



Date: 5th September, 2026

To,
The Manager
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street, Mumbai- 400001

Scrip Code: 544143
BSE Symbol: ROYAL

Subject: Notice of the 3rd Annual General Meeting ('AGM') of Royal Sense Limited ('the Company') for the Financial Year 2025- 26.

Dear Sir/ Madam,

This is to inform that the 03rd Annual General Meeting of Royal Sense Limited ('the Company') is scheduled to be held on **Monday, 28th September, 2026 at 12:30 p.m. (IST)** through video conferencing and other audio visual means(OAVM) to transact the business as set forth in the Notice of the AGM dated 17th July, 2026 and dispatch to the respective shareholders on 5th September, 2026.

Pursuant to **Regulation 30** and other provisions, as applicable, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Notice for the 3rd AGM of the Company for the financial year 2025-26 is enclosed herewith.

In compliance with the applicable provisions of the Companies Act, 2013 (the 'Act'), rules made thereunder, Listing Regulations and various circulars issued by the Ministry of Corporate Affairs and SEBI, the Notice convening the 3rd AGM along with Annual Report for the financial year 2025-26 is being sent only through emails to all those shareholders whose email addresses are registered with the Company/ Registrar & Share Transfer Agent / Depository Participant(s) as on 28th August, 2026.

Further, in compliance of Regulation 36(1)(b) of the Listing Regulations, letters have been sent to those shareholders whose email id's are not registered with the Company / RTA / DP for providing the web-link along with the path to access the Annual Report and Notice of AGM of the Company.

The Notice convening the AGM is also uploaded on the Company's website at www.royalsense.in and also at the website of Bigshare Services Private Limited at ivote.bigshareonline.com.

Kindly note that the facility of casting votes by a member using remote e-Voting system before the AGM as well as e-Voting during the AGM will be provided by Bigshare Services Private Limited.

The remote e-Voting facility would be available during the following period:

Remote e-voting period begins on	Friday, 25 th September, 2026 at 09:00 A.M
Remote e-voting period ends on	Sunday, 27 th September, 2026 at 05:00 P.M.

You are requested to take the above information and enclosed documents on your record.

Thanking you,

For and on behalf of
Royal Sense Limited

Rishabh Arora
Managing Director
DIN: 09745543

Encl: As above

NOTICE OF 3RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 3RD ANNUAL GENERAL MEETING OF THE MEMBERS OF ROYAL SENSE LIMITED WILL BE HELD ON MONDAY, 28TH SEPTEMBER, 2026 AT 12:30 P.M Indian Standard Time (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business: -

ORDINARY BUSINESS:

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

Item No. 1. To consider and adopt:

- (a) the Audited Standalone Financial Statement of the Company for the year ended 31st March 2026 and together with the reports of the Board of Directors' and the Auditors thereon
- (b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2026 together with the report of the Auditors thereon.

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

SPECIAL BUSINESS:

Item No. 3 Re-appointment of Mr. Rishabh Arora (DIN: 09745543) as Managing Director of the company and fixation of remuneration:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and subject to such approvals, permissions and sanctions as may be required, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Rishabh Arora (DIN: 09745543) as Managing Director of the Company, for a further period of three (3) years commencing from the conclusion of the 3rd Annual General Meeting held on 28th September 2026 until the conclusion of the 6th Annual General Meeting, on such terms and conditions, including remuneration, as may be approved by the Board of Directors and as set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT subject to the provisions of the Companies Act 2013, terms and conditions of the appointment of Mr. Rishabh Arora (DIN: 09745543) as a Managing Director of the Company shall be as such as below-mentioned:

Period of Appointment: From 28th September, 2026 and ending on 28th September, 2029. Notwithstanding anything contained in this resolution, Mr. Rishabh Arora shall be liable to retire by rotation in terms of Section 152(6) of the Act.

Remuneration: Remuneration by way of salary, perquisites and allowances not exceeding Rs. 60 Lacs (Rupees Sixty Lakhs Only) per annum during the mentioned period of 3 years subject to variation/ revision as may be considered by the Board of Directors from time to time.

