

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:** info@ronihouseholds.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') (as amended from time to time) ('the rules'), Secretarial Standard-2 on General Meeting (the "SS-2"), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and other applicable laws and regulations and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Notice is hereby given that the resolutions appended to this notice is proposed to be passed by the members of Roni Households Limited ("the Company") as Ordinary Resolution as well as Special Resolutions by means of Postal Ballot/remote electronic voting (remote e-voting). Proposed resolution, along with explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) of the Companies Act, 2013 read with applicable regulations of SEBI (ICDR) Regulations, 2018, setting out the information and material facts, is appended herewith for your consideration.

In terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 General Circular No. 10/2021 dated June 23, 2021, and No. 20/2021 dated December 08, 2021 (collectively, referred to as the "MCA Circulars") (the "MCA Circulars") read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, issued by SEBI and in view of the continuing COVID-19 pandemic requiring social distancing, companies were advised to take all decisions requiring members' approval, other than items of ordinary businesses or businesses where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act, 2013 and rules made there under, without holding a general meeting that requires physical presence of members at a common venue.

The Members who have their email ids registered with the Company, shall avail remote e-voting facility. Further, the facility of physical voting option through Postal Ballot papers will be provided to the Members who have not registered their email ids considering the relaxations given in this regard. However, the Members have an option to cast their vote either by sending postal ballot form to the Scrutiniser or through remote e-voting facility provided.

The Board of Directors of the Company now proposes to obtain the consent of the shareholders by way of Postal Ballot for the matters as considered in the Resolutions appended below. Proposed resolutions, along with explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration.

Members who have not registered their email ids and who get the Physical Notice and Form:

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 5.00 P.M. on, Friday, March 11, 2022.

Members who have registered their email ids:

Members may note that, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, The Company has engaged the services of National Security Depository Limited (NSDL) to provide remote e-voting facility to the Members of the Company. Accordingly, the Company is providing e-voting facility for the Postal Ballot, which would enable the members who have registered their email ids, to cast their votes electronically.

An explanatory statement pursuant to Section 102 of the Companies Act and other applicable legal provisions, pertaining to the said resolution setting out the material facts and the reasons thereof, is also appended. The said resolution and explanatory statement are being sent to you for your consideration. Only members of the Company as on **Friday, February 04, 2022, (i.e., the cut-off date)** are entitled to vote, and any other person who is not a member of the Company shall treat this Notice for information purposes only.

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The remote e-voting facility is available at the link: <https://www.evoting.nsdl.com> from **Thursday, February 10, 2022 (09:00 A.M.) and will end on Friday, March 11, 2022 (05:00 P.M.)**. Please refer to the instructions for casting votes through remote e-voting given in this Notice and the manner in which e-voting has to be carried out. Only members entitled to vote are entitled to vote through the remote e-voting facility provided the Company through NSDL e-Voting system.

The board of directors of the company has appointed M/s. Daksha Negi & Associates, Practicing Company Secretary as Scrutinizer (hereinafter referred to as the "Scrutinizer") for conducting postal ballot/e-voting process in a fair and transparent manner.

The scrutinizer will submit the report to the Chairman or the Company Secretary of the Company after the completion of scrutiny of votes recorded through remote e-voting or Postal Ballot Forms. The results of voting by means of remote e-voting will be announced on or before Saturday, March 12, 2022 at the Registered Office of the Company and also by placing the same on the company's website -: www.ronihouseholds.com and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.

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

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

**Place: Jalgaon, Maharashtra
Date: February 7, 2022**

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SPECIAL BUSINESS ES

ITEM NO. 1:

TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE 5 OF THE MEMORANDUM OF ASSOCIATION:

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any of the Companies Act, 2013 (the ‘Act’) and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of Concerned Registrar of Companies, and such other approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from the present ₹ 4,50,00,000/- (Rupees Four Crores Fifty Lakhs Only) divided into 45,00,000 (Forty Five Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs Only) Equity Shares of ₹ 10/-(Rupees Ten Only) each and that existing Clause 5 (a) of the Memorandum of Association of the Company be replaced with following new Clause 5 (a):

“5. (a) The Authorised Share Capital of the Company is ₹ 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs Only) Equity Shares of ₹ 10/-(Rupees Ten Only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

ITEM NO. 2:

