

NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting of the Members of RISE Worldwide Limited will be held on **Friday, August 30, 2024**, at **4:00 p.m.** (IST) through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**"), to transact the following business:

Ordinary Business

- 1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
 - "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
- 2. To appoint Shri Jalaj Dani, who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**
 - "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Jalaj Dani (DIN: 00019080), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

Special Business:

3. To appoint Ms. Ritu Bhojak as a Director, liable to retire by rotation and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Ritu Bhojak (DIN: 10303611), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation;



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To re- appoint Shri Nikhil Bardia as Manager of the Company and, in this regard, 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 2(51), 2(53), 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to re-appointment of Shri Nikhil Barida as a Manager and whole-time Key Managerial Personnel of the Company for a period of 3 (three) years with effect from July 21, 2024 on the terms and conditions including remuneration, as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors ("the Board") to alter and vary the terms and conditions of the said re-appointment and/ or remuneration, as they may deem fit subject to the same being within limits specified under Section 197 of the Act read with Schedule V of the Act or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Sugandha Goyal Company Secretary

Date: August 08, 2024 Place: Navi Mumbai



Notes:

- 1. The Ministry of Corporate Affairs ("MCA") has, vide its circular dated September 25, 2023 read together with circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM"/"Meeting") through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. Detailed instructions to attend, participate and vote at the meeting through VC is attached as Annexure 1.
- 2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto.
- 3. Generally, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf on poll at the meeting and a proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and attendance slip are not annexed hereto.
- 4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 5. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Depository Participants / Depositories. Members may note that the Notice for the financial year 2023-24 will also be available on the Company's website: www.riseworldwide.in.
- 6. Corporate Members intending to authorize their representative(s) to attend the AGM are requested to send to the Company vide an email at the designated email address provided in **Annexure 1**, a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting before the commencement of the Meeting.
- 7. Members / Representative(s) attending the Meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
- 8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.



9. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically, for inspection by the Members during the AGM.

Members seeking to inspect through e-mode is required to notify the Company Secretary on or before August 30, 2024 through email at sugandha.goyal@ril.com.

Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before August 26, 2024, by sending an e-mail on sugandha.goyal@ril.com. The same will be replied by the Company suitably.

10. In terms of the provisions of Section 152 of the Act, Shri Jalaj Dani, (DIN: 00019080), Director of the Company, retires by rotation at the Meeting.

The Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.

Shri Jalaj Dani is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his appointment. The relatives of Shri Jalaj Dani may be deemed to be interested in the Ordinary Resolution set out at Item No. 2 of the Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the Directors of the Company / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 and 2 of the Notice.

Details of Shri Jalaj Dani, as required to be provided pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Particulars	Shri Jalaj Dani
Age	54 years
Qualification	Shri Jalaj Dani is a Chemical Engineer at the University of Wisconsin-Madison, USA and pursued Advanced Management Program at INSEAD, Fontainebleau, Paris
	Shri Jalaj Dani, a distinguished co-promoter of
in specific functional area)/ Brief	Asian Paints, boasts over two decades of
Resume	leadership excellence within the organization.



Terms and Conditions of Re-	His strategic insights and innovative approach have significantly shaped the company's trajectory. In addition to his pivotal role at Asian Paints. He serves as an Independent Director on the Board of Havells India Limited, contributing to the company's strategic governance. He also leads as Chairman of Addverb Technologies, India's premier robotics company, and EndureAir Systems, a cutting-edge drone technology enterprise. He is actively involved in Confederation of Indian Industry (CII), Young Presidents Organisation (YPO), Federation of Indian Chambers of Commerce and Industry (FICCI) and other Business councils in various capacities. He also serves on the Next Generation of Leaders Board (NGLB) in Indian School of Business (ISB), Hyderabad. His educational background and extensive experience equip him with a unique perspective and the expertise to drive impactful change. As per the resolution at Item No. 2 of the Notice
appointment	convening this Meeting read with the statement pursuant to Section 102(1) of the Act thereto. Further, in terms of Section 152(6) of the Companies Act, 2013, Shri Jalaj Dani, is liable to retire by rotation.
Remuneration (including sitting fees, if any) last drawn (FY 23-24)	Rs.40,000 (Sitting Fees for attending the Board, Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee meetings during the Financial Year 2023-24)
Remuneration Proposed to be paid	Sitting Fees as approved to be paid for attending Board and its Committee meetings
Date of first appointment on the Board	Shri Jalaj Dani was appointed as a Non- executive Director of the Company with effect from December 5, 2018
Shareholding in the Company (including shareholding as beneficial owner) as on March 31, 2024	Nil