Nature of duties & powers: Mr. Rishabh Arora, Managing Director, shall look after the day-to-day management and business affairs of the Company and he shall have substantial powers of management of the company. Subject to superintendence, control and directions of the Board of Directors, he shall exercise such other powers as may be assigned, granted and

entrusted to him by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and are hereby severally authorized to discuss, negotiate and finalize the detailed terms and conditions, to execute/modify/file such agreements, documents, writings, forms, papers, returns etc. as may be required and to do all acts, deeds and things as may be required in this regard.”

Item No. 4 : To consider and approve the material Related Party Transaction limits with TTG Innovations Private Limited

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “the Listing Regulations”), and all applicable provisions of the Companies Act, 2013 (hereinafter called “the Act”) and the Company’s policy on materiality of Related Party Transaction(s), and Rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the consent and approval of the Members be and is hereby accorded to the Board of Directors (“the Board” which term shall be deemed to include a Committee constituted by the Board or any person(s) authorized by the Board in this regard) to enter into arrangements/transactions/ contracts with TTG Innovations Private Limited, a Related Party as defined in the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with TTG Innovations Private Limited during the Financial year 2026-27 shall not exceed Rs. 25 Crores (Rupees Twenty-Five Crores) provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

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

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

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

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

force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and pursuant to the consent of the Audit Committee and Board of Directors of the Company, the consent and approval of the Members be and is hereby accorded to the Board of Directors ("the Board" which term shall be deemed to include a Committee constituted by the Board or any person(s) authorized by the Board in this regard) to enter into arrangements/transactions/ contracts with Khaalsa Traders (a Proprietorship Firm) Related Party as defined in the Listing Regulations, relating to transactions as detailed in the explanatory statement, on such terms and conditions as the Board in its absolute discretion may deem fit, the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with Khaalsa Traders (a Proprietorship Firm) during the Financial year 2026-27 shall not exceed Rs. 25 Crores (Rupees Twenty-Five Crores) provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

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

Item No. 6 : To increase authorized share capital of the company and consequent amendment in the capital clause of memorandum of association of the company

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 (the 'Act') read with Rule 15 of the Companies (Share Capital & Debentures) Rules, 2014 (the 'Rules') and all other applicable provisions of the Companies Act, 2013, including any statutory modifications or re-enactments thereof, for the time being in force and applicable provisions of the Articles of Association of the Company, the consent of the Members of the Company, be and is hereby accorded to increase the authorized share capital of the Company from existing Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- each to Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/- each, ranking pari passu in all respect with the existing Shares of the Company as per the Memorandum and Articles of Association of the Company."

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

V. The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores only), which shall consist of 2,00,00,000 (Two Crore) Equity Shares having face value of Rs. 10/- each aggregating to Rs. 20,00,00,000/- only (Rupees Twenty Crores only)

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

“RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion consider proper, necessary or desirable and take all such steps as may be necessary, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Item No. 7: To Approve Royal Sense Limited Employee Stock Option Plan, 2026 (“RSL ESOP SCHEME 2026”):

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

“RESOLVED THAT pursuant to the Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (“Act”), read with applicable rules, circulars, notifications issued thereunder including any statutory modification(s) or re-enactment(s) thereof for time being in force, if any, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”), provisions contained in the Memorandum of Association (“MOA”) and the Articles of Association (“AOA”) of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), for the time being in force and as may be modified from time to time, provisions contained in the memorandum of association and the articles of association of the Company, and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the “Applicable Laws”), and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee (“NRC”), the approval of the members be and is hereby accorded to introduce, offer, issue and allot share-based options to eligible employees under the Royal Sense Limited Employee Stock Option Plan 2026 (“RSL ESOP Scheme 2026”) of the Company, the salient features of which are furnished in the Explanatory Statement to this Notice and to grant such options to eligible employees on such terms and conditions as provided in the RSL ESOP Scheme 2026 and as may be fixed or determined by the NRC and/or the Board.

RESOLVED FURTHER THAT the maximum number of options granted to eligible employees under the RSL ESOP Scheme 2026 shall not exceed 10% of the paid up capital of the company.

RESOLVED FURTHER THAT the equity shares, if any, issued/allotted from time to time in accordance with the RSL ESOP Scheme 2026, shall rank pari-passu in all respects with the existing equity shares of the Company.

