

**NOTICE OF POSTAL BALLOT**

(Pursuant To Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars, as defined below)

Dear Member(s),

Notice ("Notice" or "Notice of Postal Ballot") is hereby given to the Members of Royal India Corporation Limited ("the Company") that pursuant to provisions of Section 110 and other applicable provision(s), if any, of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (which shall include any statutory modification(s), amendment(s) or re-enactment thereof), also read with Secretarial Standard -2 issued by the Institute of Company Secretaries of India, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations", as amended), and General Circulars No.14 / 2020 dated April 8, 2020, General Circulars No. 17 / 2020 dated April 13, 2020, General Circulars No.22 / 2020 dated June 15, 2020, General Circular No. 33/2020 dated September, 15 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No.10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 8, 2021, General Circular No.3/2022 dated May 5, 2022 and General Circular No.11/2022 dated December 28, 2022 ("General Circulars") issued by the Ministry of Corporate Affairs ("MCA"), for seeking approval of the Members of the company to transact the business as set out hereunder in the Notice through remote electronic voting ("E-voting") only.

An explanatory statement pursuant to Sections 102 and 110 of the Act and other applicable provisions, if any, of the Act pertaining to the proposed resolutions setting out the material facts and reasons thereof, is appended to this Notice for your consideration.

Scrutinizer for conducting the Postal Ballot:

Pursuant to Rule 22(5) of the Rules, the Board of Directors at its meeting held on Wednesday, September 18, 2024 has appointed M/s. Rinkesh Gala and Associates (Membership No. ACS 42486, COP 20128), Practicing Company Secretaries, as Scrutinizer to conduct the Postal Ballot only through remote e-voting process in a fair and transparent manner.

The result of the Postal Ballot will be announced within two working days of conclusion of the voting through e-voting i.e., on or before Saturday, November 09, 2024, 05:00 P.M. The result along with scrutinizer report shall also be displayed on the website of the Company i.e., <https://ricl.in/> as well as on website of NSDL i.e. <https://eservices.nsdl.com> and shall be communicated to Bombay stock Exchange (BSE) where the Equity Shares of the Company are listed.

The resolutions, if passed by the requisite majority shall be deemed to have been passed as if the same have been passed at general meeting of the members convened in that behalf. Key details regarding the Postal Ballot/ E-voting:

Sr. No.	Particulars	Details
1	Scrutinizer Details	M/s. Rinkesh Gala and Associates, Practicing Company Secretaries (Membership No. ACS 42486, COP 20128)
2	Cut-off date for eligibility for e-voting	Friday, October 4, 2024
3	Time period for e-voting	Wednesday, October 9, 2024 at 9.00 a.m. to Thursday, November 7, 2024 at 5.00 p.m.
4	Last date for publishing results of the e-voting	Saturday, November 09, 2024
5	In case of any grievances or queries contact	evoting@nsdl.com

CIN L45400MH1984PLC032274

3501, Floor 35, Vertu Tower, Katrak Road, Wadala Market, Five Gardens, Mumbai - 400031.

**SPECIAL BUSINESS:****Item No. 1****Appointment of Mr. Ajay Singh Rajawat (DIN: 08702574), as a Director (Executive and Non-Independent) of the Company:**

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

RESOLVED THAT pursuant to the provisions of Section 161(1), 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Articles of Association of the Company, Mr. Ajay Singh Rajawat (DIN: 08702574) appointed by the Board of Directors based on the recommendation of Nomination and Remuneration Committee as an Additional Director (Executive and Non-Independent) of the Company with effect from September 18, 2024 and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) and 152 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director(s) and/or the Key Managerial Personnel(s) be and are hereby authorized severally to take such steps and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the foregoing resolution."

Item No. 2**Appointment of Mr. Sourav Sharma (DIN: 08239605), as a Director (Executive and Non-Independent) of the Company:**

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

RESOLVED THAT pursuant to the provisions of Section 161(1), 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Articles of Association of the Company, Mr. Sourav Sharma (DIN: 08239605), appointed by the Board of Directors based on the recommendation of Nomination and Remuneration Committee as an Additional Director (Executive and Non-Independent) of the Company with effect from October 5, 2024 and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) and 152 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director(s) and/or the Key Managerial Personnel(s) be and are hereby authorized severally to take such steps and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the foregoing resolution."

