



RAJASTHAN ROYALS

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of the Members of Royal Multisport Private Limited ("the Company") will be held on Monday, 31st July, 2023 through Video Conference in compliance of the applicable provisions of the Companies Act, 2013, General Circular No.14/2020 dated 8th April, 2020 and General Circular No.17/2020 dated 13th April, 2020, General Circular No.22/2020 dated 15th June, 2020, General Circular No.33/2020 dated 28th September, 2020 and General Circular No.39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No.3/2022 dated 5th May, 2022 and General Circular No.11/2022 dated 28th December, 2022 issued by Ministry of Corporate Affairs at 12 p.m. to transact the following business:

The details for accessing and participating in the meeting through video conference will be circulated separately.

The designated email address of Royal Multisport Private Limited is Dalip.Pande@rajasthanroyals.com for the members to convey their votes, when a poll is required to be taken during the meeting on any resolution. The helpline number for members who need assistance with the technical difficulties related to video conferencing is 9799455958.

The following items of business shall be transacted at the Extra-Ordinary General Meeting.

SPECIAL BUSINESS:

1. AVAILMENT OF TERM LOAN FACILITY FROM STANDARD CHARTERED CAPITAL LIMITED, MUMBAI:

TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATIONS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 the shareholders do hereby approve availment from Standard Chartered Capital Limited ("SCCL"), Mumbai, the term loan facility in excess of the limits prescribed under Section 186 of the Companies Act, 2013 upto a maximum principal amount of Rs. 80,00,00,000/- (Rupees Eighty Crores only) in the aggregate for 4 years (the "credit facilities") on the terms, conditions and securities mentioned/to be mentioned in the Facility Letter and to furnish / create the securities as mentioned below in favour of SCCL:

- (i) First ranking pari passu charge over all assets in the balance sheet
- (ii) First ranking exclusive charge on Debt-Service Reserve Account (DSRA)

RESOLVED FURTHER THAT the Company authorises the persons named in the schedule 'A' hereunder written ("Authorised Persons"), [any two of them jointly], to inter alia do the following acts, deeds and things in the name and on behalf of the Company.

- (a) To give, accept, confirm, make out, draw, execute, endorse, discount, negotiate, pay, satisfy, withdraw, discharge, issue and transfer all and any cheques, drafts, bills of exchange, promissory notes (internal and foreign), hundies, bonds, dividend or interest warrants, letters of credit, bills of lading, delivery orders, policies of insurance, negotiable or transferable instruments, Facility agreements, security documents, power of attorneys, undertakings, writings indemnities and all renewals and/or amendments thereto and also all acknowledgment/s or confirmation of debt and/or security, as the SCCL may require from time to time, subject to the applicable laws and regulations, in connection with / for the above credit facilities (hereinafter

Royal Multisport Private Limited

Fulcrum, B Wing, 103-104, Hiranandani Business Park, Sahar Airport Road, Andheri East, Mumbai 400099
Phone: (+91) 022 6706 0000; Fax: (+91) 022 6706 0001; Website: www.rajasthanroyals.com
CIN: U92412MH2008PTC179869

collectively referred to as the “Facility Documents”) and also to operate any or all of the credit facility account(s) maintained by the Company with the SCCL, in the name and on behalf of the Company.

- (b) To agree to such changes and modifications in the said terms and conditions in any of the Facility Documents as may be suggested by the SCCL from time to time and to execute such deeds, documents and other writings as may be necessary or required for the purpose of giving effect to such changes and modifications.

RESOLVED FURTHER THAT wherever required the Common Seal of the Company be affixed in the presence of Mr. Girish Manik, Director, Mr. Dalip Pande, Director and Mr. Ranjit Barthakur, Director who do sign the documents as witnesses to the affixation of common seal.

RESOLVED THAT the drafts of the Facility Documents (copies whereof duly signed by the Chairman of the Board for the purpose of identification have been placed on the table at the meeting) be and are hereby approved and accepted and the Authorised Persons of the Company be and are hereby authorised to execute the same in accordance with the authority given above and accept such modifications therein on behalf of the Company as may be suggested by the SCCL.

RESOLVED FURTHER THAT a copy of the above resolutions be furnished to the SCCL or any other person (as may be required) certified as true copy by any two Directors of the Company and that SCCL, or its branch / subsidiary overseas, is authorised to act and rely upon these resolutions.”

Schedule “A”

Name	Designation
Mr. Ranjit Rabindranath Barthakur	Director
Mr. Dalip Pande	Director
Mr. Girish Gul Manik	Director
Ms. Harvinder Kaur Sahni	Chief M & A and Compliance Officer
Mr. Jake Lush McCrum	Chief Executive Officer

2. AVAILMENT OF CREDIT FACILITY FROM STANDARD CHARTERED BANK, MUMBAI:

TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATIONS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 the shareholders do hereby approve availment from Standard Chartered Bank (“the Bank”), Mumbai, credit facility, whether granted by way of funding and/or undertaking to incur the contingent liability in any form in excess of the limits prescribed under Section 186 of the Companies Act, 2013 upto a maximum aggregate principal amount of 40,00,00,000/- (Rupees Forty Crores Only)(the “**Facility**”) on the terms, conditions and securities acceptable to the Bank, subject to the applicable laws and regulations.