TO APPROVE ISSUE EQUITY SHARES ON RIGHTS BASIS TO THE EXISTING SHAREHOLDERS OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013, along with the rules made there under, each as amended (“Companies Act”) and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended, rules, regulations made there under and any other provisions of applicable law, and subject to other approvals, permissions and sanctions of the lenders of the Company, Securities and Exchange Board of India (“SEBI”), the stock exchange where the equity shares of the Company are listed, the Reserve Bank of India, the Ministry of Corporate Affairs, the Government of India and any other concerned statutory or regulatory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities, the approval of the Members of the Company be and is hereby accorded to offer, issue and allot equity shares of the face value of Rs. 10 each of the Company (the “Equity Shares”) by way of a rights issue to the existing shareholders of the Company on a record date (“Shareholders”), to be decided at a later date at such price, at a premium or discount to the market price, considering the prevailing market conditions and such other considerations that the Board may, in its absolute discretion, decide, such that the aggregate value (including premium) does not exceed Rs. 8 Crores (Upto Rupees Eight Crores) (“Rights Issue”) or such other sum as may be determined by the Board on such other terms and conditions as may be mentioned in the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, and/ or Application Forms to be issued by the Company in respect of the Rights Issue (collectively referred to as “Issue Documents”), proposed to be utilised for the purpose of Funding the working capital requirements of our Company and General Corporate Purpose, to list the Equity Shares allotted pursuant to the Rights Issue, on the Stock Exchange and on such other terms and conditions as may be mentioned in the Issue Documents, including granting of rights to the eligible Shareholders of the Company, to whom the offer is made to renounce the Equity Shares being offered in the Rights Issue, in favour of any other person(s), rights to the persons to whom

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the Equity Shares are being issued to apply for additional Equity Shares, and to decide, at its discretion, the proportion in which such additional Equity Shares shall be allotted.”

“RESOLVED FURTHER THAT all Equity Shares so offered, issued and allotted by way of the Rights Issue shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

“RESOLVED FURTHER THAT the Equity Shares, shall rank pari-passu in all respects with the then existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the Rights Issue the board of Directors of the company are hereby authorised to do the following, if necessary,

1. To appoint and enter into arrangements with registrar, ad-agency, banker(s) to the Rights Issue and all other intermediaries and advisors necessary for the Rights Issue, to enter into and execute all such arrangements, contracts/agreements, memorandum, documents, etc., in connection therewith;
2. To negotiate, authorize, approve and pay commission, fees, remuneration, expenses and / or any other charges to the applicable agencies / persons and to give them such directions or instructions as it may deem fit from time to time;
3. To approve and adopt any financial statements prepared for purposes of inclusion in the Issue Documents, pursuant to the requirements outlined by the SEBI ICDR Regulations or any other applicable law for time being in force, including intimating the approval and adoption of such financial statements to the Stock Exchanges, if required;
4. To negotiate, finalise, settle and execute the issue agreement, registrar agreement, banker to the issue agreement and any other agreement with an intermediary and all other necessary documents, deeds, agreements and instruments in relation to the Rights Issue, including but not limited to any amendments/ modifications thereto;
5. To take necessary actions and steps for obtaining relevant approvals from the Stock Exchanges, RBI, or such other authorities, whether regulatory or otherwise, as may be necessary in relation to the Rights Issue;
6. To finalise the Issue Documents and any other documents as may be required and to file the same with Stock Exchanges and other concerned authorities and issue the same to the Shareholders of the Company or any other person in terms of the Issue Documents or any other agreement entered into by the Company in the ordinary course of business;
7. To approve, finalize and issue in such newspapers as it may deem fit and proper all notices, including any advertisement(s)/ supplement(s)/ corrigenda required to be issued in terms of SEBI ICDR Regulations or other applicable SEBI guidelines and regulations or in compliance with any direction from SEBI and/or such other applicable authorities;
8. To decide in accordance with applicable law, the terms of the Rights Issue, the total number, issue price and other terms and conditions for issuance of the Equity Shares to be offered in the Rights Issue, and suitably vary the size of the Rights Issue, if required;
9. To fix the record date for the purpose of the Rights Issue for ascertaining the names of the eligible Shareholders who will be entitled to the Equity Shares, in consultation with the Stock Exchanges;
10. To decide the rights entitlement ratio in terms of number of Equity Shares which each existing Shareholder on the record date will be entitled to, in proportion to the Equity Shares held by the eligible Shareholder on such date;
11. To open bank accounts with any nationalised bank / private bank / scheduled bank for the purpose of receiving applications along with application monies and handling refunds in respect of the Rights Issue;