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

RESOLVED FURTHTER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other re-organization etc. the number of abovementioned options in the RSL ESOP Scheme 2026 shall be appropriately adjusted.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the RSL ESOP Scheme 2026 and generally for giving effect to these resolutions, each member of the Board and the NRC or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard."

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

Place: Delhi
Dated: 17th July, 2026

Sd/-
Somya Arora
(Company Secretary & Compliance
Officer)
M. No.:A81091

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') and the Secretarial Standard - 2 on General Meeting ('SS-2'), setting out the material facts concerning each item of Ordinary / Special Business to be transacted at the meeting is annexed to this Notice.
 2. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
 3. Corporate members intending to attend/vote at AGM through VC / OAVM by their respective authorized representative(s) pursuant to section 113 of the Companies Act, 2013 to are requested to send their authorizations/ resolutions/ power of attorney to the Scrutinizer by e-mail on cssinhaoffice@gmail.com with a copy marked to ivote@bigshareonline.com at the Annual General Meeting of the Company.
 4. The relevant details, pursuant to 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM as a part of this notice.
- A. General instructions for accessing and participating in the 3rd AGM through VC/OAVM facility and voting through electronic means including remote e-Voting:**
1. Pursuant to the General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as the "MCA Circulars"), and in accordance with the applicable provisions of the Companies Act, 2013 (the "Act"), the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), read with the applicable circulars issued by the Securities and Exchange Board of India ("SEBI"), including the Master Circular for compliance with the provisions of the Listing Obligations and Disclosure Requirements Regulations, 2015 by listed entities dated January 30, 2026 (hereinafter collectively referred to as the "SEBI Circulars"), the Company is convening the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"). The deemed venue for the AGM will be the Registered Office of the Company, i.e. C-7, Phase-3, Badli Industrial Area, New Delhi - 110042.
 2. The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts concerning the special business specified in the Notice is annexed hereto.

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

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

5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
6. Listing Regulations has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form. For further details about registration process, please contact your depository/ RTA of the Company.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.
8. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, will be available electronically for inspection via a secured platform without any fee by the members

during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to compliance@royalsense.in.

9. Members are requested to notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. The Board of Directors of the Company has appointed **Ms. Mayuri Sinha, proprietor of Mayuri Sinha & Co. (Practising Company Secretaries)** as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
12. The Register of Members and Share Transfer Books will remain closed from **21st September, 2026 to 27th September, 2026 (both days inclusive)** for the purpose of Annual General Meeting.
13. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within 48 hours of conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
14. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at www.royalsense.com and the website of Bigshare Services Private Limited immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favor of the resolutions.
15. Shareholders can send their queries/complaints, if any, on an exclusive designated e-mail id: compliance@royalsense.in. The shareholders are requested to send their queries, if any, on Annual Report, to the Company Secretary, not less than 7 days before the date of meeting, so that the requisite information/ explanations can be provided in time.

16. Members may address all the correspondences relating to change of address, share transfer, transmission, nomination etc. to the RTA at the below mentioned addresses:

Bigshare Services Private Limited

Unit: Royal Sense Limited

Office No. S6-2, 6th Floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai -400093 Email: ipo@bigshareonline.com

Tel: 022-62638200

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

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

18. Updation of Member's Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company / Share Registrars and Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend etc. A form for compiling the additional details is appended in this Notice.

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

Voting Through Electronic Means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is providing its Members with the facility to cast their votes electronically through remote e-voting in respect of the businesses to be transacted at the ensuing Annual General Meeting ("AGM"). The Company shall provide the facility of remote e-voting in accordance with the applicable provisions of the Companies Act, 2013, the Rules made thereunder and the SEBI LODR Regulations, as applicable. For this purpose, the Company has entered into an agreement with Big Share Services Private Limited for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Bigshare Services Private Limited. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least

1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

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

- i. The voting period begins on 25th September, 2026 at 09:00 am. and ends on 27th September, 2026 at 05:00 pm. During this period shareholders' of the Company, as on the cut-off date (record date) of 21st September, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Members who have casted their votes by remote e-voting prior to the AGM may also attend the Meeting but they shall not be entitled to cast their vote again and Members who will be present in the AGM through VC/ OAVM and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e- voting system during the AGM.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful

through their Depository Participants	authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

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

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

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

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

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

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
 - Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.
- (In case a shareholder is having valid email address, Password will be sent to his /her registered e-mail address).*

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

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

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

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".