· ·	Shri Jalaj Dani is not relate / Key Managerial Personno		
Number of meetings of the Board attended during the financial year 2023-24	4 out of 4 meetings held		
Directorships of other Boards as	Cronus Merchandise LLP		
on March 31, 2024	Havells India Limited		
	Housing Development Limited	Finance Corporation	
	Gujarat Organics Limited		
	Haish Holding And Tradi Limited	ng Company Private	
,	Hitech Specialities Solutio	ns Limited	
	Fourth Frontier Technolog		
	S C Dani Research Found		
	Paints And Coatings Skill Council		
	Addverb Technologies Private Limited		
	Pratham Education Foundation		
	Piramal Foundation For Education Leadership		
	Reliance Foundation Institution of Education		
	And Research		
	Piramal Foundation		
	Reliance Foundation		
	Sportscom Industry Confederation		
,	Resins And Plastics Limited		
	Greenlam Industries Limited H T Parekh Foundation		
		vic Transformation	
	Foundation	vic Transformation	
	Vijayi Bharat Foundation		
		a Limited	
Mambarahin/Chairmanahin at (Endureair Systems Private Limited		
2024			
Name of the Company	Name of the Committee	Member / Chairman	
RISE Worldwide Limited	Audit Committee	Chairman	
	Nomination and	Member	
	Remuneration	×	
	Committee (NRC)		
	Corporate Social	Chairman	
	Responsibility		
	Committee (CSR)		



Housing Development Finance Corporation Limited	Audit & Governance Committee	Chairman
	Stakeholders Relationship Committee	Chairman
	Corporate Social Responsibility Committee	Member
	Directors Committee	Member
	IT Strategy Committee	Member
	Nomination and Remuneration Committee	Member
	Wilful Defaulter Review Committee	Member
Havells India Limited	Stakeholders Relationship/ Grievance Redressal Committee	Member
Pratham Education Foundation	Audit Committee	Member
	Corporate Social Responsibility Committee	Member
	Strategic Partnership Sub Committee	Chairman
IIM Tiruchirapalli	Nomination and Remuneration Committee	Chairman
Fit India Movement	Advisory Committee	Member
Havells India Movement	Corporate Social Responsibility Committee	Chairman
	Enterprises Risk Committee	Chairman

By Order of the Board of Directors

Sugandha Goyal Company Secretary

Date: August 08, 2024 Place: Navi Mumbai



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 3: To appoint Ms. Ritu Bhojak as a Director of the Company

The Board of Directors of the Company ("Board"), based on the recommendation of Nomination and Remuneration Committee ("NRC") and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, has approved the appointment of Ms. Ritu Bhojak (DIN: 10303611) as an Additional Director of the Company with effect from October 05, 2023. Pursuant to the provisions of Section 161(1) of the Act, Ms. Ritu Bhojak hold office up to the date of this Meeting.

The Company has received a notice under Section 160 of the Act from a Member proposing the candidature of Ms. Ritu Bhojak for the office of Director of the Company.

Ms. Ritu Bhojak is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Details of Ms. Ritu Bhojak as required to be provided pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Particulars	Ms. Ritu Bhojak	
Age	43 years	
Qualification	Ms. Ritu Bhojak is a Company Secretary from the Institute of Company Secretaries of India (ICSI), B.Com (Hons.) graduate and Master of Business Law	
Experience (including expertise in specific functional area)/ Brief Resume	Ms. Ritu Bhojak has a vast organizational experience of around 20 (Twenty) years in Corporate Compliance and Governance function in listed entities as a highly efficient and competent Company Secretary. She has served in various capacities, at the time of her association with the reputed companies namely Reliance BP Mobility Limited (Jio BP), SREI Equipment Finance Limited, SREI Infrastructure Finance Limited, Magma Fincorp Limited, South Asian Petrochem Limited.	



