



RONI HOUSEHOLDS LIMITED

CIN: L25207MH2017PLC300575

Registered Office: Plot No. F - 55, Addl. MIDC Area Ajanta Road, Jalgaon-425003

Telephone: +91 7796542369; **Website:** www.ronihouseholds.com; **Email:** ronihouseholds@gmail.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING
(Pursuant to Section 101 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014)

**To,
The Member(s)**

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING NO. RONI/EOGM/01/2023-24 OF THE MEMBERS OF RONI HOUSEHOLDS LIMITED WILL BE HELD ON THURSDAY, MARCH 28, 2024 AT 11:30 A.M. THROUGH VIDEO CONFERENCE (VC) OR OTHER AUDIO VISUAL MEANS (OAVM), TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

ITEM NO. 1

TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS:

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘SEBI ICDR Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the ‘SEBI Listing Regulations’), the listing agreement entered into by the Company with Bombay Stock Exchange Limited (‘Stock Exchange’) on which the Equity Shares having face value of Rs. 10.00 each of the Company (‘Equity Shares’) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (‘SEBI’) and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as ‘Applicable Regulatory Authorities’) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions, sanctions, which the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorized to accept, the consent and approval of the members of the Company (‘Members’) be and is hereby accorded to the Board to create, issue, offer and allot up to 5,43,600 (Five Lakh Forty Three Thousand Six Hundred Only) Equity Shares of Rupees 10.00 each fully paid up, on a preferential basis (‘Preferential Issue’), to the Proposed Allottees as stated herein below, at an issue price of Rs. 41.00 (Rupees Forty One Only) per Equity Share including Security Premium of Rs. 31 (Rupees Thirty One only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations, in such manner, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard:

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Sr. No.	Name of Proposed Allottees	Category of Allottee	No of Equity shares proposed to be issued	PAN
1.	NINAD RAVINDRA CHAUDHARI	Non-Promoter	36000.00	AJCPC7406K
2.	MOHIT RAKESH LULLA	Non-Promoter	12600.00	BSNPL3428F
3.	SHILPA VISHAL CHANDAN	Non-Promoter	5400.00	AROPC2825J
4.	ANKUR SHASHIKANT JAIN	Non-Promoter	5400.00	ANYPJ1259P
5.	DEVAVRAT DUSHYANT RAVAL	Non-Promoter	5400.00	BFVPR8418A
6.	SANDEEP VIJAYKUMAR LULLA	Non-Promoter	145800.00	ACGPL5001N
7.	DEEPAK JAIPALDAS KAKANI	Non-Promoter	84600.00	DABPK2160R
8.	RAJESHWAR DILIP SURYAVANSHI	Non-Promoter	99000.00	GPXPS9586B
9.	VARSHALI KISHOR MANDORA	Non-Promoter	5400.00	AEMPM9874N
10.	MITU SATISH MANDORA	Non-Promoter	5400.00	AEMPM9873M
11.	DEEVITA SANJAY CHAUDHARI	Non-Promoter	12600.00	CPNPC4523G
12.	KRISHA SAGAR LULLA	Non-Promoter	16200.00	BNIPL5500Q
13.	AJAY AMARLAL PARDESHI	Non-Promoter	59400.00	BHGPP9295N
14.	LOKESH DINKAR SONAWANE	Non-Promoter	50400.00	BRSPS2019F
TOTAL			543600	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price (inclusive of premium) for the Preferential Allotment of the Equity Shares is Tuesday, February 27, 2024, being the date 30 days prior to the deemed date of passing of resolution via Extra Ordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;

- a) The full consideration ('Cash Consideration') in respect of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees' bank account.
- b) The Equity Shares to be allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company bearing ISIN: INE02AP01013 in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary permissions and approvals.
- d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- e) The equity shares so offered, issued and allotted will be listed on the SME Platform of Bombay Stock Exchange Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.



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RESOLVED FURTHER THAT Executive Directors of the Company, 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 necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations and that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.”