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

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

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

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

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

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

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

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

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

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

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

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

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

Item No. 3 – Re-appointment of Mr. Rishabh Arora as Managing Director of the Company

Based on the recommendation of Nomination and Remuneration Committee and the Board of Directors has also recommended the reappointment of Mr. Rishabh Arora as the Managing Director of the Company for a period of 3 (Three) years w.e.f. 28th September, 2026, subject to approval of the members in General Meeting upon terms and conditions as may be approved from time to time.

Mr. Rishabh Arora visionary guidance has been instrumental in driving company's remarkable growth. Throughout his tenure, he has exhibited exceptional leadership skills and a steadfast commitment towards Company's progress. Under his astute leadership, the Company has achieved steady growth, marked by consistent expansion, strategic initiatives, and a relentless pursuit of excellence. His ability to navigate through uncertainties and make well-informed decisions has ensured the sustainability of Company's operations. It would be therefore in the interest of the Company to re-appoint Mr. Rishabh Arora as Managing Director of the Company.

Information as per Section II of Part II of the Schedule V of the Companies Act, 2013:

General Information:

1	Nature of Industry	Healthcare Industry
2	Date of expected date of commencement of commercial production	April 06, 2023
3	In case of new companies, expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus	Not Applicable
4	The financial performance of the Company during the preceding financial year is as prescribed: (Amount in lakhs)	Turnover: 3774.57 Networth: 3317.98 Profit after Tax: 104.02

Information about the appointee:

Sr. No.	Particulars	Mr. Rishabh Arora
1	Background details	Mr. Rishabh Arora, is the Promoter, Chairman and Managing Director of our Company. He has been director on the Board since incorporation. He has completed M.sc Psychology from University of Rajasthan and D-Pharmacy from Hindu College of Pharmacy, Sonipat (Haryana). He has more than Eighteen years of experience being a Pharmacist. He is a visionary

		entrepreneur and has played a pivotal role in setting up business of our Company.
2	Past remuneration	24 lacs per annum
3	Recognition or awards.	Appreciation awards in healthcare industry performances
4	Remuneration proposed	As set out in the Explanatory Statement under section 102 of the Companies Act, 2013 and detailed in such terms and conditions as to be finalized with the consent of members.
5	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates, the relevant details would be w.r.t. the country of his origin)	The said remuneration is commensurate with the size and nature of business of the Company and also with the functions and responsibilities entrusted upon him
6	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Rishabh Arora is the Managing Director of the Company, he is not entitled to any other emoluments from the Company apart from the remuneration as agreed upon and forms part of CTC.

Disclosures:

The present terms and conditions of appointment of Mr. Rishabh Arora (DIN: 09745543), as approved by the Board of Directors upon recommendation of the Nomination & Remuneration Committee, are as under:

Salary, Remuneration, perquisites and benefits:

- A. **Period:** Period of appointment is Three Years w.e.f. 28th September, 2026.
- B. **Salary:** The gross Salary will be Rs. 60 Lacs per annum including the Perquisites & Allowances
- C. **Perquisites & Allowances:** The following Perquisites & Allowances are included in gross salary:
- D. **House Rent Allowance:** House Rent Allowance in accordance with the rules of the Company.
- E. **Medical Reimbursement:** Expenses incurred for the appointee and his family subject to a ceiling of one month salary in one year.
- F. **Leave Travel Concession:** As per rules of the Company.
- G. **Club Fees:** Fees of club subject to maximum of two clubs. This will not include admission and life membership fees.
- H. **Personal Accident Insurance:** Personal Accident Insurance Cover as applicable in line with rules & policies of the Company.
- I. **Contribution to Provident Fund:** As per Company rules.

- J. **Gratuity:** As per Company rules subject to maximum of half months salary for each completed year of service.
- K. **Encashment of leaves:** As per rules of the Company at the end of tenure.

Details of Director seeking Appointment / Re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been provided as Annexure 2 in the report.

Item No. 4 and 5:

Pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof ("SEBI Listing Regulations") and the Company's Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company ("the Policy"), the material related party transactions to be entered by the Company on arm's length basis with TTG Innovations Private Limited and M/s Khaalsa Traders as set out in Item No.4 to 5 require approval of the members of the Company through the ordinary resolutions.

