

**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. Kaushal Doshi & Associates (Membership No. **FCS 10609, COP 1314**), 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 **Friday, March 28, 2025, 05:00 P.M.** The result along with scrutinizer report shall also be displayed on the website of the Company i.e. [www.riclin.in](http://www.riclin.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
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**CIN L45400MH1984PLC032274**

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



1	Scrutinizer Details	M/s. M/s. Kaushal Doshi & Associates, Practicing Company Secretaries (Membership No. FCS 10609, COP 13143)
2	Cut-off date for eligibility for e-voting	Friday, 09 <sup>th</sup> January, 2026
3	Time period for e-voting	Tuesday, February 25, 2025 at 9.00 a.m. to Wednesday, March 26, 2025 at 5.00 p.m.
4	Last date for publishing results of the e-voting	March 28, 2025
5	In case of any grievances or queries contact	evoting@nsdl.com

**SPECIAL BUSINESS:****Item No. 1 To approve the appointment of Mr. Ikerath Joseph Sam (DIN: 00089946) as an Independent Director of the Company**

To consider, and, if thought fit, the appointment of Mr. Ikerath Joseph Sam (DIN: 00089946) as an Independent Director of the Company and to pass, with or without modification(s), the following resolution as an **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Ikerath Joseph Sam(DIN: 00089946), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from November 14, 2025, be and is hereby approved.

**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 Re-appointment of Mr. Jinesh Mehta (DIN: 05226043) as an Independent Director of the Company.**

To consider, and, if thought fit, approve the re-appointment of Mr. Jinesh Mehta (DIN: 05226043) as an Independent Director of the Company and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

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**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), , as amended from time to time, Mr. Jinesh Mehta (DIN: 05226043), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years from May 17, 2021 to May 16, 2026 (both days inclusive) and who being eligible for re-appointment as an Independent Director not liable to retire by rotation has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of members of the Company be and is hereby accorded to re-appoint Mr. Jinesh Mehta(DIN: 05226043) as an Independent Director of the Company from the expiry of his present term of office i.e. to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from May 17, 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**Item No. 3 Amendment of the Object Clause of the Memorandum of Association (MOA) of the Company.**

To consider and, if thought fit, to pass the following resolution for amendment of the Object Clause of MOA as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of the Hon'ble Registrar of Companies (Mumbai), consent of the members of the Company be and is hereby accorded for the following alterations in the Clause III(A) of the Memorandum of Association:

- Addition of following object(s) after the existing sub clause 5 of the Clause III(A) (Main Objects) of Memorandum of Association of the Company:
- 6. To carry on the business of training, advisory services, establish innovation centres, conduct and put up Research & Development activities and simulator facilities for incubating, operating and optimizing Nuclear, Thermal and Renewable utilities and facilities. To develop educational programmes in science, engineering and management of Nuclear, Thermal and Renewable utilities and facilities as well as Design and delivery of professional retraining and certification courses for specialists working in these areas. To establish research laboratories, simulation capabilities and innovation hubs focused on reactor technologies, nuclear safety and other related topics as well as putting up research laboratories, simulation capabilities and innovation hubs focused on reactor technologies, nuclear safety and other related topics. To establish R&D projects in the fields of digital twins, cyber security, artificial intelligence, robotics, and automation. To enhance productivity, efficiency and capacity building through

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workshops, master classes & consulting projects for Government and Privately held Nuclear, Thermal and other Renewable energy facilities. To develop multilingual educational content and e-learning platforms for broader accessibility. To develop experimental facilities for simulation, testing, and demonstration purposes. To promote nuclear energy education and awareness among students and the public through outreach programs, exhibitions, and science festivals and facilitate cooperation with international universities, research centers, and industry partners.