**By Order of the Board of Directors,
Roni Households Limited**

**Sd/-
Harish Manohar Sirwani
Managing Director
DIN: 07844075**

**Place: Jalgaon, Maharashtra
Date: March 06, 2024**



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EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meetings)

ITEM NO. 1

TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS: SPECIAL RESOLUTION

In terms of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with Bombay Stock Exchange Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10.00 each of the Company ('Equity Shares') are listed, the Board of Directors of the Company, in their meeting held on March 06, 2024, subject to approval of shareholders of the Company by way of special resolution, approved the issue of up to 5,43,600 (Five Lakh Forty Three Thousand Six Hundred Only) Equity Shares of the Company having face value of Rs. 10.00 each to the proposed allottees as mentioned in the resolution. The Board seeks approval of the Members of the Company, by way of Special Resolution, for issue and allotment of Equity Shares on preferential basis to the Proposed Allottees.

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allottees, if any, are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. The Proposed Allottees have represented and declared to the Company that they have not sold or transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.
6. None of the Promoters and Directors of the Company are fugitive economic offender;
7. The Company do not have any outstanding dues to the Board, the Stock Exchanges or the Depositories.

The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice will be sent in respect of the EOGM seeking shareholders' approval by way of Special Resolution.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 SEBI ICDR Regulations, necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

A. Particulars of the Preferential Issue including date of passing of Board resolution.

The Board of Directors at its meeting held on March 06, 2024 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of upto 5,43,600 (Five Lakh Forty Three



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Thousand Six Hundred Only) Equity Shares at a price of Rs. 41 per Equity Share, aggregating upto Rs. 2,22,87,600/- (Rupees Two Crore Twenty Two Lakh Eighty Seven Thousand Six Hundred only) for cash consideration, on a preferential basis.

B. Number of Shares, Kinds of securities offered and the price at which security is being offered.

To create, issue, offer and allot up to 5,43,600 (Five Lakh Forty Three Thousand Six Hundred Only) Equity Shares of Rs. 10.00 each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees at an issue price of Rs. 41.00 per Equity Share including Security Premium of Rs. 31.00 (Rupees Thirty One only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & Pricing of the preferential issue:

The Equity Shares of Company are listed on Bombay Stock Exchange Limited for a period of more than 90 trading days as on the relevant date i.e. Tuesday, February 27, 2024 and are frequently traded in accordance with SEBI ICDR Regulations.

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) In case of "frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations):

If the equity shares of the Company have been listed on a recognised stock exchanges for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

- i. The 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- ii. The 10 trading days' volume weighted average prices of the related equity shares quoted on are recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

b) In case of Change in Control or allotment of more than five per cent. (Regulation 166A(1) of the SEBI ICDR Regulations):

Any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable:-

Articles of association do not provides for method of determination which result in floor price higher than that determine under ICDR Regulation 2018.



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In terms of Regulation 164 (1) of the SEBI ICDR Regulations & as per Companies act, 2013, the Company has taken Valuation Report dated March 06, 2024 from Mr. Abhishek Chhajed, an Independent Registered Valuer having his office at B/1115 Sun West Bank, Opp. City Gold Cinema, Ashram Road, Ahmedabad-380009 and Registration No: IBBI/RV/03/2020/13674 and the copy of the same has been hosted on the website of the Company which can be accessed at www.ronihouseholds.com under Investors Info tab. As per the Valuation Report, the minimum price, in terms of Regulation 164(1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rs. 38.86 (Thirty Eight Rupees and Eighty Six Paise only).

However, the issue price for this Preferential Issue is kept at Rs. 41 per Equity Share including Security Premium of Rs. 31 per Equity Share which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations.

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

The allotment is proposed to be made for cash only.

E. The price or price band at/within which the allotment is proposed:

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price of Rs. 41.00 (Rupees Forty One only) per Equity Share including Security Premium of Rs. 31.00 (Rupees Thirty One only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

F. Amount which the company intends to raise by way of such Equity Shares:

Rs. 2,22,87,600/- (Rupees Two Crore Twenty Two Lakh Eighty Seven Thousand Six Hundred only).