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

Item no. 4: Particulars of material related party transaction limits with TTG Innovations Private Limited

Sr. No.	Particulars	Details
1.	Type of transaction, material terms and particulars of the transaction	Purchase/sale of Goods Availing and Rendering of Services
2.	Name of Related Party	TTG Innovations Private Limited
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	TTG Innovations Private Limited is an entity under common control with the Company.
4.	Tenure of the proposed transaction (particular tenure shall be specified)	The Transactions are recurring in nature. The approval of the shareholders is being sought for the related party transactions entered/to be entered during FY 2026-27 and thereafter till the next Annual General Meeting scheduled to be held during FY 2027-28 or fifteen months from the date of this Annual General Meeting, whichever is earlier
5.	Value of proposed transaction	The Value of proposed transactions with TTG Innovations Private Limited in the financial year 2025-26 is expected to be upto 25 Crore.
6.	The percentage of the Company annual turnover, for the	The value of proposed transactions with TTG Innovations Private Limited during the FY 2025-26 for

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

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

Sr. No.	Particulars	Details
1.	Type of transaction, material terms and particulars of the transaction	Purchase/sale of Goods Availing and Rendering of Services
2.	Name of Related Party	M/s Khaalsa Traders
3.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	M/s Khaalsa Traders A proprietorship firm controlled by Ms. Mandeep Kaur wife of Mr. Harmeet Singh
4.	Tenure of the proposed transaction (particular tenure shall be specified)	The Transactions are recurring in nature. The approval of the shareholders is being sought for the related party transactions entered/to be entered during FY 2026-27 and thereafter till the next Annual General Meeting scheduled to be held during FY 2027-28 or fifteen months from the date of this Annual General Meeting, whichever is earlier
5.	Value of proposed transaction	The Value of proposed transactions with M/s Khaalsa Traders in the financial year 2026-27 is expected to be upto 25 Crore.
6.	The percentage of the Company annual turnover, for the immediately preceding	The value of proposed transactions with M/s Khaalsa Traders for the immediately preceding financial year is provided in the financial statements.

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

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

Mr. Rishabh Arora and their relatives are deemed to be concerned or interested in resolution 4 of this Notice to the extent of the Company's interest in the transaction and the Shareholding in TTG Innovation Private Limited.

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

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

Item no. 6:

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

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

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

In view of the above, it is proposed to increase the Authorized Share Capital of the Company from existing Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore Lakhs) Equity Shares of Rs. 10/- each to Rs. 20,00,00,000/- only (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/- each ranking pari passu in all respect with the existing Shares of the Company as per the Memorandum and Articles of Association of the Company.

Consequently, the existing Clause V of the Memorandum of Association of the Company needs to be altered. The above-mentioned increase in the Authorized Share Capital of the Company and subsequent alteration of aforesaid clause of Memorandum of Association will require approval of the Members. The Board of Directors recommends the resolutions at Item No. 6 to be passed as Ordinary Resolution.

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

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

Item No. 7 – Approval of Royal Sense Limited Employee Stock Option Plan, 2026 (“RSL ESOP Scheme 2026”)

The Company proposes to introduce the Royal Sense Limited Employee Stock Option Plan, 2026 (“RSL ESOP Scheme 2026”) with a view to attract, motivate and retain employees and to align their interests with the long-term growth and performance of the Company.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved the Scheme, subject to the approval of the Members and such other approvals as may be required under applicable laws.

The Scheme proposes to grant employee stock options to eligible employees, including permanent employees of the Company and such other employees/directors as may be eligible under the applicable provisions of the Companies Act, 2013 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”).

The salient features of the Scheme are as follows:

Maximum options: Maximum options will not exceed 10% of the paid up capital of the company at the time of execution of such ESOP plan, with each option carrying a right to acquire one equity share of the Company.

Eligibility: Such employees/directors as may be determined by the Nomination and Remuneration Committee in accordance with applicable laws and the Scheme.

Vesting: Options shall vest subject to the terms and conditions of the Scheme, with a minimum vesting period of one year, as prescribed under the SEBI SBEB Regulations.

Exercise price: To be determined by the Nomination and Remuneration Committee in accordance with the Scheme and applicable laws.