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12. To appoint the collecting bankers for the purpose of collection of application money for the Rights Issue at the mandatory collection centres at the various locations in India;
13. To Open Demat Suspense Account;
14. To Open Escrow Account;
15. To decide on the marketing strategy of the Rights Issue and the costs involved;
16. To decide in accordance with applicable law on the date and timing of opening and closing of the Rights Issue and to extend, vary or alter or withdraw the same as it may deem fit at its absolute discretion or as may be suggested or stipulated by SEBI, the Stock Exchanges or other authorities from time to time;
17. To issue and allot Equity Shares in consultation with the registrar, the designated Stock Exchange and the Stock Exchanges and to do all necessary acts, execution of documents, undertakings, etc. with National Securities Depository Limited and Central Depository Services (India) Limited, in connection with admitting the Equity Shares issued in the Rights Issue;
18. To sign the listing applications, print share certificates if required, issue ASBA instructions and share certificates.
19. To apply to regulatory authorities seeking their approval for allotment of any unsubscribed portion of the Rights Issue (in favour of the parties willing to subscribe to the same);
20. To decide, at its discretion, the proportion in which the allotment of additional Equity Shares shall be made in the Rights Issue;
21. To take such actions as may be required in connection with the creation of separate ISIN for the credit of rights entitlements in the Rights Issue;
22. To dispose of the unsubscribed portion of the Equity Shares in such manner as it may think most beneficial to the Company, including offering or placing such Equity Shares with promoter and / or promoter group / banks / financial institutions / investment institutions / mutual funds / foreign institutional investors / bodies corporate or such other persons as the Rights Issue Committee may in its absolute discretion deem fit;
23. To make necessary changes and to enter the names of the renounees, if they are not members of the Company in the register of members of the Company;
24. To decide the mode and manner of allotment of the Equity Shares if any not subscribed and left / remaining unsubscribed after allotment of the Equity Shares and additional Equity Shares applied by the Shareholders and renounees;
25. To finalise the basis of allotment of the Equity Shares in consultation with registrar and the designated Stock Exchange and Stock Exchanges, if necessary, including to decide the treatment of fractional entitlement, if any, in relation to the Equity Shares to be issued pursuant to the Rights Issue;
26. To settle any question, difficulty or doubt that may arise in connection with the Rights Issue including the issue and allotment of the Equity Shares as aforesaid and to do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question, difficulty or doubt and making the said Rights Issue and allotment of the Equity Shares; and
27. To take all such steps or actions and give all such directions as may be necessary or desirable in connection with the Rights Issue and also to settle any question, difficulty or doubt that may arise in connection with the Rights Issue including the issuance and allotment of Equity Shares as aforesaid and

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to do all such acts and deeds in connection therewith and incidental thereto, as the Rights Issue Committee may in its absolute discretion deem fit.”

“RESOLVED FURTHER THAT any of the Director of the company and the Chief Financial Officer of the company and/or Company Secretary be and are hereby severally authorised to generally do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient in connection with this resolution, including effecting any modifications or changes to the foregoing (including modification to the terms of the issue) making necessary filings with SEBI, the Stock Exchanges, Reserve Bank of India and any other regulatory authorities and execution of any documents or agreements on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors, without being required to seek any fresh approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution and to settle all questions, difficulties or doubts that may arise in regard to the Rights Issue and utilisation of the proceeds of the Rights Issue and take all other steps which may be incidental, consequential, relevant or ancillary, to give effect to this resolution.

“RESOLVED FURTHER THAT the Equity Shares to be allotted pursuant to the Rights Issue shall be listed on BSE Limited and any of the Director of the company be and are hereby severally authorized to sign necessary application forms and other documents/ papers and take such action as may be required in this regard.

“RESOLVED FURTHER THAT every Shareholder who is eligible to apply in the Rights Issue shall have a right to renounce their rights entitlement being offered, in favour of any other person(s). Every Shareholder, including renouncee(s) shall be entitled to apply for additional Equity Shares and the allotment of the additional Equity Shares shall be made in the proportion to be decided by the Board in consultation with Stock Exchanges.

“RESOLVED FURTHER THAT treatment of fractional entitlements will be finalized and disclosed in the offering documents.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.”