7. To be a leading service & solutions provider in the area of CBRN (Chemical Biological Radiological Nuclear) detection, monitoring, protection and decontamination for Military, Government, Non Government, Private Corporations and the Industry. This can also include design, development, and production of technology, systems and equipment that are a part of enhancing the CBRN defense capability. To provide consulting, training and education services in this area to Government, Non-Government, Military, Private Corporations and the Medical industry. To evolve customized strategy, programmes and solutions for CBRN threats & risks to Federal & State Governments, Communities, Private Corporations and Public Sector Undertakings. To assist in dealing with CBRN attacks, situations & incidents.

**RESOLVED FURTHER THAT** the Board of Directors or the Key Managerial Personnel(s) of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required to give effect to this resolution and to take all necessary approvals wherever necessary, in this regard."

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

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**Nitin Gujral (sd/-)**  
**Managing Director**  
**DIN: 08184605**

**Place:** Mumbai  
**Date:** January 12, 2026

**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

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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 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, 09<sup>th</sup> January, 2026 ("the cut-off date").

A copy of this Postal Ballot Notice shall also be available on the website of the Company (<https://www.riclin.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, 09<sup>th</sup> January, 2026 ("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 **Tuesday, February 25, 2025 at 9.00 a.m. to Wednesday, March 26, 2025 at 5.00 p.m.** Votes casted by way of E-voting beyond 5.00 P.M on to **Wednesday, March 26, 2025** 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 Scrutinizer by email to [doshikaushal20@gmail.com](mailto:doshikaushal20@gmail.com) or to [info@riclin.in](mailto:info@riclin.in) or to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

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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 Friday, March 28, 2025 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, MUFG Intime India Pvt. Ltd.

Shareholders may write the request to [info@ricl.in](mailto:info@ricl.in) and [rnt.helpdesk@linkintime.co.in](mailto: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](mailto: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](mailto: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:

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

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5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cDSLindia.com](http://www.cDSLindia.com) and click on login icon & New System Myeasi Tab and then user your existing myeasi 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 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cDSLindia.com](http://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](http://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.

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

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

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

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**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.

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- 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 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

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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.

#### **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 [doshikaushal20@gmail.com](mailto:doshikaushal20@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Mr. Sagar S. Gudhate, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

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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 [compliance@ricl.in](mailto:compliance@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 [compliance@ricl.in](mailto:compliance@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](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. [In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.](#)

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## 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 in the accompanying Notice dated Monday January 12, 2026 and forms part of the Notice.

**ITEM NO. 1 : To approve the appointment of Mr. Ikerath Joseph Sam (DIN: 00089946) as an Independent Director of the Company**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ('Board') at its meeting held on November 14, 2025, appointed Mr. Ikerath Joseph Sam (DIN: 00089946) 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 November 14, 2025 to November 13, 2030 (both days inclusive) subject to the approval of the shareholders through a special resolution..

Mr. Ikerath Joseph Sam shall hold the position of Executive Director for Business Development and Marketing. Mr. Ikerath Joseph Sam 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.

Ikerath Joseph Sam has worked in various organizations (India & Internationally based) in a wide variety of roles spanning Operations, Consulting, Marketing, Sales & Business Development and Leadership.

Other details of Mr. Ikerath Joseph Sam 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.15 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 same 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.

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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: Re-appointment of Mr. Jinesh Mehta (DIN: 05226043) as an Independent Director of the Company**

Mr. Jinesh Mehta, was appointed as an Independent Director of the company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 for a term of 5 (five) consecutive years from May 17, 2021 to May 16, 2026 (both days inclusive) by the Shareholders at the Annual General Meeting ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.) The Nomination & Remuneration Committee at its Meeting held on January 12, 2026 after taking into account the performance evaluation of Jinesh Mehta during their first term of five years and considering the knowledge, acumen, expertise and experience in the respective field and the substantial contribution made by her during her tenure as an Independent Director since her appointment, has recommended to the Board that continued association of Jinesh Mehta as an Independent Director would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Mr. Jinesh Mehta as Independent Directors on the Board of the Company, from the expiry of his present term of office i.e. to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from May 17, 2026 and not liable to retire by rotation. None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