G. The Objects of the issue through preferential offer:

The proceeds of the Preferential Issue will be utilized for prepayment of borrowings of the Company, meeting future funding requirements, working capital and other general corporate purposes of the Company.

H. The total number of securities to be issued:

The total number of Equity Shares proposed to be issued is 5,43,600 (Five Lakh Forty Three Thousand Six Hundred Only) Equity Shares of Rs. 10.00 each.

I. The intention of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer.

None of the Person falling under Promoters Group, Directors or Key Managerial Personnel intends to subscribe this offer.

J. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the:-

- a) Public - Non-Institutional – Individuals



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K. Shareholding Pattern of the Company before and after the Preferential Issue:

The Equity shares are proposed to be allotted to the Non-promoters. Details of shareholding of the Promoters and Non-promoters in the Company, prior to and after the proposed Preferential Issue, are as under:

Category of Shareholder	Pre Issue ⁽¹⁾		Post Issue ⁽²⁾	
	No. of Equity Shares	%	No. of Equity Shares	%
Promoter & Promoter Group				
1. Indian	3454216	66.39	3454216	60.11
Individuals/ Hindu Undivided Family	3454216	66.39	3454216	60.11
Bodies Corporate	-	-	-	-
Sub Total (A)(1)	3454216	66.39	3454216	60.11
2. Foreign	-	-	-	-
Sub Total (A)(2)	3454216	66.39	3454216	60.11
Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	3454216	66.39	3454216	60.11
Non-promoters' holding (Public shareholding)				
1. Institutions- Alternate Investment Funds	-	-	-	-
2. Foreign Portfolio Investors	-	-	-	-
3. NBFCs registered with RBI	-	-	-	-
Sub-Total (B) (1)	-	-	-	-
2. Central Government/State Government(s)/President of India	-	-	-	-
Sub-Total (B) (2)	-	-	-	-
3. Non-institutions				
a) Individuals -				
i. Individual shareholders holding nominal share capital up to Rs. 2 lakh.	517520	9.95	585920	10.20
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	1115110	21.43	1590310	27.67

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Category of Shareholder	Pre Issue ⁽¹⁾		Post Issue ⁽²⁾	
	No. of Equity Shares	%	No. of Equity Shares	%
Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-
b) Any Other (Specify)	116100	2.23	116100	2.02
i. Bodies Corporate	13500	0.26	13500	0.23
ii. Non Resident Indians (NRIs)	-	-	-	-
iii. Trusts	-	-	-	-
iv) HUF	102600	1.97	102600	1.79
v) Firm	-	-	-	-
Vi) LLP	-	-	-	-
Vii) Trusts	-	-	-	-
Sub-Total (B) (3)	1748730	33.61	2292330	39.89
Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	1748730	33.61	2292330	39.89
Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-
Sub Total (C)	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	5202946	100.00	5746546	100.00

Note:

- 1) The Pre Issue Shareholding Pattern is based on shareholding as on December 31, 2023.
- 2) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all Equity Shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.
- 3) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- 4) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.

L. The time within which the preferential issue shall be completed:

As required under SEBI ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of special resolution by the shareholders according consent for preferential issue or in the event of allotment of equity shares would require any other approvals or permissions from any regulatory authorities including stock exchange where the shares of the

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Company are listed or the Central Government, within 15 days from the date of receipt of last of such approvals or permissions as the case may be.

