



RADHIKA OPTO ELECTRONICS LIMITED.

(Formerly known as Radhika Opto Electronics Pvt. Ltd.)

CIN No. : U31200MH1984PLC033812

Registered Office : 223, Adhyaru Industrial Estate, Sunmill Compound, Lower Parel, Mumbai - 400 013.

☎ : (022) 69369910 / Email : info@radhikaled.com / Website : www.radhikaled.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 40TH ANNUAL GENERAL MEETING OF THE MEMBERS OF RADHIKA OPTO ELECTRONICS LIMITED (THE "COMPANY") WILL BE HELD ON MONDAY, 11TH NOVEMBER, 2024 AT 4.00 P.M AT THE CLUB MUMBAI, 197, KASHIBAI MAHADEV MARG, SHAKTI NAGAR, SHANTI NAGAR, D.N. NAGAR, ANDHERI (WEST), MUMBAI-400053.

TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Including Standalone and Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a Dividend at the rate of 0.0001% (Zero point zero zero zero one percent) per annum (the Series A Compulsory Convertible Preference Share (CCPS) Dividend) of face value of Rs. 10/- each for the year ended 31st March, 2024.
3. To appoint a Director in place of Mr. Amit Sureshkumar Khandelwal (DIN- 00143692), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. Approval for Waiver of excess managerial remuneration paid to Mr. Amit Sureshkumar Khandelwal, Managing Director (DIN : 00143692) during the financial year 2023-24.

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

"RESOLVED THAT in accordance with the provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and 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), and pursuant to the approval of the Board of Directors (hereinafter referred to as "the Board") of the Company on the recommendation of Nomination & Remuneration Committee

and consent of the Members be and is hereby accorded to ratify and approve the excess recovery of remuneration amounting to Rs. 48,75,503 (Rupees Forty Eight Lacs Seventy Five Thousand Five Hundred and Three), paid to Mr. Amit Sureshkumar Khandelwal, Managing Director (DIN- 00143692) for the financial year 2023-2024 which turned out to be in excess of the limits prescribed under the Section 197 read with Schedule V of the Act, in view of the audited financial results recorded by the Company for the Financial year 2023-24.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

5. **Approval for Waiver of excess managerial remuneration paid to Mr. Sureshkumar Ramniwas Khandelwal, Whole Time Director (DIN : 00143796) during the financial year 2023-24.**

“RESOLVED THAT in accordance with the provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and 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), and pursuant to the approval of the Board of Directors (hereinafter referred to as “the Board”) of the Company on the recommendation of Nomination & Remuneration Committee and consent of the Members be and is hereby accorded to ratify and approve the excess recovery of remuneration amounting to Rs. 35,45,821 (Rupees Thirty Five Lacs Forty Five Thousand Eight Hundred Twenty One), paid to Mr. Sureshkumar Ramniwas Khandelwal, Whole Time Director (DIN- 00143796) for the financial year 2023-2024 which turned out to be in excess of the limits prescribed under the Section 197 read with Schedule V of the Act, in view of the audited financial results recorded by the Company for the Financial year 2023-24.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

By order of the Board of Directors
Radhika Opto Electronics Limited



Sureshkumar Ramniwas Khandelwal
WTD AND CHAIRMAN
DIN: 00143796



Date: 26th September, 2024
Place: Mumbai

Registered Office:
223, Adhyaru Industrial Estate,
Sun Mill Compound, Lower Parel,
Delisle Road, Mumbai – 400013.

Notes:

1. A Member entitled to vote is entitled to appoint a proxy to attend and vote instead of him / her and a proxy need not be a Member of the Company.
2. Proxies, in order to be valid shall be lodged, duly executed with the Company at its Registered Office at least forty-eight hours before the commencement of the Meeting.
3. Members are requested to promptly notify any change in their postal address/ E-mail address to the Registered Office of the Company.
4. Members/Proxies should bring the attendance slip duly filled in and signed for attending the Meeting.
5. Necessary documents shall be available for inspection at any time during the working hours from Monday to Friday at the Registered Office of the Company.
6. The dividend, if approved by the members at this Annual General Meeting will be paid to those shareholders whose names stand as beneficial owners as at the end of business hours on Friday, 9th August, 2024 (“Record Date”) as per list to be furnished by Central Depository Services (India) Limited (CDSL) in respect of shares held in electronic. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants (DPs) only.
7. Route map for the venue of the AGM is to be enclosed to this Notice.