ITEM NO. 3:

CONVERSION OF NON-INTEREST BEARING UNSECURED LOAN OF DIRECTORS (PROMOTERS) INTO EQUITY SHARES OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of section 62(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable Rules made there under (‘Act’) and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (‘SEBI ICDR Regulation’), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and in accordance with other applicable policies, rules, regulation, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities Exchange Board of India (‘SEBI’), the Reserve Bank of India (‘RBI’), the Registrar of Companies (‘ROC’) and the BSE Limited where the shares of the Company are listed (‘Stock Exchange’) and subject to requisite approvals, consents, permission and / or sanctions from RBI, SEBI, Stock Exchange and any other appropriate authorities to the extent applicable and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permission, and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), and subject to any other

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alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, such number of Equity Shares by way of Right Issue upto Right Entitlement on a record date, to be decided at a later date to following Directors (Promoters) upon exercise of their right to convert following outstanding non-interest bearing unsecured loan at such price, at a premium or discount to the market price, considering the prevailing market conditions and such other considerations that the Board may, in its absolute discretion, decide, such that the aggregate value (including premium) may exceed their following Outstanding Loan amount and on such other terms and conditions as may be mentioned in the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, and/ or Application Forms to be issued by the Company in respect of the Rights Issue (collectively referred to as "Issue Documents")

Sr. No.	Name of Proposed Allottee	Category	Amount of Outstanding Unsecured Loan as on February 6, 2022*
1	Mr. Harish Manohar Sirwani	Director Promoter	Rs. 2,70,97,852.80
2	Ms. Nidhi Harish Sirwani	Director Promoter	Rs. 18,03,260

*As per certificate dated February 7, 2022 issued by C.K. Merchant & Co., Chartered Accountants bearing UDIN no. 22404096AAZRKJ4369

"RESOLVED FURTHER THAT subject to SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of conversion of above non-interest bearing unsecured loan of directors (promoters) into equity shares of the company on Right Issue Basis and balance amount if any deficit could be applied by above mentioned Directors and promoters upto their right entitlement as on the Record Date to be decided later on, as it may deem expedient."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

By order of the Board of Directors,
Roni Households Limited
Sd/-
Harish Manohar Sirwani
Managing Director
DIN: 07844075

Place: Jalgaon, Maharashtra

Date: February 7, 2022

Notes:

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard 2 on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolutions are appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating remote e-voting.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on **Friday, February 04, 2022**. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on **Friday, February 04, 2022**. Member who does not receive the postal ballot notice may send an email to info@ronihouseholds.com or may apply to NSDL at evoting@nsdl.co.in and obtain a copy of postal ballot notice. The copy of postal ballot notice may also be downloaded from website of Company at www.ronihouseholds.com and website of e-Voting Agency at www.evoting.nsd.com.

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4. The Company is sending the Notice electronically to all the members whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company's Registrar and Share Transfer Agent i.e., Bigshare Services Private Limited. Physical copy of the Notice and Postal Ballot Form are being sent to those members who have not registered their e-mail address with the Company or the Depository Participant(s) along with postage prepaid self-addressed Business Reply Envelope ('BRE'). Accordingly, the communication on Assent or Dissent of the Members will take place through remote e-voting system and physical mode by shareholders whose email-ids are not available with the company / Registrar / Depository Participant or upon receipt of specific request by a Member. The Shareholders are requested to note that in terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. In accordance with the MCA Circulars, to facilitate remote e-voting & receipt of notice in Electronic mode by shareholders who have not yet registered their email address with Company/ Depository Participant, the Company has made special arrangement with NSDL for registration of email addresses in terms of the General Circular No. 17/2020 issued by the Ministry of Corporate Affairs dated April 13, 2020. The process for registration of email addresses is as under:
 - (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 info@ronihouseholds.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 info@ronihouseholds.com.
 - (c) Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
6. Any query/grievance may please be addressed to Ms. Richie Kothari, Company Secretary with respect to the voting by remote electronic means at: Email id: info@ronihouseholds.com or to NSDL at evoting@nsdl.co.in.
7. The Portal for remote E-voting will remain open for the Members for exercising their remote e-voting during **Thursday, February 10, 2022 (09:00 A.M.) and will end on Friday, March 11, 2022 (05:00 P.M.). (Both days inclusive)**. During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on **Friday, February 04, 2022 ('cut-off date')**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. Please note that remote E-voting module shall be disabled for voting by NSDL after the last date and time.
8. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
9. The Scrutinizer's decision on the validity of the voting shall be final.
10. A copy of the Postal Ballot Notice is also available on the website of the Company viz. www.ronihouseholds.com and e-voting website viz. www.evoting.nsdl.com and at the corporate announcement section of the website of the BSE Limited on which the equity shares of the Company are currently listed.
11. The Board of Directors have appointed M/s. Daksha Negi & Associates, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the votes received through remote e-voting platform/Postal Ballot. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
12. The Resolution will be taken as passed effectively on **Friday, March 11, 2022** being last date for voting, if the result of the voting indicates that the requisite votes, as required for Ordinary/ Special Resolutions, had received assent to the Resolution. The result of the voting will be declared on or before **Sunday, March 13,**

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2022 at the Registered Office of the Company. The result of the voting will also be posted on the Company's website www.ronihouseholds.com; and communicated on the same day to stock exchange.

