| 6 | Mini Agrawal | Non-Promoter | Non-Promoter |
| 7 | Sandeep Aggarwal | Non-Promoter | Non-Promoter |
| 8 | Shilpa Kabra | Non-Promoter | Non-Promoter |
| 9 | Divya Sawhney | Non-Promoter | Non-Promoter |
| 10 | Navneet Kumar | Non-Promoter | Non-Promoter |
| 11 | Umesh Arora | Non-Promoter | Non-Promoter |
| 12 | Mohit Goyal | Non-Promoter | Non-Promoter |
| 13 | Hemangi Vikas Ruia | Non-Promoter | Non-Promoter |
| 14 | TDK Partners | Non-Promoter | Non-Promoter |

13. Change in control, if any in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the issue of the warrants Convertible into Equity Shares.

14. Undertaking as to re-computation of price and lock-in of specified securities:

Since, the Company's Equity Shares are listed and traded for a period more than 90 trading days, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, 2018.

15. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

No allotment made during the year.

16. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

17. Lock-in period:

The Warrants allotted pursuant to this resolution and the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

18. Listing:

The Company will make an application to BSE Limited at where the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank-pari passu with the then existing Equity Shares, in all respects, including voting rights and dividend.

19. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

20. Practicing Company Secretary Certificate:

A certificate from Mr. Sumit Bajaj (ACS No 45042, CP No: 23948), Practicing Company Secretary, certifying that the preferential issue of warrants is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link <https://www.royalsense.in/investor.php>.

21. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable

22. Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

Tenure: The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

Conversion and other related matters:

- (i) The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 10/- (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ('Conversion Notice') to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice ('Conversion Date').
- (ii) The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.
- (iii) Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.
- (iv) The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.

23. Other disclosures/undertaking

- i. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations is not applicable.
- ii. None of its Directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchange or any of the depositories;

- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principal approval is made by the Company to the stock exchange where its equity shares are listed;
- v. The Company shall be making application seeking in-principal approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of a special resolution;
- vi. The Company is in compliance with the conditions for continuous listing;
- vii. The proposed allottees, promoter and promoter group has not sold any of the equity shares during 90 trading days preceding the relevant date;
- viii. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- ix. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the company during the last one year;
- x. The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.
- xi. The Company has complied with the applicable provisions of the Companies Act, 2013 and rules made thereunder. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI (ICDR) Regulations, 2018 provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item No.10 of this Notice.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this AGM Notice. Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

The Board believes that the proposed issue of warrants is in the best interest of the Company and its Members and therefore recommends the item mentioned in Item No. 10 to be approved by a Special Resolution.

Item No. 11:

The Board of Directors ("Board") of the Company at its meeting held on 23rd September, 2024 approved the introduction of the "Royal Sense Limited Employee Stock Option Plan 2024" ('RSL ESOP Scheme 2024') for the benefit of the eligible employees as defined under the RSL ESOP Scheme 2024, subject to the approval of the members by a Special Resolution. The objective of the RSL ESOP Scheme 2024 is to provide eligible employees an opportunity to participate in Company's success and to promote the culture of employee ownership and provide them an opportunity to take part in the future growth and profitability of the Company, which should lead to improved employee engagement, motivation and retention. The RSL ESOP Scheme 2024 shall be administered by the NRC and/or the Board constituted by the Company.

In terms of Regulation 6(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), for issue of equity shares to the employees of the Company, the approval of the existing members by way of Special Resolution is required.

The Resolutions contained at Item no. 11 seek to obtain the members' approval to authorize the NRC and/or the Board to create, issue, offer and allot shares or cash, from time to time, to the employees of the Company under the RSL ESOP Scheme 2024 and undertake such action as may be necessary for the administration of the options. The salient features and other details of the RSL ESOP Scheme 2024 as required pursuant to Regulation 6(2) of the SEBI SBEB Regulations are as under:

Sr. No. Heading Details

| Sr. No. | Heading | Details |
|---------|---------|---------|
|---------|---------|---------|

| | | |
|-----|---|--|
| (a) | Brief description of the RSL ESOP Scheme 2024 | <p>The RSL ESOP Scheme 2024 has the following objectives:</p> <ul style="list-style-type: none"> (i) to achieve sustained growth of the Company and create shareholder value by aligning the interests of the employees with the long-term interests of the Company; (ii) to attract and retain talent and as well as to motivate the employees to contribute to its growth and profitability; (iii) to recognize and reward the efforts of employees and their continued association with the Company and other group companies; and (iv) to promote the culture of employee ownership, to enable the employees to have greater involvement in the existing plans of the Company and provide them an opportunity to share in the future growth and profitability of the Company, which should lead to improved employee engagement, motivation and retention. |
| (b) | The total number of shares to be offered and Granted | <p>The aggregate number of options that shall be granted under the RSL ESOP Scheme 2024, shall not be exceeding 2,45,000 (Two Lakhs Fifty Thousands) equity shares which shall be convertible into equal number of equity shares, being 4.99% of the paid-up equity share capital of the Company as on the date of the adoption of the RSL ESOP Scheme 2024. The proposed options are contemplated to be granted to the employees over a period of 4 years. Further, the maximum number of options that can be granted and the shares arising upon exercise of these options shall stand adjusted in case of corporate action.</p> |
| (c) | Identification of classes of employees entitled to participate and be beneficiaries. | <p>Present and future employees and directors of the Company, as may be determined by the Nomination and Remuneration Committee. (excluding (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company)</p> |
| (d) | Requirements of vesting and period of vesting | <p>Subject to the minimum vesting period of 1 (one) year, the options granted under RSL ESOP Scheme 2024 shall vest over a period 4 (Four) years from the date of grant, in equal proportions, as in line with the ESOP policy or as may be determined by the NRC from time to time, in accordance with applicable laws.</p> <p>Vesting of options shall be subject to, amongst other things:</p> <ul style="list-style-type: none"> (i) a minimum of 1 (one) year has completed from date of grant except in case of death or permanent incapacity of the employee, and (ii) the employee is (a) is not serving any notice of resignation/ termination on the date of such vesting (except in the case of death or permanent incapacity suffered by the employee or in the event of retirement or superannuation); and (b) is not subject to any pending disciplinary proceeding. |
| (e) | The maximum period (subject to Regulation 18(1) and 24(1) of SEBI SBEB & SE Regulations, as the case may be) within which the options/ SARs/ benefits shall be vested | <p>The options granted under the RSL ESOP Scheme 2024 shall vest within maximum period of 4 (four) years from the grant date or as may be determined by the NRC from time to time, in accordance with applicable laws.</p> |
| (f) | Exercise price, SAR price, purchase price or pricing formula | <p>Each Option issued by the Company to the eligible employees, would be eligible for allotment of one Equity Share of the Company on payment of the Exercise Price. The Exercise Price shall be as determined by the NRC from time to time and subject to such regulations as may be applicable from time to time.</p> |
| (g) | Exercise period/ offer period and process of exercise/ acceptance of offer | <p>The exercise period shall be 4 (Four) years from the date of vesting, in one or multiple tranches. The eligible employee who has been granted options by the Company, on completion of the vesting period shall submit an exercise application to the Company for the allotment of equity shares pursuant to the vested options, accompanied with: (i) Payment of equivalent amount of exercise price with respect to the equity shares being allotted along with applicable taxes; (ii) Such other documentation as may be specified by the Nomination and Remuneration Committee to confirm the extinguishment of rights with respect to the options then exercised.</p> |