RESOLVED FURTHER THAT for securing the Facility, the Company be and is hereby authorized to create security interest, inter alia, by way of charge, mortgage or hypothecation in such manner and in such order of priority and on such terms and conditions as may be required by or acceptable to the Bank over its following assets, properties, accounts, rights or securities and the Company is further authorised to require any other person(s) to provide a guarantee in favour of the Bank (or any person designated by the Bank) or create security interest, inter alia, by way of charge, mortgage or hypothecation for securing the Facility:

- (i) *First Pari Passu charge on current assets of the company including stock, receivables, and book debt.*
- (ii) *Negative Pledge over share capital of the company*

RESOLVED FURTHER THAT the Company authorizes the persons (the “Authorised Persons”) named in Schedule A hereunder written, [any two of them jointly] to, inter alia, do the following acts, deeds and things in the name and on behalf of the Company:

- (a) to give, accept, confirm, make out, draw, execute, endorse, discount, negotiate, pay, satisfy, withdraw, discharge, issue and transfer all and any cheques, drafts, bills of exchange, promissory notes (internal and foreign), policies of insurance, negotiable or transferable instruments, agreements, the facility letter, security documents, power of attorneys, undertakings, writings, indemnities and all renewals and/or amendments thereto and also all acknowledgment or confirmation of debt and/or security, as the Bank or any of its trustees or agents may require from time to time, subject to the applicable laws and regulations, in connection with or for the Facility and to accept and execute any amendments or modifications thereto or as may be required by the Bank or any of its trustees or agents from time to time.
- (b) to operate any or all of the credit facility account(s) or other accounts maintained by the Company with the Bank or any of its trustees or agents.
- (c) to sign, execute and deliver facility letters, facility agreements, loan agreements, security documents (including deposit of title deeds) and/or other deeds, documents, agreements, indemnities, undertakings, instruments, notices, certificates, declarations, utilization requests for the purposes aforesaid or otherwise in connection with any of the foregoing, and to accept and execute any amendments or modifications thereto or as may be required by the Bank or any of its trustees or agents from time to time.
- (d) to file, sign, register, authenticate and/or submit necessary applications, forms, documents and /or reports with Reserve Bank of India, Registrar of Companies, sub-registrar of assurances, information utilities or any other supervisory or government authority and do all other acts, matters, deeds and things as may be required for the purpose aforesaid.

RESOLVED FURTHER THAT, that any actions taken by such Authorised Persons prior to the date of the resolutions adopted hereby that are within the authority conferred are hereby ratified, confirmed and approved as the acts and deeds of the Company.

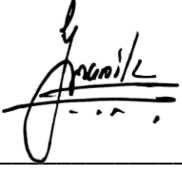
RESOLVED FURTHER THAT wherever required the common seal of the Company be affixed in the presence of Mr. Girish Gul Manik, Director, Mr. Dalip Pande, Director and Mr. Ranjit Barthakur, Director of the Company who shall sign the documents as witnesses to the affixation of common seal.

RESOLVED FURTHER THAT a copy of the above resolutions be furnished to the Bank and its trustees or agents certified as true copy by any two Directors of the Company and that the Bank and its trustees or agents is/are authorised to act and rely upon these resolutions.”

Schedule “A”

Name	Designation
Mr. Ranjit Rabindranath Barthakur	Director
Mr. Dalip Pande	Director
Mr. Girish Gul Manik	Director
Ms. Harvinder Kaur Sahni	Chief M & A and Compliance Officer
Mr. Jake Lush McCrum	Chief Executive Officer

For and on Behalf of the Board of Directors of
Royal Multisport Private Limited



Girish Gul Manik

Director

DIN: 06704884

Address: Flat No. 12, 4th Floor, Gautam Niwas CHSL,
Dr. Ambedkar Road, Plot No. 548, Matunga East,
Mumbai, Maharashtra, India 400019

Date: 27th July, 2023

Place: Mumbai

NOTES:

- (a) Corporate Members intending to send their Authorized Representatives to attend the Meeting are requested to send a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the meeting.
- (b) An Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto.
- (c) Attendance Slip is enclosed herewith.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER:

Item No. 1:

AVAILMENT OF TERM LOAN FACILITY FROM STANDARD CHARTERED CAPITAL LIMITED, MUMBAI:

The Board of Directors of the Company, at their meeting held on 27th July, 2023 have approved the proposal for availing term loan facility from Standard Chartered Capital Limited, Mumbai upto a maximum principal amount of Rs. 80,00,00,000/- (Rupees Eighty Crore only) in the aggregate for 4 years on the terms, conditions and securities mentioned/to be mentioned in the Facility Letter and to furnish / create the securities as mentioned below in favour of SCCL:

- (i) First ranking pari passu charge over all assets in the balance sheet
- (ii) First ranking exclusive charge on Debt-Service Reserve Account (DSRA)

which is subject to the approval of the members as detailed in the resolution.