	The key highlights of Ms. Ritu Bhojak's professional stint in the aforementioned companies are handling and attending company Shareholders'/Board of Directors' meetings and its compliances thereof, drafting and execution of Agreements, compliances with Companies Act, Listing Regulations, Insider Trading Regulations, Takeover Regulations and other applicable SEBI and RBI regulations pertaining to Non-Banking Financial Companies, formulation and monitoring of corporate governance practices and its implementation, experience in managing the fundraise activities, hands-on experience in rigorous due diligence, MIS and Gap identification, to name a few.
Terms and Conditions of Appointment	As per the resolution at Item No.3 of the Notice convening this meeting read with explanatory statement thereto, Ms. Ritu Bhojak is proposed to be appointed as a Director of the Company liable to retire by rotation
Remuneration (including sitting fees, if any) last drawn (FY 2023-24)	Rs. 20,000/- (Sitting Fees for attending the Board meetings)
Remuneration Proposed to be paid	She shall be paid remuneration by way of Sitting Fees for attending meetings of the Board or for any other purpose whatsoever as may be decided by the Board.
Date of first appointment on the Board	Ms. Ritu Bhojak was appointed as an Additional Director of the Company with effect from October 05, 2023
Shareholding in the Company as on March 31, 2024	Nil
Relationship with other Directors/Key Managerial Personnel	Ms. Ritu Bhojak is not related to any other Director / Key Managerial Personnel of the Company
Number of meetings of the Board attended during the financial year 2023-24	2 Meetings
Directorships of other Boards as on March 31, 2024	 Reliance New Energy Hydrogen Electrolysis Limited Reliance New Energy Storage Limited Reliance Petro Marketing Limited Indiawin Sports Private Limited Sanmina-SCI India Private Limited

A RELIANCE INITIATIVE FOR SPORTS AND ENTERTAINMENT



	 Sanmina-SCI Technology India Private Limited Model Economic Township Limited 	
Membership/Chairmanship of Committees of other		
Boards as on March 31, 2024	Corporate Social Responsibility Committee - Member	

Ms. Ritu Bhojak does not hold any share of the Company in her name.

Ms. Ritu Bhojak is interested in the resolution set out at Item No. 3 of the Notice with regard to her appointment as Director of the Company.

Save and except the above, none of the other Directors of the Company / their relatives /relatives of Ms. Ritu Bhojak are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4: To re-appoint Shri Nikhil Bardia as the Manager of the Company

In accordance with the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 ("the Act") read with Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the members of the Company, the Board of Directors of the Company had approved re-appointment of Shri Nikhil Bardia as the Manager of the Company for a period of 3 years with effect from July 21, 2024 on such terms as detailed below:

- (1) Remuneration not exceeding Rs. 3 crore per annum subject to such compliances as specified under schedule V of the Companies Act, 2013 ("the Act) or any statutory Modification(s) thereto or re-enactment thereof.
- (2) The Manager would perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board of Directors of the Company from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Manager would be under the overall authority of the Board of Directors of the Company.
- (3) The Manager shall act in accordance with the provisions of the Articles of Association of the Company.



- (4) The office of the Manager may be terminated by the Company or by him by giving to the other, 3 (three) months prior notice in writing, unless mutually agreed otherwise.
- (5) The terms and conditions set out herein for re- appointment and payment of remuneration within the permissible limits and conditions as specified, may be altered and varied by the Board of Directors as it may, from time to time, deem fit.

It is proposed to seek members' approval for the re- appointment of and remuneration payable to Shri Nikhil Bardia as Manager of the Company in terms of the applicable provisions of the Act.

Shri Nikhil Bardia fulfils the eligibility criteria set out in Section 196(3) and in Part I of Schedule V to the Act.

The following information about the Company and Shri Nikhil Bardia are given below in terms of Section II, Part II of Schedule V to the Act:

	OFNEDAL INCODMATION		
	I. GENERAL INFORMATION		
(1)	Nature of Industry	Sports & Sponsorship consulting, Fashion and Sustainability platform building, Athelete	
		talent Management, Licensing, Broadcast	
	**	Production, Lifestyle and Entertainment with	
		owned or managed.	
(2)	Date or expected date of	Not Applicable	
	commencement of commercial production		
(3)	In case of new companies, expected	Not Applicable	
	date of commencement of activities		
	as per project approved by financial		
	institutions appearing in the		
	prospectus		
(4)	Financial Performance based on	Financial year ended March 31, 2024	
	given indicators	Total Rs. 166.59 crore	
		Income	
		Profit Rs. 24.11 crore	
		after tax	
		EPS Basic – Rs. 2.28	
		Diluted – Rs. 2.28	
(5)	Foreign investments or	Not applicable	
	collaborations, if any		