M. Details of Proposed Allottees and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.

Sr. No.	Name of Proposed Allottees	Current Status of the Allottee	Proposed Status of the Allottee	Ultimate Beneficial Owner	Post Issue Shareholding*	
					No. of Equity Shares	% of Post Issue Capital
1.	NINAD RAVINDRA CHAUDHARI	Public	Public	Self	36000.00	0.63
2.	MOHIT RAKESH LULLA	Public	Public	Self	12600.00	0.22
3.	SHILPA VISHAL CHANDAN	Public	Public	Self	5400.00	0.09
4.	ANKUR SHASHIKANT JAIN	Public	Public	Self	5400.00	0.09
5.	DEVAVRAT DUSHYANT RAVAL	Public	Public	Self	5400.00	0.09
6.	SANDEEP VIJAYKUMAR LULLA	Public	Public	Self	145800.00	2.54
7.	DEEPAK JAIPALDAS KAKANI	Public	Public	Self	84600.00	1.47
8.	RAJESHWAR DILIP SURYAVANSHI	Public	Public	Self	99000.00	1.72
9.	VARSHALI KISHOR MANDORA	Public	Public	Self	5400.00	0.09
10.	MITU SATISH MANDORA	Public	Public	Self	5400.00	0.09
11.	DEEVITA SANJAY CHAUDHARI	Public	Public	Self	12600.00	0.22
12.	KRISHA SAGAR LULLA	Public	Public	Self	16200.00	0.28
13.	AJAY AMARLAL PARDESHI	Public	Public	Self	59400.00	1.03
14.	LOKESH DINKAR SONAWANE	Public	Public	Self	50400.00	0.88

None of the Proposed Allottees have been allotted any securities of the Company during the financial year 2023-24.

N. Relevant Date:

The relevant date for the purpose of determination of minimum price of Equity Shares to be issued is fixed as Tuesday, February 27, 2024, being the date thirty day prior to the deemed date of passing of Special Resolution through Extra Ordinary General Meeting, in accordance with the SEBI ICDR Regulations.

O. Principle terms of assets charged as securities

Not Applicable

P. Valuation and justification for the allotment proposed to be made for consideration other than cash.

Not Applicable



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Q. Change in Control, if any, in the Company consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of equity shares.

R. Undertaking regarding re-computation of price:

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI ICDR Regulations, where it is required to do so, If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked- in till the time such amount is paid by the Proposed Allottees.

S. Certificate of Practicing Company Secretary:

The Company has obtain the Certificate from M/s. Mittal V Kothari & Associates, Practising Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate has been hosted on the website of the Company at www.ronihouseholds.com under Investors Tab.

T. Lock in Period:

The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI ICDR Regulations.

Further, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

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

The Company has not made any allotment on preferential basis during the current financial year 2023-24.

V. Listing:

The Company will make an application to Bombay Stock Exchange Limited at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

W. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter:

The Company, it's Promoters and its Directors have not been declared as wilful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI ICDR Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.



RONI HOUSEHOLDS LIMITED

CIN: L25207MH2017PLC300575

Registered Office: Plot No. F - 55, Addl. MIDC Area Ajanta Road, Jalgaon-425003

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The resolution and the terms stated therein and in the explanatory statement herein above shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the resolution set forth at Item no. 1 for approval of the members as a Special Resolution.

**By Order of the Board of Directors,
Roni Households Limited**

**Sd/-
Harish Manohar Sirwani
Managing Director
DIN: 07844075**

Place: Jalgaon, Maharashtra

Date: March 06, 2024



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NOTES FOR SHAREHOLDERS FOR EOGM

- 1) The Government of India, Ministry of Corporate Affairs has allowed conducting the General Meeting ("Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 prescribing the procedures and manner of conducting the Extra Ordinary General Meeting through VC/ OAVM. In terms of the said circulars, the Extra Ordinary General Meeting (EOGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the EOGM through VC/OAVM only.

The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 20 and available at the Company's website www.ronihouseholds.com. The deemed venue for the EOGM shall be the Registered Office of the Company.

- 2) A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the EOGM is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
- 3) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Extra-Ordinary General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EOGM is being held pursuant to the MCA Circular 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 Extra-Ordinary General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
- 4) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Extra-Ordinary General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to mittal.kothari25@gmail.com with copies marked to the Company at ronihouseholds@gmail.com or to National Securities Depository Limited (NSDL) at evoting@nsdl.com.
- 5) The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 6) Since the EOGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 7) In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020 read with Circular dated January 15, 2021, the Notice of EOGM along with other documents is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at www.ronihouseholds.com. The Notice can also be accessed from the website of the Stock Exchange i.e. Bombay Stock Exchange Limited at www.bseindia.com and the EOGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.
- 8) In case of joint holders attending the EOGM together, only holder whose name appearing first will be entitled to vote.