13. Resolution approved by the members through Postal Ballot/remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.

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Telephone: +91 7796542369; Website:www.ronihouseholds.com; Email:info@ronihouseholds.com**INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING**

The remote e-voting period begins on **Thursday, February 10, 2022 (09:00 A.M.)** and will end on **Friday, March 11, 2022 (05:00 P.M.)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date i.e. Friday, February 04, 2022** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, February 04, 2022**.

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

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

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 4. Existing users who have opted for Easi / Easiest, they can login through their 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 are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 5. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 6. If the user is not registered for Easi/Easiest, option to register is available

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	<p>at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>7. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is

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	12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

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General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dakshanegi@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL at evoting@nsdl.co.in

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

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

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EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings)

ITEM NO. 1:

TO APPROVE INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION: ORDINARY RESOLUTION

In order to broad base capital structure of the Company and to enable the Company to raise funds through Right Issue of Equity Shares, it is proposed to increase the authorised share capital of the Company from ₹ 4,50,00,000/- (Rupees Four Crores Fifty Lakhs Only) divided into 45,00,000 (Forty Five Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each), by way of creation of an additional 15,00,000 (Fifteen Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each, ranking paripassu in all respect with existing equity shares of the company, aggregating to ₹ 1,50,00,000/- (Rupees One Crore Fifty Lacs only).

As a consequence of increase of authorized share capital of the Company, the existing authorised share capital clause (Clause 5) in the Memorandum of Association of the Company is required to be altered accordingly.

The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association has been placed on the website of the Company - www.ronihouseholds.com for Members' Inspection.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Ordinary Resolution. None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

ITEM NO. 2

TO APPROVE ISSUE EQUITY SHARES ON RIGHTS BASIS TO THE EXISTING SHAREHOLDERS OF THE COMPANY: ORDINARY RESOLUTION

The Board of Directors of your Company, considering the growth and expansion plan of the Company, investment in future operations and for general corporate purpose and to enhance financial resources, including the working capital, explored various options to manage resources more efficiently and decided to raise additional funds aggregating up to Rs. 8 Crores by way of issuance of Securities on a Rights basis. This may also help the Company to improve its balance sheet and credit profile which in turn will improve the capability to obtain credit facilities at better terms and overall reduced cost and accordingly the Board at its meeting held on February 7,2022 approved the proposal of raising of capital aggregating up to Rs. 8 crores (Rupees Eight Crores) or its equivalent on right basis, which may be consummated in one or more tranches as may be decided by the Board of Directors of the Company from time to time.

The Board recommends the resolution hereof for approval of the shareholders as Ordinary Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

ITEM NO. 3

CONVERSION OF NON INTEREST BEARING UNSECURED LOAN OF DIRECTORS (PROMOTERS) INTO EQUITY SHARES OF THE COMPANY:- SPECIAL RESOLUTION

The Company had borrowed funds from Mr. Harish Sirwani (DIN-07844075), Managing Director and Promoter of the Company and from Mrs. Nidhi Sirwani, (DIN-07941219) Whole Time Director and Promoter of the Company and the same has been forming part of Unsecured Loan in the Company's books of accounts. They

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have now requested that their outstanding unsecured loan to the Company be converted into equity shares. Based on the said request, the Board has resolved to create, issue, offer and allot up to such number of Equity Shares to Mr. Harish Sirwani and Mrs. Nidhi Sirwani by way of conversion of unsecured loan directors (promoters) into equity shares of the company on Right Issue Basis and balance amount if any deficit could be applied by such Directors and promoters on a right issue basis upto their right entitlements as on the Record Date to be finalized later on. The Special Resolution as mentioned under Item No. 3 proposes to authorize the Board to issue and allot these Equity shares on preferential basis, in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations, 2018 and in compliance with Section 62(1)(a) and other applicable provisions of the Companies Act, 2013.