Item No. 3**Alteration in Object clause of Memorandum of Association (MOA)**

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

"RESOLVED THAT pursuant to Section 13 of the Companies Act, 2013 and the rules framed thereunder, the approval of the Members be and is hereby granted for amending the Object Clause of the Memorandum of Association of the Company by inserting following clauses after the existing sub

CIN L45400MH1984PLC032274

3501, Floor 35, Vertu Tower, Katrak Road, Wadala Market, Five Gardens, Mumbai - 400031.

 022-46001922  info@ricl.in  ricl.in



clause 2 of the Clause III (A) (Main Objects) in order to align the objects of the Company with the proposed business dynamics:

3. To carry on in India or elsewhere the business of prospecting, exploring, operating and working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy sell, import, export, supply, and to act as agent, broker, Adatia, stockiest, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of presents and future ores, minerals, deposits, goods, substances & materials, including sands, stones, and soils, chalk, clay, china clay, betonies, broils, calcite and coal, lignite, rockphosphate, brimstone, brine, bauxite, limestone, precious and other stones, gold, silver, diamonds, iron, aluminum, titanium, vanadium, mica, apalite, chrome, copper, gypsum, rutile, sulphate, tin, zinc, zircon, tungsten, silicon, brass, and other allied materials, by products, mixtures, blends, residues & substances, and to do all incidental acts and things necessary for the attainment of the objects under these presents.

4. To engage in the manufacturing, assembling, and upgradation of defense equipment, vehicles, arms, ammunition, and other related products under the 'Make in India' initiative. This includes the production of advanced technology-driven defense systems, equipment for the Army, Navy, Air Force, and other paramilitary forces, and to collaborate with domestic and international partners to enhance manufacturing capabilities. To enter into strategic tie-ups, joint ventures, or collaborations with global defense manufacturers, technology providers, and government agencies for the sales, joint marketing, and distribution of defense products and technologies. This includes establishing partnerships for co-development, licensing agreements, and knowledge sharing to bring cutting-edge defense technologies to India. To establish and operate research and development centers for the innovation, design, and engineering of defense and aerospace technologies, products, and systems. This includes developing indigenous capabilities in artificial intelligence, cybersecurity, drone technology, electronic warfare, and other futuristic defense domains. To explore and expand export opportunities for defense products, equipment, and technologies developed in India to friendly foreign nations, leveraging bilateral and multilateral agreements, offset policies, and global defense exhibitions. To actively participate in national and international defense and aerospace exhibitions, trade shows, and military trials to showcase the company's products and capabilities, engage with potential clients, government representatives, and industry stakeholders, and to promote defense exports and cooperation. To provide consultancy, advisory, and training services related to defense strategies, procurement processes, technology integration, and capacity building to government bodies, armed forces, and private entities within India and abroad. To invest in, build, and manage defense manufacturing facilities, testing ranges, and other infrastructure required for the production and testing of defense equipment, including setting up special economic zones (SEZs) dedicated to defense manufacturing. To provide comprehensive after-sales services, including maintenance, repair, overhaul (MRO) facilities, and supply chain management for defense equipment and systems, ensuring the longevity and operational readiness of defense assets. To develop and deploy cybersecurity solutions, surveillance systems, intelligence-gathering tools, and secure communication networks to support defense operations and protect critical infrastructure from cyber threats. To promote and implement sustainable practices in defense manufacturing and operations by adopting environmentally friendly technologies, recycling initiatives, and energy-efficient methods. To invest in and collaborate with defense and aerospace startups focusing on emerging technologies such as quantum computing, space exploration, autonomous systems, and hypersonic technologies, aiming to create a future-ready defense ecosystem. To engage in and support space exploration, satellite technology, and nuclear research projects, including the design, development, and manufacturing of space and nuclear systems, components, and materials. This includes collaborating with space agencies, research institutions, and other stakeholders for the advancement of space and nuclear sciences. To undertake project management, consultancy, and implementation services for large-scale defense, aerospace, space, and nuclear projects, including infrastructure development, system integration, and technology deployment, both in India and internationally. To participate in government tenders, global defense procurement programs, and international collaborations to supply defense and aerospace products and technologies, and to contribute to research, training, and joint exercises."

CIN L45400MH1984PLC032274

3501, Floor 35, Vertu Tower, Katrak Road, Wadala Market, Five Gardens, Mumbai - 400031.