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9) Members seeking any information with regard to the accounts or any matter to be placed at the EOGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at ronihouseholds@gmail.com on or before Thursday, March 21, 2024 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EOGM.

10) Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;
In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories, the following instructions to be followed:

- a) 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 ronihouseholds@gmail.com
- b) 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 ronihouseholds@gmail.com
- c) Alternatively, member may send an e-mail request to evoting@nsdl.com. for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
- d) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants.
- e) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited to enable servicing of notices / documents electronically to their e-mail address.

11) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Bigshare Services Private Limited, (Company's Registrar and Transfer Agents) in case the shares are held by them in physical form.

12) Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. In respect of shares held in Electronic / Demat form, members may please contact their respective Depository Participants.

13) The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.

14) The 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to RTA.

15) The facility for joining the EOGM shall open at 11:15 A.M. i.e. fifteen minutes before the starting of the EOGM and shall not be closed till the expiry of fifteen minutes after the starting of the EOGM at 11:30 A.M.



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- 16) Members joining EOGM through VIDEO CONFERENCING shall be counted for the purpose of quorum.
- 17) Members joining EOGM through VIDEO CONFERENCING shall elect one of themselves to be the Chairman of the meeting (EOGM).
- 18) To prevent fraudulent transactions, members are advised to exercise due diligence and 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.
- 19) All the documents including registers of directors and KMP and their shareholding (Section 70), Register of contracts or arrangements (Section 189), Register of Members etc. are open for inspection during the business hours of the company on all working days except Saturdays, Sundays and public holidays at the Registered Office of the company before and on the date of the meeting as well. It may be further noted that the relevant extracts of the above mentioned registers as required by the member/s may be shared electronically i.e. scanned copy of the same on request received from the member in this regard through their registered email ids with the company.

20) PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE EOGM THROUGH VC/OAVM:

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the EOGM will be provided by NSDL.
- There being physical shareholders in the Company, the Register of members and share transfer books of the Company will be closed from Thursday, March 21, 2024 to Thursday, March 28, 2024 (both days inclusive) will be closed and same shall be re-opened from Friday, March 29, 2024 onwards. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Thursday, March 21, 2024 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EOGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EOGM and prior to the Thursday, March 21, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EOGM by following the procedure mentioned in this part.
- The remote e-voting will commence on 9:00 A.M. on Monday, March 25, 2024 and will end on 5:00 P.M. on Wednesday, March 27, 2024. During this period, the members of the Company holding shares as on the Cut-off date i.e. Thursday, March 21, 2024 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.



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- The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Thursday, March 21, 2024.
- The Company has appointed M/s. Mittal V Kothari & Associates, Practicing Company Secretaries, Ahmedabad, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EOGM, in a fair and transparent manner.

CORPORATE DETAILS:

Company	RONI HOUSEHOLDS LIMITED Address: Plot No. F - 55, Addl. MIDC Area, Ajanta Road, Jalgaon-425003, Maharashtra. Tel No. +91 7796542369 Email: ronihouseholds@gmail.com Web: www.ronihouseholds.com
Registrar and Transfer Agent	BIGSHARE SERVICE PRIVATE LIMITED S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai-400093. E-mail: info@bigshareonline.com Website: www.bigshareonline.com Tel no.: +91 2262638299
e-Voting Agency & VC / OAVM	Email: evoting@nsdl.com NSDL help desk 1800-222-990
Scrutinizer	Ms. Mittalben Vaikunthbhai Kothari, Proprietor of Mittal V Kothari & Associates (Membership No. A46731; CP No. 17202) Company Secretary in Practice Address: D-25, Kirtisagar Appartment, Nr. Omkareshwar Mandir, Satellite, Ahmedabad-380015 Email: mittal.kothari25@gmail.com ; M. No.: +91 91060 83170

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 resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ronihouseholds@gmail.com.
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 ronihouseholds@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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



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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.