Section 186 of the Companies Act, 2013 permits the Company to give security in connection with a loan in excess of the 60% of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account of the Company, whichever is more, if the same is approved by the members of the Company.

Hence, the Board of Directors of your Company recommends the resolution for the Members' approval for availing term loan facility from Standard Chartered Capital Limited, Mumbai as set out in the proposed resolution under item 1 of the Notice to be approved, as a Special Resolution.

Following are the additional disclosures under section 102 of the Companies Act, 2013:

Particular	Remarks
i) To specify the nature of the concerned or interested financial or otherwise, of every director and the manager and of every other key managerial personnel (KMP) and relatives of the said persons.	Nil
ii) To specify any other information and facts that may enable the members to understand the meaning scope and implications of the items of business and to take a decision thereon.	Nil
iii) Where any item of Special Business to be transacted at the meeting relates to or affects any other Company, the extent of shareholding interest in that other Company of every promoter director, manager and of every other key managerial personnel of the first mentioned company also to be set out in explanatory statement if such shareholding is not less than two percent of the paid-up share capital of that company.	Nil
iv) Where any document is referred to any Business to be transacted at the meeting, specification of time and place for inspection of such document.	Necessary documents are available for inspection of members at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on any working day, including the date of the Extra-Ordinary General Meeting.

Item No. 2:**AVAILMENT OF CREDIT FACILITY FROM STANDARD CHARTERED BANK, MUMBAI:**

The Board of Directors of the Company, at their meeting held on 27th July, 2023 have approved the proposal for availing credit facility from Standard Chartered Bank, Mumbai upto a maximum aggregate principal amount of 40,00,00,000/- (Rupees Forty crore Only) on the terms, conditions acceptable to the Bank, subject to the applicable laws and regulations and to provide a guarantee in favour of the Bank (or any person designated by the Bank) or create security interest, inter alia, by way of charge, mortgage or hypothecation for securing the Facility on the following assets:

- (i) *First Pari Passu charge on current assets of the company including stock, receivables, and book debt.*
- (ii) *Negative Pledge over share capital of the company*

which is subject to the approval of the members as detailed in the resolution.

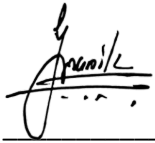
Section 186 of the Companies Act, 2013 permits the Company to give security/ guarantee in connection with a loan in excess of the 60% of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account of the Company, whichever is more, if the same is approved by the members of the Company.

Hence, the Board of Directors of your Company recommends the resolution for the Members' approval for availing credit facility from Standard Chartered Bank, Mumbai as set out in the proposed resolution under item 2 of the Notice to be approved, as a Special Resolution.

Following are the additional disclosures under section 102 of the Companies Act, 2013:

Particular	Remarks
i) To specify the nature of the concerned or interested financial or otherwise, of every director and the manager and of every other key managerial personnel (KMP) and relatives of the said persons.	Nil
ii) To specify any other information and facts that may enable the members to understand the meaning scope and implications of the items of business and to take a decision thereon.	Nil
iii) Where any item of Special Business to be transacted at the meeting relates to or affects any other Company, the extent of shareholding interest in that other Company of every promoter director, manager and of every other key managerial personnel of the first mentioned company also to be set out in explanatory statement if such shareholding is not less than two percent of the paid-up share capital of that company.	Nil
iv) Where any document is referred to any Business to be transacted at the meeting, specification of time and place for inspection of such document.	Necessary documents are available for inspection of members at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on any working day, including the date of the Extra-Ordinary General Meeting.

For and on Behalf of the Board of Directors of
Royal Multisport Private Limited



Girish Gul Manik

Director

DIN: 06704884

Address: Flat No. 12, 4th Floor, Gautam Niwas CHSL,
Dr. Ambedkar Road, Plot No. 548, Matunga East,
Mumbai, Maharashtra, India 400019

Date: 27th July, 2023

Place: Mumbai

ATTENDANCE SLIP FOR EXTRAORDINARY GENERAL MEETING
OF
ROYAL MULTISPORT PRIVATE LIMITED

Date: 31st July, 2023

Time: 12 p.m.

Venue: Through Video Conference

Name and Registered address
of Sole / First named member :

Name(s) of Joint Holders, if any :

Ledger Folio / DP ID & Client ID No. :

Number of Shares held :

Please tick in the box ☐ Member ☐ Proxy :

Member's Signature

Name of the Proxy in Block Letter

Proxy's Signature