Exercise period: Vested options may be exercised within the period prescribed under the Scheme.

Administration: The Scheme shall be administered by the Nomination and Remuneration Committee.

Transferability: The options shall not be transferable, except as permitted under applicable laws.

Corporate actions: Appropriate adjustments shall be made to the options/exercise price in case of corporate actions, in accordance with applicable laws.

Lapse of options: The treatment of vested/unvested options upon resignation, termination, death, permanent incapacity or other cessation of employment shall be governed by the Scheme and applicable laws.

The Company shall comply with all applicable provisions of the Companies Act, 2013, SEBI SBEB Regulations, SEBI Listing Regulations and other applicable laws in implementing and administering the Scheme.

The Directors and Key Managerial Personnel of the Company may be eligible to participate in the Scheme in accordance with applicable laws and the Scheme and, accordingly, may be deemed to be concerned or interested in the resolution to the extent of options that may be granted to them.

The Board recommends the Special Resolution set out at Item No. 7 for approval of the Members.

None of the Directors, Key Managerial Personnel or their respective relatives, except to the extent of their participation in the Scheme, is concerned or interested, financially or otherwise, in the proposed resolution.

ANNEXURE TO THE NOTICE

Item No. 2:

Annexure-1

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

Name	Mr. Harmeet Singh
Directors Identification Number (DIN)	10103440
Date of Birth (age)	(14/11/1983) 43 years
Qualification	Bachelor's Degree
Expertise in Specific Area	Operation and sales
Date of first appointment on the Board of the Company	06/04/2023
Shareholding in Royal Sense Limited as on 31 st March 2026	1%/0.001% shareholding
List of Directorship held in other companies	Nil
Membership/ Chairmanship in Committees	NA
Relationship with other directors' interest	Nil
Brief Resume	Mr. Harmeet Singh has been director on the Board since incorporation. He has completed B.Com from V.B.S Purvanchal University, Jaunpur and having more than Ten years of experience in the fields of Operations and Sales.
Terms & Conditions of re-appointment including remuneration payable	For a period of 3 years effecting from April 20, 2023
Number of Meetings of Board attended during the year	9
Details of remuneration sought to be paid and last drawn	Rs.6 Lakhs in FY2025-26
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Well versed skills in operation and sales leads to better management and smooth functioning of departments
Listed entities from which resigned in the past Three years	Nil

By order of the Board of Directors

For **Royal Sense Limited**

Sd/-

Somya Arora

(Company Secretary & Compliance
Officer)

M. No.:81091

Place: Delhi

Dated: 17th July, 2026

ANNEXURE TO THE NOTICE

Item No. 3:

Annexure-2

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

Name	Mr. Rishabh Arora
Directors Identification Number (DIN)	09745543
Date of Birth (age)	22/04/1984 (42 years)
Qualification	M.sc Psychology and D-Pharmacy
Expertise in Specific Area	Business Development and Administration
Date of first appointment on the Board of the Company	06/04/2023
Shareholding in Royal Sense Limited as on 31 st March 2026	32,90,140 shares and 61.50% shareholding
List of Directorship held in other companies	1. Stergic Retail Private Limited 2. TTG Innovations Private Limited 3. Brandexo Global Private Limited
Membership/ Chairmanship in Committees	NA
Relationship with other directors' interest	Nil
Brief Resume	He has more than Eighteen years of experience being a Pharmacist. He is a visionary entrepreneur and has played a pivotal role in setting up business of our Company. He primarily looks after the overall business operations of the Company including business development, administration and formulation of policies. Under his guidance our Company has witnessed continuous growth.
Terms & Conditions of re-appointment including remuneration payable	For a period of 3 years effecting from 28 th September, 2026
Number of Meetings of Board attended during the year	9
Details of remuneration sought to be paid and last drawn	Rs.24 Lakhs in FY2025-26
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Well versed skills in formulation of policies and business development with innovation strategies and leads to better management and smooth functioning of departments.
Listed entities from which resigned in the past Three years	Nil

By order of the Board of Directors
For Royal Sense Limited

Sd/-

Somya Arora

(Company Secretary & Compliance
Officer)

M. No.:81091

Place: Delhi

Dated: 17th July, 2026