



NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of the Members of RISE Worldwide Limited will be held on Thursday, July 07, 2022, 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, 2022 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, 2022 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, is hereby appointed as a Director of the Company.”

3. To appoint Auditor and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolutions**:

(a) “**RESOLVED THAT** pursuant to the provisions of Sections 139(8), 141, 142 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the appointment of Chaturvedi & Shah LLP, Chartered Accountants (Registration No. 101720W/W100355), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of S R B C & Co. LLP, Chartered Accountants (Registration No: 324982E/E300003), to hold office from April 13, 2022 until the conclusion of this Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company, be and is hereby approved”.

A RELIANCE INITIATIVE FOR SPORTS AND ENTERTAINMENT

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(b) “**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Chaturvedi & Shah LLP, Chartered Accountants (Registration No. 101720W/W100355), be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 20th (twentieth) Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.”

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read "Mariyappan M B", with a horizontal line underneath.

Mariyappan M B
Company Secretary

Place: Mumbai
Date: June 15, 2022

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Notes:

1. The Ministry of Corporate Affairs (“**MCA**”) has, vide its circular dated May 05, 2022 read together with circulars dated April 08, 2020, May 05, 2020, January 13, 2021 and December 14, 2021 (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 and notice to all the Members is being given only through e-mails registered with the Company. 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. 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.
3. Since the Meeting will be held through VC/OAVM the route map of the venue of the AGM is not annexed hereto.
4. Corporate members intending to authorize their representative(s) to attend the Meeting 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.
5. Members / Representative(s) attending the Meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
6. 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 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 Meeting. Members seeking to inspect through e-mode is required to notify the authorized representative of the Company on or before July 07, 2022 through email at mariyappan.mb@ril.com.
7. 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.

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

The Nomination and Remuneration Committee and Board of Directors of the Company commends 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. Save and except the above, none of the Directors of the Company / Key Managerial Personnel of the Company / their relatives/ relatives of Shri Jalaj Dani 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	52 years
Qualification	Chemical Engineering at the University of Wisconsin-Madison USA
Experience	Shri.Jalaj Dani is a seasoned professional serving as the Director of Reliance Foundation (RF) and Chairman and Board Member of Addverb Technologies Limited. He serves as the Chairperson of IIM Trichy for strategic guidance. He also serves as an Independent Director on the Boards of HDFC and Havells. He is also a Member/President on various Government bodies. He brings with himself over 2 decades of rich experience at Asian Paints in various capacities. He also Led Asian Paints' International Business and was the chief architect of its blistering expansion in international markets through organic and inorganic growth.
Terms and Conditions of Appointment/ Re-appointment	As per the resolution passed by the shareholders at the Annual General Meeting held on August 14, 2019, Shri Jalaj Dani was appointed as a Non-executive Director of the Company liable to retire by rotation
Remuneration last drawn	Rs.40,000 (Sitting Fees for attending the Board,

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	Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee meetings during the Financial Year 2021-22)	
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	December 5, 2018	
Shareholding in the Company	Nil	
Relationship with other Directors/Key Managerial Personnel	Nil	
Number of meetings of the Board attended during the financial year (2021-22)	4	
Directorships of other Boards as on March 31, 2022	1. Cronus Merchandise LLP	
	2. Havells India Limited	
	3. Housing Development Finance Corporation Limited	
	4. Gujarat Organics Limited	
	5. Haish Holding And Trading Company Private Limited	
	6. Hitech Specialities Solutions Limited	
	7. Fourth Frontier Technologies Private Limited	
	8. S C Dani Research Foundation Private Limited	
	9. Paints And Coatings Skill Council	
	10. Addverb Technologies Private Limited	
	11. Pratham Education Foundation	
	12. Piramal Foundation For Education Leadership	
	13. Reliance Foundation Institution of Education And Research	
	14. Piramal Foundation	
	15. Reliance Foundation	
	16. Sportscom Industry Confederation	
Membership/Chairmanship of Committees of other Boards as on March 31, 2022		
Name of the Company	Name of the Committee	Member / Chairman
RISE Worldwide Limited	Audit Committee	Chairman

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	Nomination and Remuneration Committee (NRC)	Member
	Corporate Social Responsibility Committee (CSR)	Chairman
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

9. The Board of Directors at its meeting held on April 12, 2022 has appointed Chaturvedi & Shah LLP, Chartered Accountants as the Statutory Auditor of the Company effective from April 13, 2022 to fill the casual vacancy caused by the resignation of S R B C & Co LLP, Chartered Accountants and recommended the

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same to the Members for their approval. Chaturvedi & Shah LLP shall hold office till the conclusion of this Meeting at such remuneration as shall be fixed by the Board of Directors of the Company.

Keeping in view, the requirements set out in the Act, the Board of Directors of the Company has also recommended the appointment of Chaturvedi & Shah LLP, Chartered Accountants as Statutory Auditor of the Company for a first term of 5 (five) consecutive years from the conclusion of this Meeting till the conclusion of twentieth AGM at such remuneration as shall be fixed by the Board of Directors of the Company.

Chaturvedi & Shah LLP, Chartered Accountants have consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Statutory Auditor in terms of the provisions of Sections 139(1), 141(2) and 141(3) of the Act and the Companies (Audit and Auditors) Rules, 2014.

The Board commends the Ordinary Resolutions set out at Item No. 3 of the Notice for approval by the Members. None of the Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 3 of the Notice that relates to appointment of Statutory Auditor of the Company.

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read "Mariyappan M B", with a horizontal line underneath.

Mariyappan M B
Company Secretary

Place: Mumbai
Date: June 15, 2022

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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:

[Click here to join the meeting](#)

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

2. The link to join the Meeting shall be active from 3:45 PM onwards on the day of the Meeting.
3. E-mail address of the Authorised Representative of the Company, Shri. Mariyappan M B i.e. mariyappan.mb@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 Shri. Mariyappan M B at +91 9967470055.

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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/Depository Participant(s).
2. In case you already have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, click on “Join Microsoft Teams Meeting” option from the email. You will connect to the Meeting.
3. 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 participating through **Windows / Apple powered Laptops / Computer devices**:

Open the email invitation using Google Chrome browser



Simply click on “**Join Microsoft Teams Meeting**” option from the email invitation / your calendar events.



A new Browser window would open. Select “**Join on the web instead**”. Once you reach to the “**Enter Name**” prompt, enter your name and click “**Join as a Guest**”



You will enter the Meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.

Option 2

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

Click on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events



System will prompt you to download Microsoft Teams



Download and Install Microsoft Teams. Please do not try to login.

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Once installed, click on invitation once again on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events.

You will be prompted to Microsoft Teams application



Click on “**Join as a Guest**” option



Type your Name and once again click on “**Join as a Guest**”



You will enter the Meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.

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