 022-46001922  info@ricl.in  ricl.in



RESOLVED FURTHER THAT any of the Director(s) and/or the Key Managerial Personnel(s) be and are hereby authorized severally to take such steps and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the foregoing resolution.”

Item No. 4

Adoption of new set of Memorandum of Association of the Company as per Companies Act, 2013

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

“**RESOLVED THAT** pursuant to and in accordance with the provisions of Section 4 and 13 of the Companies Act, 2013 (“Act”) and all other applicable provisions, if any, of the Act or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), the new set of Memorandum of Association of the Company, as available for inspection in the registered office of the Company, be and is hereby approved and adopted as the new set of Memorandum of Association of the Company, in substitution for, and to the exclusion of, the existing Memorandum of Association of the Company.”

RESOLVED FURTHER THAT any Director(s) and/or the Key Managerial Personnel(s) be and are hereby authorized severally to take such steps and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the foregoing resolution.”

By order of the Board of Directors
For **Royal India Corporation Limited**

Nitin Gujral
Managing Director
DIN: 08184605

Place: Mumbai
Date: October 05, 2024

CIN L45400MH1984PLC032274

3501, Floor 35, Vertu Tower, Katrak Road, Wadala Market, Five Gardens, Mumbai - 400031.

 022-46001922  info@ricl.in  ricl.in

**NOTES:**

1. In terms of the Ministry of Corporate Affairs, Government of India (the "MCA") General Circular No.14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020; General Circular No 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated December 8, 2021; General Circular No. 3/2022 dated May 5, 2022; General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023 (the "MCA Circulars"), the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company/RTA or Depository/Depository Participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in accordance with the MCA Circulars.
2. Hence, in accordance with the MCA Circulars, physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.
3. Approval of Members of the Company is solicited by passing resolutions with requisite majority through Postal Ballot/ E-Voting for business set out in Item No. 1, 2, 3 and 4 of this Notice.

The explanatory statement pursuant to sections 102 and 110 of the Act stating all material facts and the reason for the proposal is annexed herewith.

The Notice is being sent to all the Members whose names appear in the Register of Members/ Beneficial Owners as per the records maintained by the depositories as on Friday, October 04, 2024 ("the cut-off date").

A copy of this Postal Ballot Notice shall also be available on the website of the Company (<https://ricl.in/>), websites of the Stock Exchange i.e. BSE in the relevant section of the website of the Stock Exchange on which the Equity Shares of the Company are listed.

4. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by National Securities Depository Limited (the NSDL). The instructions for e-voting are provided as part of this Postal Ballot Notice.
5. A Member cannot exercise vote by sending physical Postal Ballot or by proxy on Postal Ballot. All the Members are requested to cast their votes only through remote e-voting as per the procedure provided in this Notice.
6. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on cut-off date i.e., Friday, October 04, 2024 ("cut-off date") only shall be entitled to avail the facility of voting through E-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
7. The e- voting period shall commence from Wednesday, October 09, 2024 at 9.00 a.m. to Thursday, November 07, 2024 at 5.00 p.m. Votes casted by way of E-voting beyond 5.00 P.M on to Thursday, November 07, 2024 shall be considered invalid.
8. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., with attested specimen signature of the duly authorized signatory(s) who are authorized to vote, to the

CIN L45400MH1984PLC032274

3501, Floor 35, Vertu Tower, Katrak Road, Wadala Market, Five Gardens, Mumbai - 400031.

 022-46001922  info@ricl.in  ricl.in



Scrutinizer by email to rinkeshgala94@gmail.com or to info@ricl.in or to rnt.helpdesk@linkintime.co.in

9. The voting on items included in the Notice cannot be exercised through proxy.
10. The Scrutinizer shall submit his Report on the resolutions proposed to be passed through E-Voting to the Chairman and Managing Director or director or Company Secretary of the Company after completion of the scrutiny. The result on the resolutions proposed to be passed through E-voting shall be announced on or before Saturday, November 09, 2024 at the Registered Office of the Company. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Saturday, November 09, 2024, Company for e-voting.
11. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
- Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced to them may get their email address registered with the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd.
- Shareholders may write the request to info@ricl.in and rnt.helpdesk@linkintime.co.in for the same. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot.
12. In the event of any grievance relating to E-voting, the Members / Beneficial Owners may contact the following: e-mail: evoting@nsdl.com or call at 022 - 4886 7000.
13. All the material documents referred to in the explanatory statement, if any, will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to info@ricl.in.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter

CIN L45400MH1984PLC032274

	<p>your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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



	<p>company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider 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, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911</p>

CIN L45400MH1984PLC032274

3501, Floor 35, Vertu Tower, Katrak Road, Wadala Market, Five Gardens, Mumbai - 400031.