The following are the details of the unsecured loan sought to be converted into Equity Shares pursuant to this resolution:

Sr. No.	Name of the proposed Allottee	Amount of unsecured loan as on February 6, 2022 to be converted in to equity shares	Number of Equity Shares to be issued / allotted
1	Mr. Harish Manohar Sirwani	Upto Rs. 27097852.80	Upto their Right Entitlement under Proposed Right Issue of Company upto Rs. 8 Crores
2	Ms. Nidhi Harish Sirwani	Upto Rs. 1803260.00	

*As per certificate dated February 7, 2022 issued by C.K. Merchant & Co., Chartered Accountants bearing UDIN no. 22404096AAZRKJ4369

The Board recommends the resolution hereof for approval of the shareholders as Special Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

By order of the Board of Directors,
Roni Households Limited

Sd/-

Harish Manohar Sirwani
Managing Director
DIN: 07844075

Place: Jalgaon, Maharashtra
Date: February 7, 2022

RONI HOUSEHOLDS LIMITED**CIN:** L25207MH2017PLC300575**Registered Office:** Plot No. F - 55, Addl. Midc Area Ajanta Road, Jalgaon Jalgaon-425003**Telephone:** +91 7796542369; **Website:**www.ronihouseholds.com; **Email:**info@ronihouseholds.com**POSTAL BALLOT FORM****Sr. No.:****Folio No. :****No. of Share(s) held :****Joint Holder 1:****Joint Holder 2:**

I/we hereby exercise my/ our vote in respect of the resolution to be passed through Ballot for the businesses stated in the Notice of the Company Dated February 7, 2022, by sending my /our assent or dissent to the said resolutions:-

Item No.	Description	No. of Shares	Please mark the tick(✓) against assent or (X) dissent as the case may be in the box below	
			I/We assent to the Resolution(For)	I/We dissent to the resolution (Against)
1	Ordinary Resolution to Approve Increase in Authorised Share Capital of the Company and make consequent alteration in Clause 5 of the memorandum of association.			
2	Ordinary Resolution to approve issue equity shares on rights basis to the existing shareholders of the company.			
3	Special Resolution for conversion of non-interest bearing unsecured loan of directors (promoters) into equity shares of the company.			

Date:**Place:****Signature of the Member****ELECTRONIC VOTING PARTICULARS**

EVEN (E-voting Event Number)	USER ID	PAN/DEFAULT PAN / SEQUENCE NO

Note:

1. If the voting rights are exercised electronically, there is no need to use this form. Please read the instructions carefully printed overleaf before exercising the vote and return this form to the scrutinizer by using the enclosed postage pre-paid self-addressed envelope.
2. Last date for receipt of postal ballot form by Scrutinizer is Friday, March 11, 2022, up to 5.00 P.M. Please read the instructions printed overleaf carefully before completing this form.
3. The instructions for members for voting are mentioned in the Postal Ballot Notice dated February 7, 2022.

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INSTRUCTIONS

Member(s) can opt only one mode for voting i.e. either by Physical Ballot or remote e-voting. In case you are opting for e-voting, then do not vote by physical ballot also and vice-versa. However, in case member(s) cast their vote both by Physical Ballot & e-voting, then voting done through e-Voting shall prevail and voting done by Postal Ballot shall be treated as invalid.

1. A member desiring to exercise his vote by Postal Ballot may complete this postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope before 5.00 p.m. of Friday, March 11, 2022. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.

2. The self-addressed Business reply envelope is addressed to the Scrutinizer appointed by the Board of the Company.

3. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified in point (1) above.

4. The postal Ballot form must be completed and signed by the member as per the specimen signature registered with the company/Depository participant.

5. Incomplete/Unsigned and incorrect postal Ballot form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.

6. In case the shares are held by Body Corporate/ trust, the duly completed Postal Ballot form should be accompanied by a certified true copy of the Board Resolution/ authorization together with the attested specimen signature of the authorised signatories.

M/s. Daksha Negi & Associates, Practicing Company Secretary (CP No. 20353), has been appointed as the Scrutinizer to scrutinize the Postal Ballots/voting through electronic means. Members are requested to notify immediately any change in their address and E - Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company to Bigshare Services Private Limited, A-802, Samudra Complex, Near Girish Cold Drinks, off. C.G Road, Navranpura, Ahmedabad – 380 009.

Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office and on the website of the Company from Thursday, February 10, 2022 up to Friday, March 11, 2022 on all working days (except Saturday, Sundays & Public Holidays).

7. Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services.

Members holding shares in physical form are requested to intimate such changes to the Registrar and Share Transfer Agent of the Company to Bigshare Services Private Limited.

8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically.

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