II.	INFORMATION ABOUT THE APPO	INTEE:
(1)	Background details	Shri Nikhil Bardia has over 15 years of experience in sports business having served in key roles across sports leagues, franchises and agencies. Shri Nikhil Bardia is associated with the Company as an Assistant Vice Present since 2016.
(2)	Past Remuneration	Rs. 1.50 Crore (Rupees One Crore Fifty Lakhs only)
(3)	Recognition or awards	None
.(4)	Job Profile and his suitability	In the Company, his primary responsibility is to generate revenues for all business assets of the group by creating and executing an effective commercial strategy which generates maximum value for all stakeholders. He is focussed on working with Indian and global rights holders to maximise the commercial opportunities and assist in building the brand in the respective market in the sports and lifestyle ecosystem. Leading the talent management business with a focus on managing the athletes, building their brand and effectively monetising the same.
(5)	Remuneration proposed	Remuneration not exceeding Rs. 3 crore per annum subject to such compliances as specified under schedule V of the Companies Act, 2013 ("the Act) or any statutory Modification(s) thereto or reenactment thereof
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	
(7)	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Nil
III.	OTHER INFORMATION:	
(1)	Reasons for loss or inadequate profits	The Company had invested in promoting sports leagues in the country in the field of football and basketball apart from production



		business which lead to losses initially but Company is now focussing on growing sports talent/ sponsorship and production business.
(2)	Steps taken or proposed to be taken	NA
	for improvement	
(3)	Expected increase in productivity	NA
	and profits in measurable terms	

Shri Nikhil Bardia and his relatives may be deemed to be interested in item no. 4 of the notice as it is pertaining to the approval of his appointment including remuneration.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 4 of the Notice.

The Board commends the special resolution set out at Item No. 4 of the Notice for approval by the Members.

By Order of the Board of Directors

Sugandha Goyal Company Secretary

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Date: August 08, 2024 Place: Navi Mumbai



Annexure 1

Members are requested to note the following in accordance with the MCA circulars:

1. The Annual General Meeting ("Meeting") through video-conference would be conducted through "Microsoft Teams" which enables two-way audio and video conference. Members are requested to join the Meeting using the following link:

Join the meeting now

Alternatively the Members may join the meeting by entering meeting id 462 133 514 478 and the password **efahk6**.

Detailed instructions on installing Microsoft Teams is attached as **Annexure 2**.

- 2. The link to join the Meeting shall be active from 03:45 PM onwards on the day of the Meeting.
- 3. E-mail address of the Company Secretary of the Company, Ms. Sugandha Goyal i.e. Sugandha.goyal@ril.com is designated for correspondences / voting and all other purposes related to the Meeting.
- 4. In the event of demand for poll at the Meeting, Members shall send their votes by email from their email address which is registered with the Company/Depository Participant(s) and shall only be sent to the designated email address mentioned in point no. 3 above.
- 5. For any assistance before or during the Meeting, members may contact Ms. Sugandha Goyal at +918005562923.



Annexure 2

- 1. Members would have received an email from the Company to participate in the Meeting through Video Conference (VC) on your email address registered with the Company.
- 2. The facility of joining the Meeting through VC shall open 15 minutes before the time scheduled for the meeting and shall be kept open throughout the proceedings of the Meeting.
- 3. In case you already have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, click on meeting link. You will connect to the meeting by entering the password (5 digits alphanumerical case sensitive). Alternatively, you may open Microsoft Teams, click on "Join a Meeting" option on Microsoft Teams. Mention meeting code (10 digit numerical number) and meeting password (5 digit alphanumerical case sensitive)
- 4. In case you do not have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

Option 1

For installing Microsoft Teams App on your iPad / apple devices / iPad / Android devices:

Click on meeting link from the email invitation/calendar events

System will prompt you to download Microsoft Teams App from respective App store / Play store

Download and Install Microsoft Teams. You may signup using your Indian Mobile number for OTP based login or Email address & then sign in. Signup is optional. You may also join

Once installed, click on invitation once again on meeting link from the email invitation/calendar events you will be prompted to start Microsoft Teams App.

the Meeting without login.

State your name & mention meeting code (10-digit numerical number) & meeting password (5 digits alphanumerical – case sensitive)

Click on "Join meeting" option

You will join the Meeting. Make sure you start your camera, and the microphone may be kept on "Mute" when not speaking.



Option 2

For participating through Windows / Apple powered Laptops / Computer devices:

Open the https://www.microsoft.com/en-in/microsoft-teams/free using Google Chrome browser

Simply click on "Join A Meeting" option by scrolling down.

A new Browser window would open. Mention meeting code (10 digits numerical number) & meeting password (5 digits alphanumerical – case sensitive)

You will enter the Meeting. Make sure you permit to start your camera, and the microphone may be kept on "Mute" when not speaking.