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|-----|---|--|
| (h) | The appraisal process for determining the eligibility of employees for the RSL ESOP Scheme 2024 | The appraisal process for determining the eligibility of the employees will be specified by the Nomination and Remuneration Committee, and will be based on criteria such as role/level of the employee, past performance record, future potential of the employee, balance number of years of service until normal retirement age and/ or such other criteria that may be determined by the Nomination and Remuneration Committee at its sole discretion. |
| (i) | Maximum number of shares to be offered and issued per employee and in aggregate, if any | The maximum number of options to be granted to each employee will depend upon the designation of the employee as on the date of grant of options. |
| (j) | Maximum quantum of benefits to be provided per employee under a RSL ESOP Scheme 2024 | Unless otherwise determined by the NRC, the maximum quantum of benefits underlying the equity shares allotted to the employees on exercise of the vested options will be the difference in the exercise price and the market price of the equity shares. |
| (k) | Whether the RSL ESOP Scheme 2024 is to be implemented and administered directly by the company or through a trust | The RSL ESOP Scheme 2024 shall be administered directly by the Company through the NRC. |
| (l) | Whether the RSL ESOP Scheme 2024 involves new issue of shares by the Company or secondary acquisition by the trust or both | The RSL ESOP Scheme 2024 contemplates an issuance of new shares by the Company. |
| (m) | The amount of loan to be provided for implementation of the RSL ESOP Scheme 2024 by the Company to the trust, its tenure, utilization, repayment terms, etc. | Not applicable as RSL ESOP Scheme 2024 will be administered by the Company directly and not through a trust. |
| (n) | Maximum percentage of secondary acquisition (subject to limits specified under the SEBI SBEB & SE Regulations) that can be made by the trust for the purposes of the RSL ESOP Scheme 2024 | Not applicable as RSL ESOP Scheme 2024 will be administered by the Company directly and not through a trust. |
| (o) | Statement to the effect that the company shall conform to the accounting policies specified in Regulation 15 | The Company shall comply with the requirements including the disclosures requirements of the Accounting Standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including any Guidance Note on Accounting for employee share-based payment issued in that regard from time to time. |
| (p) | The method which the Company shall use to value its options | The RSL ESOP Scheme 2024 contemplates new issue of equity shares by the Company and such valuation of options shall be based on the applicable law and will make necessary disclosures as may be required in this regard. The Company shall adopt fair value method for determining the value of an option granted under RSL ESOP Scheme 2024 as prescribed under applicable Accounting Standard, notified by appropriate authorities from time to time. |
| (q) | Period of lock- in | The Shares issued under the RSL ESOP Scheme 2024 shall not have a lock in period. |
| (r) | Terms & conditions for buyback, if any, of specified securities covered under the SEBI SBEB & SE Regulations. | The shares issued pursuant to exercise of options shall be subject to an approved scheme of buy-back by the Company in accordance with the law and the procedure will be pursuant to the following terms and conditions: (i) permissible sources of financing for buy-back; (ii) any minimum financial thresholds to be maintained by the Company as per its latest financial statements; and (iii) limits upon quantum of specified securities that the Company may buy-back in a financial year. |

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:

| | | |
|-----|---|--|
| 1. | Name | Mr. Harmeet Singh |
| 2. | Directors Identification Number(DIN) | 10103440 |
| 3. | Date of Birth (age) | (14-11-1983) 41 years |
| 4. | Qualification | Bachelor's Degree |
| 5. | Expertise in Specific Area | Operation and sales |
| 6. | Date of first appointment on the Board of the Company | 06-04-2023 |
| 7. | Shareholding in Royal Sense Limited as on 31st March 2024 | 1 share/ 0.001% shareholding |
| 8. | List of Directorship held in other companies | Nil |
| 9. | Membership/ Chairmanship in Committees | NA |
| 10. | Relationship with other directors interest | Nil |
| 11. | Brief Resume | Mr. Harmeet Singh, aged 39 years, is Whole Time Director of the Company. He has been director on the Board since incorporation. He has completed B.Com from V.B.S Purvanchal University, Jaunpur and having more than Ten years of experience in the fields of Operations and Sales. |
| 12. | Terms & Conditions of re-appointment including remuneration payable | For a period of 3 years effecting from April 20, 2023 |
| 13. | Number of Meetings of Board attended during the year | 19 |
| 14. | Details of remuneration sought to be paid and last drawn | ₹50,000/- p.m. and Rs. 5,00,000 drawn in January, 2024 |
| 15. | 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 |
| 16. | Listed entities from which resigned in the past Three years | Nil |