B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the

CIN L45400MH1984PLC032274



attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

CIN L45400MH1984PLC032274

3501, Floor 35, Vertu Tower, Katrak Road, Wadala Market, Five Gardens, Mumbai - 400031.

 022-46001922  info@ricl.in  ricl.in

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rinkeshgala94@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Prajakta Pawale, Officer(NSDL) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@ricl.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@ricl.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

CIN L45400MH1984PLC032274

3501, Floor 35, Vertu Tower, Katrak Road, Wadala Market, Five Gardens, Mumbai - 400031.

 022-46001922 info@ricl.in ricl.in

**EXPLANATORY STATEMENT**

Pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act"), the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Secretarial Standard-2 on General Meetings ("SS-2"), the following Explanatory Statement sets out all material facts relating to the Special Businesses as mentioned in Item No 1- 4 in the accompanying Notice dated October 05, 2024 and forms part of the Notice.

ITEM NO. 1

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ('Board') at its meeting held on September 18, 2024, appointed Mr. Ajay Singh Rajawat (DIN: 08702574) as an Additional Director in the capacity of Executive and Non-Independent Director of the Company for the period of 5 years with effect from September 18, 2024 to September 17, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

Mr. Ajay Singh Rajawat has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Mr. Ajay Singh Rajawat shall hold the position of Executive Director (Defense). He has extensive military background and equipped with the leadership skills, strategic mindset, and operational expertise which is required to drive the Company in the competitive global market successfully. His role shall be pertaining to Make in India Defence related business matters of the Company.

Other details of Mr. Ajay Singh Rajawat are provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulations and the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The terms of appointment are detailed as under:

- a) Salary: upto Rs.12 lakhs p.a., Annual and accelerated increments as may be decided by the Nomination & Remuneration Committee and/or the Board of Directors based on merit and taking into account the Company's performance for the year.
- b) Other terms: The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors (which includes the Nomination & Remuneration Committee of the Board of Directors) as it may, in its discretion, deem fit within the minimum remuneration payable to the Executive Director in accordance with the provisions of the Act or any amendments made hereinafter in this regard.

The said resolution was recommended to the Members. The Board of Directors now recommends that the above resolution to be passed based on the some decisions and deliberations.

The Board recommends the resolution set out at Item No. 1 of accompanying notice to the Members for their consideration and approval, by way of Special Resolution.

Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

None of the other Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

ITEM NO. 2

CIN L45400MH1984PLC032274

3501, Floor 35, Vertu Tower, Katrak Road, Wadala Market, Five Gardens, Mumbai - 400031.

 022-46001922  info@ricl.in  ricl.in



Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ('Board') at its meeting held on October 05, 2024, appointed Mr. Sourav Sharma (DIN: 08239605) as an Additional Director in the capacity of Executive and Non-Independent Director of the Company for the period of 5 years with effect from October 05, 2024 to October 04, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution..

Mr. Sourav Sharma shall hold the position of Executive Director (Defense). Mr. Sourav Sharma has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

He is an accomplished leader and with a wealth of experience in the infrastructure sector, he is known for his strategic approach to driving growth and fostering innovation.

Other details of Mr. Sourav Sharma are provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulations and the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The terms of appointment are detailed as under:

- c) Salary: upto Rs.12 lakhs p.a., Annual and accelerated increments as may be decided by the Nomination & Remuneration Committee and/or the Board of Directors based on merit and taking into account the Company's performance for the year.
- d) Other terms: The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors (which includes the Nomination & Remuneration Committee of the Board of Directors) as it may, in its discretion, deem fit within the minimum remuneration payable to the Executive Director in accordance with the provisions of the Act or any amendments made hereinafter in this regard.

The said resolution was recommended to the Members. The Board of Directors now recommends that the above resolution to be passed based on the some decisions and deliberations.

The Board recommends the resolution set out at Item No. 2 of accompanying notice to the Members for their consideration and approval, by way of Special Resolution.

Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

None of the other Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

ITEM NO. 3

The Board of Directors approved alteration in object clause of Memorandum of Association in their Meeting dated 18th September, 2024 of the Company and the same was recommended to the members for passing the resolution in order to align the objects of the Company with the proposed business dynamics more particularly described as under:

Addition of following object(s) clauses after the existing sub clause 2 of the Clause III (A) (Main Objects) of Memorandum of Association of the Company:

3. To carry on in India or elsewhere the business of prospecting, exploring, operating and working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy sell, import, export, supply, and to act as agent, broker,

CIN L45400MH1984PLC032274

3501, Floor 35, Vertu Tower, Katrak Road, Wadala Market, Five Gardens, Mumbai - 400031.

022-46001922 info@ricl.in ricl.in



Adatia, stockiest, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of presents and future ores, minerals, deposits, goods, substances & materials, including sands, stones, and soils, chalk, clay, china clay, betonies, broils, calcite and coal, lignite, rockphoscate, brimstone, brine, bauxite, limestone, precious and other stones, gold, silver, diamonds, iron, aluminum, titanium, vanadium, mica, apalite, chrome, copper, gypsum, rutile, sulphate, tin, zinc, zircon, tungsten, silicon, brass, and other allied materials, by products, mixtures, blends, residues & substances, and to do all incidental acts and things necessary for the attainment of the objects under these presents.

4. To engage in the manufacturing, assembling, and upgradation of defense equipment, vehicles, arms, ammunition, and other related products under the 'Make in India' initiative. This includes the production of advanced technology-driven defense systems, equipment for the Army, Navy, Air Force, and other paramilitary forces, and to collaborate with domestic and international partners to enhance manufacturing capabilities. To enter into strategic tie-ups, joint ventures, or collaborations with global defense manufacturers, technology providers, and government agencies for the sales, joint marketing, and distribution of defense products and technologies. This includes establishing partnerships for co-development, licensing agreements, and knowledge sharing to bring cutting-edge defense technologies to India. To establish and operate research and development centers for the innovation, design, and engineering of defense and aerospace technologies, products, and systems. This includes developing indigenous capabilities in artificial intelligence, cybersecurity, drone technology, electronic warfare, and other futuristic defense domains. To explore and expand export opportunities for defense products, equipment, and technologies developed in India to friendly foreign nations, leveraging bilateral and multilateral agreements, offset policies, and global defense exhibitions. To actively participate in national and international defense and aerospace exhibitions, trade shows, and military trials to showcase the company's products and capabilities, engage with potential clients, government representatives, and industry stakeholders, and to promote defense exports and cooperation. To provide consultancy, advisory, and training services related to defense strategies, procurement processes, technology integration, and capacity building to government bodies, armed forces, and private entities within India and abroad. To invest in, build, and manage defense manufacturing facilities, testing ranges, and other infrastructure required for the production and testing of defense equipment, including setting up special economic zones (SEZs) dedicated to defense manufacturing. To provide comprehensive after-sales services, including maintenance, repair, overhaul (MRO) facilities, and supply chain management for defense equipment and systems, ensuring the longevity and operational readiness of defense assets. To develop and deploy cybersecurity solutions, surveillance systems, intelligence-gathering tools, and secure communication networks to support defense operations and protect critical infrastructure from cyber threats. To promote and implement sustainable practices in defense manufacturing and operations by adopting environmentally friendly technologies, recycling initiatives, and energy-efficient methods. To invest in and collaborate with defense and aerospace startups focusing on emerging technologies such as quantum computing, space exploration, autonomous systems, and hypersonic technologies, aiming to create a future-ready defense ecosystem. To engage in and support space exploration, satellite technology, and nuclear research projects, including the design, development, and manufacturing of space and nuclear systems, components, and materials. This includes collaborating with space agencies, research institutions, and other stakeholders for the advancement of space and nuclear sciences. To undertake project management, consultancy, and implementation services for large-scale defense, aerospace, space, and nuclear projects, including infrastructure development, system integration, and technology deployment, both in India and internationally. To participate in government tenders, global defense procurement programs, and international collaborations to supply defense and aerospace products and technologies, and to contribute to research, training, and joint exercises."

The Board recommends the resolution set out at Item No. 3 of accompanying notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as a Special Resolution.