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

ITEM NO. 4

Approval for Waiver of excess managerial remuneration paid to Mr. Amit Sureshkumar Khandelwal, Managing Director (DIN : 00143692) during the financial year 2023-24.

The total managerial remuneration payable by a public company, to its Directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent. of the net profits of that company for that financial year computed in the manner laid down in section 198 of the Companies Act, 2013.

The remuneration payable to any one managing director or whole-time director or manager shall not exceed five per cent. of the net profits of the company. and if there is more than one such director remuneration shall not exceed ten per cent. of the net profits to all such Directors and manager taken together.

The remuneration of Mr. Amit Sureshkumar Khandelwal, Managing Director (DIN : 00143692) may exceed the limit of the net profits of the Company under Section 198 of the Companies Act, 2013, during the financial year 2023-24. Accordingly, approval of members of the Company is being sought in terms of Section 197 of the Companies Act, 2013 for payment of remuneration to Directors.

All Directors and their relatives except Ms. Mitali Chitre, Director (DIN: 09040978) may be considered as interested in this resolution.

Except the aforesaid, none of the Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned Resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the Special Resolution set forth in Item No. 4 for approval of the Members.

ITEM NO. 5

Approval for Waiver of excess managerial remuneration paid to Mr. Sureshkumar Ramniwas Khandelwal, Whole Time Director (DIN : 00143796) during the financial year 2023-24.

The total managerial remuneration payable by a public company, to its Directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent. of the net profits of that company for that financial year computed in the manner laid down in section 198 of the Companies Act, 2013.

The remuneration payable to any one managing director or whole-time director or manager shall not exceed five per cent. of the net profits of the company. and if there is more than one

such director remuneration shall not exceed ten per cent. of the net profits to all such Directors and manager taken together.

The remuneration of Mr. Sureshkumar Ramniwas Khandelwal, Whole Time Director (DIN : 00143796) may exceed the limit of the net profits of the Company under Section 198 of the Companies Act, 2013, during the financial year 2023-24. Accordingly, approval of members of the Company is being sought in terms of Section 197 of the Companies Act, 2013 for payment of remuneration to Directors.

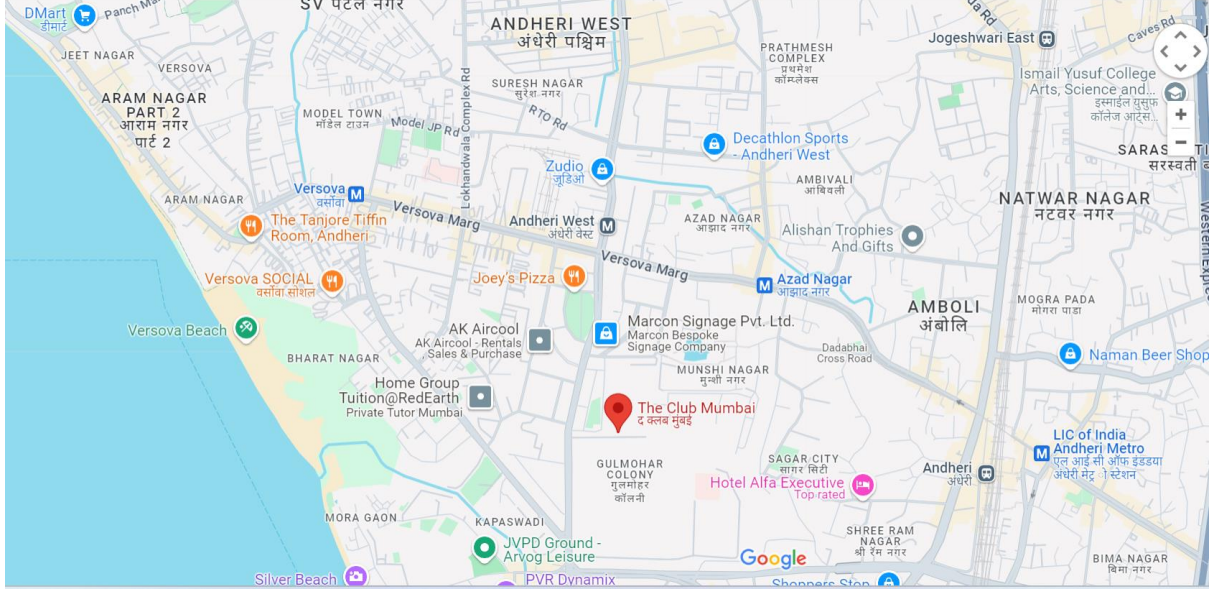
All Directors and their relatives except Ms. Mitali Chitre, Director (DIN: 09040978) may be considered as interested in this resolution.