Item No. 4

Annexure-A

| | | |
|-----|---|---|
| 1. | Name | Ms. Heena Soni |
| 2. | Directors Identification Number(DIN) | 10649170 |
| 3. | Date of Birth (age) | (06-10-1997) 26 years |
| 4. | Qualification | Professional |
| 5. | Expertise in Specific Area | Listed Company Compliances |
| 6. | Date of first appointment on the Board of the Company | 30-05-2024 |
| 7. | Shareholding in Royal Sense Limited as on 31st March 2024 | Nil |
| 8. | List of Directorship held in other companies | Nil |
| 9. | Membership/ Chairmanship in Committees | Member in Audit Committee, Stakeholder Relationship Committee and Nomination Remuneration Committee and Chairperson in Audit Committee and Stakeholder Relationship Committee |
| 10. | Relationship with other directors interest | NA |

| | | |
|-----|---|---|
| 11. | Brief Resume | Ms. Heena Soni is an Associate member of the Institute of Company Secretaries of India and is also Commerce & Law Graduate. She possesses over 1.5 years of experience in the fields of Listing Compliances, Audit and handling compliances under various Corporate Laws, listing agreement; for NBFC's compliances, Initial Public Issues, Rights Issues, Bonus Issues, Preferential Allotments, QIPs, GDRs, Takeover of Listed & unlisted companies, Mergers & De-mergers of Listed and Unlisted Companies, etc Academic affiliation: - Member, Associate Company Secretaries of the Institute of Company Secretaries of India (2023). - Graduated in Bachelor's of commerce (2018) and LLB (2024) from Kota University, Kota Rajasthan and Choudhary Charan Singh University, Meerut, Uttar Pradesh respectively. |
| 12. | Terms & Conditions of re-appointment including remuneration payable | For five Consecutive year from 30th May, 2024 to 29th May, 2029. |
| 13. | Number of Meetings of Board attended during the year | Nil (Appointed after closure of FY 2023-24) |
| 14. | Details of remuneration sought to be paid and last drawn | - |
| 15. | Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Proven to be an asset to the organization with her legal and secretarial skills |
| 16. | Listed entities from which resigned in the past Three years | Nil |

Item No. 5

Annexure-2

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

| | | |
|-----|---|---|
| 1. | Name | Ms. Kajal |
| 2. | Directors Identification Number(DIN) | 10649037 |
| 3. | Date of Birth (age) | 06-09-1998 (25 years) |
| 4. | Qualification | Professional |
| 5. | Expertise in Specific Area | NBFC Compliances |
| 6. | Date of first appointment on the Board of the Company | 30-05-2024 |
| 7. | Shareholding in Royal Sense Limited as on 31st March 2024 | Nil |
| 8. | List of Directorship held in other companies | Nil |
| 9. | Membership/ Chairmanship in Committees | Member in Audit Committee, Stakeholder Relationship Committee and Nomination Remuneration Committee Chairperson in Nomination Remuneration Committee |
| 10. | Relationship with other directors interest | NA |

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|-----|---|--|
| 11. | Brief Resume | Ms. Kajal Garg an Associate member of the Institute of Company Secretaries of India and is also Commerce & Law Graduate. She possesses over 1 years of experience in the fields of Accounts, Audit and handling compliances under various Corporate Laws, listing agreement; for NBFC's compliances, Initial Public Issues, Rights Issues, Bonus Issues, Preferential Allotments, QIPs, GDRs, Takeover of Listed & unlisted companies, Mergers & Demergers of Listed and Unlisted Companies, etc Academic affiliation: - Member, Associate Company Secretaries of the Institute of Company Secretaries of India (2023). - Graduated in Bachelor's of commerce (2019) and LLB(2022) from Maharishi Dayanand University Rohtak Haryana. |
| 12. | Terms & Conditions of re-appointment including remuneration payable | For five Consecutive year from 30th May, 2024 to 29th May, 2029 |
| 13. | Number of Meetings of Board attended during the year | Nil (Appointed after closure of FY 2023-24) |
| 14. | Details of remuneration sought to be paid and last drawn | - |
| 15. | Skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Good secretarial record and enriched with knowledge and skills of compliances and maintenance of records. |
| 16. | Listed entities from which resigned in the past Three years | Nil |

Place: Delhi
Dated: 23.09.2024

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

**Priyanka Bhutani
(Company Secretary & Compliance Officer)
M. No.:29938**