The Board accordingly recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

Brief profile of the Mr. Jinesh Mehta is as under:

**Information pursuant to Regulations 26 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 on General Meetings, in respect of Directors seeking appointment / re-appointment at the Annual General Meeting**

**Director's Profile**

<b>Name of the Director</b>	Jinesh Mehta
<b>DIN</b>	05226043
<b>Qualification</b>	Bachelor of Management Studies (BMS)
<b>Date of birth</b>	05/10/1984
<b>Age (in years)</b>	41

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<b>A brief resume/profile of the directors</b>	Mr. Jinesh Mehta is having experience in business management and at present serving a directorship in other companies. He will be serving as Independent Director of the Company and will also be part of various committees of the Board.
<b>Expertise in specific functional areas</b>	Experience and expertise in Business Management.
<b>Sitting fees last drawn for F.Y. 2024-2025</b>	Sitting Fees Rs 1,05,000 /-
<b>Shareholding of Directors</b>	Nil
<b>Number of Board meetings attended during the F.Y. 2024-2025</b>	15 out of 16 board meetings
<b>Directorships held in other listed companies</b>	Nil
<b>Directorships of other companies in India</b>	Nil
<b>Chairmanship/ Membership of the Committees of the Board of Directors of other listed companies</b>	Nil
<b>Shareholding in the Company</b>	Nil
<b>Disclosure of relationships between directors inter-se</b>	Mr. Jinesh Mehta is not related to any Director on the Board of the Company.
<b>skills and capabilities</b>	Mr. Jinesh Mehta is having experience and expertise in Business Management. She has already served the Company for five years and thus she has good understanding about the Company, its system, culture and its business. She will be serving the Company for the second term of five years.

### **ITEM NO. 3**

The Board of Directors approved amendment in object clause of Memorandum of Association in their Meeting dated 12th January, 2026 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:

In Clause III(A), after the existing sub clause 5 of (Main Objects) following clauses shall be added:

6. To carry on the business of training, advisory services, establish innovation centres, conduct and put up Research & Development activities and simulator facilities for incubating, operating and optimizing Nuclear, Thermal and Renewable utilities and facilities. To develop

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educational programmes in science, engineering and management of Nuclear, Thermal and Renewable utilities and facilities as well as Design and delivery of professional retraining and certification courses for specialists working in these areas. To establish research laboratories, simulation capabilities and innovation hubs focused on reactor technologies, nuclear safety and other related topics as well as putting up research laboratories, simulation capabilities and innovation hubs focused on reactor technologies, nuclear safety and other related topics. To establish R&D projects in the fields of digital twins, cyber security, artificial intelligence, robotics, and automation. To enhance productivity, efficiency and capacity building through workshops, master classes & consulting projects for Government and Privately held Nuclear, Thermal and other Renewable energy facilities. To develop multilingual educational content and e-learning platforms for broader accessibility. To develop experimental facilities for simulation, testing, and demonstration purposes. To promote nuclear energy education and awareness among students and the public through outreach programs, exhibitions, and science festivals and facilitate cooperation with international universities, research centers, and industry partners.

7. To be a leading service & solutions provider in the area of CBRN (Chemical Biological Radiological Nuclear) detection, monitoring, protection and decontamination for Military, Government, Non Government, Private Corporations and the Industry. This can also include design, development, and production of technology, systems and equipment that are a part of enhancing the CBRN defense capability. To provide consulting, training and education services in this area to Government, Non-Government, Military, Private Corporations and the Medical industry. To evolve customized strategy, programmes and solutions for CBRN threats & risks to Federal & State Governments, Communities, Private Corporations and Public Sector Undertakings. To assist in dealing with CBRN attacks, situations & incidents..

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as a **Special Resolution**.

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 resolution except to the extent of their shareholding in the Company.

The Board of Directors recommend passing of the **Special Resolution**.

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

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**Nitin Kamalkishore Gujral**  
**Managing Director**  
**DIN: 08184605**

Place: Mumbai  
Date: January 12, 2025

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