CIN L45400MH1984PLC032274

3501, Floor 35, Vertu Tower, Katrak Road, Wadala Market, Five Gardens, Mumbai - 400031.

 022-46001922  info@ricl.in  ricl.in

**ITEM NO. 4**

As existing Memorandum of Association ('MOA') of the Company is based on erstwhile Companies Act, 1956, the alteration of MOA is necessary to align the existing MOA with the provisions of Companies Act 2013 ('Act').

The existing clauses are based on the Companies Act, 1956 and several regulations in the existing MoA contains references to specific section of the Companies Act, 1956 and some regulations are no longer in conformity with the Act.

The Companies Act, 2013 is now largely in force. The Ministry of Corporate Affairs ("MCA") had notified various sections for implementation and subsequently, MCA notified most of the remaining sections (barring those provisions which require sanction/confirmation of the National Company Law Tribunal). However, substantive section of the Act which deals with the general working of Companies stand notified. In order to make the Memorandum of Association of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof it is proposed to replace the existing Memorandum of Association of the Company by a new set of Memorandum of Association.

Additionally, clauses that was included in the existing Memorandum of Association of the Company prior to the listing of the Company and which are no longer relevant in the context of a listed company are to be deleted. Pursuant to Section 13 of the Companies Act, 2013 ("Act"), the consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Memorandum of Association of the Company. Accordingly, this matter has been placed before the Shareholders for approval.

The Board recommends the resolution set out at Item No. 4 of accompanying notice to the Members for their consideration and approval, by way of Special Resolution.

A copy of the proposed new set of the Memorandum of Association of the Company would be available for inspection at at

34, 2nd Floor, Plot - 45/47, Shanti Bhavan, Dhirubhai Parekh Marg, Ladwadi, Kalbadevi,,Mumbai City, Mumbai, Maharashtra, India, 400002 on all working days except Saturdays and Public Holidays between 11.00 A.M and 05.00 P.M upto the date of declaration of the results of voting by Postal Ballot by the Company and would be uploaded on the Company's Website for perusal by the shareholders.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way concerned or interested, financially or otherwise in the special resolution except to the extent of their shareholding in the Company.

By order of the Board of Directors
For **Royal India Corporation Limited**

Nitin Kamalkishore Gujral
Managing Director
DIN: 08184605

Place: Mumbai
Date: October 05, 2024

CIN L45400MH1984PLC032274

3501, Floor 35, Vertu Tower, Katrak Road, Wadala Market, Five Gardens, Mumbai - 400031.

 022-46001922  info@ricl.in  ricl.in



Brief details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name	Ajay Singh Rajawat	Sourav Sharma
Age	62	30
Director's Identification Number	08702574	08239605
Date of first appointment	September 18, 2024	October 05, 2024
Brief Resume – Qualification and Expertise in Specific Functional Areas	Colonel Ajay Singh Rajawat is a retired Indian Army officer with over 25 years of experience in various military operations. He will serve as an Executive Director of the Company where he will advise on make in India defense projects and business matters. Col. Rajawat's extensive military background has equipped him with the leadership skills, strategic mindset, and operational expertise required to drive the Company in the competitive global market successfully.	Mr. Sourav Sharma is an accomplished leader already serving as the Director in Dharam Chand Infrastructures Private Limited. He shall be contributing to defense related business matters.
Terms and Conditions of Appointment/ Re-appointment along with details of remuneration sought to be paid and last drawn remuneration	Role in the Company- Shall explore the opportunities for make in India Defense projects for the Company and provide related services to the Company.	Mr. Sourav is committed to ensuring operational excellence while steering the company toward continued success in an evolving industry landscape.
Other Directorships as on September 18, 2024	<ul style="list-style-type: none"> - Hindustan Drones And SpaceX Limited - Radhagopal Financial Services Private Limited - Dhundhar Skin Care Private Limited 	<ul style="list-style-type: none"> - Dharam Chand Infrastructures Private Limited
Other Designated Partnership as on September 18, 2024	<ul style="list-style-type: none"> - NOVACREST LLP 	Nil
Membership/Chairmanship of Committees	Nil	Nil

CIN L45400MH1984PLC032274

3501, Floor 35, Vertu Tower, Katrak Road, Wadala Market, Five Gardens, Mumbai - 400031.

022-46001922 info@ricl.in ricl.in