Except the aforesaid, none of the Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned Resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the Special Resolution set forth in Item No. 5 for approval of the Members.

Annexure I

Route Map for AGM – THE CLUB MUMBAI, 197, KASHIBAI MAHADEV MARG, SHAKTI NAGAR, SHANTI NAGAR, D.N. NAGAR, ANDHERI (WEST), MUMBAI-400053.



Annexure II

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U31200MH1984PLC033812
Name of the Company : Radhika Opto Electronics Limited
Registered Office : 223, Adhyaru Industrial Estate, Sun Mill Compound,
Lower Parel, Delisle Road, Mumbai – 400013.

Name of the Member(s) :

Registered Address :

E-mail Id :

Folio No. / Client Id :

DP ID :

I/We, being the member(s) of shares of the above named company, hereby appoint:

1. Name :
Address :
E-mail Id :
Signature :, or failing him
2. Name :
Address :
E-mail Id :
Signature :, or failing him
3. Name :
Address :
E-mail Id :
Signature :

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the Company, to be held on Monday, 11th November, 2024 at 4.00 p.m. at The Club Mumbai, 197, Kashibai Mahadev Marg, Shakti Nagar, Shanti Nagar, D.N. Nagar, Andheri (West), Mumbai-400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

1. To receive, consider and adopt the Audited Financial Statements (Including Standalone and Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
2. To approve and declare the payment of Dividend at the rate of 0.0001% (Zero point zero zero zero one percent) per annum (the Series A Preferential Dividend) of face value of Re. 10/- each for the year ended 31st March, 2024.
3. To appoint a Director in place of Mr. Amit Sureshkumar Khandelwal (DIN- 00143692), who retires by rotation and being eligible offers himself for re-appointment.
4. Approval for Waiver of excess managerial remuneration paid to Mr. Amit Sureshkumar Khandelwal, Managing Director (DIN : 00143692) during the financial year 2023-24.
5. Approval for Waiver of excess managerial remuneration paid to Mr. Sureshkumar Ramniwas Khandelwal, Whole Time Director (DIN : 00143796) during the financial year 2023-24.

Signed this day of 2024

Signature of Shareholder

Signature of Proxy holder

Affix
Revenue
Stamp

Note:

- a) Revenue Stamp to be affixed on this form.
- b) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Annexure III

ATTENDANCE SLIP

RADHIKA OPTO ELECTRONICS LIMITED

Registered Office: 223, Adhyaru Industrial Estate, Sun Mill Compound, Lower Parel, Delisle Road, Mumbai – 400013.

Please complete this Attendance Slip and hand it over at the entrance of the place of the Meeting

Folio No. _____

Client ID No. _____

Name of the Shareholder/Proxy _____

Address _____

No. of shares held _____

I hereby record my presence at the 40th Annual General Meeting of the Company held on Monday, 11th November, 2024 at 4.00 p.m. at The Club Mumbai, 197, Kashibai Mahadev Marg, Shakti Nagar, Shanti Nagar, D.N. Nagar, Andheri (West), Mumbai-400053.

Signature of Shareholder/Proxy