



305-306, JAYSAGAR COMPLEX, KHATODARA, SURAT-395 002

PH.: (0261) 2635521, 4005666 M.99090 23353

E-mail: info@anandrayons.com Website: www.anandrayons.com

CIN-U51909GJ2018PLC104200

September 07, 2019

To,
Corporate Relationship Department
BSE Limited,
14th Floor, P J Towers, Dalal Street, Fort,
Mumbai – 400 001.
SCRIP CODE: 542721

Dear Sir,

Sub: Intimation of 1st Annual General Meeting of the Company

This has reference to captioned subject, under Schedule III of Regulation 30 of SEBI(LODR), 2015 please find enclosed herewith the Notice of 1st Annual General Meeting of the Company will be held at 305-306, Jay Sagar Complex, Opp. Sub Jail, Khatodara, Surat-395 002, on Monday, September 30, 2019 at 05.00 p.m. to transact the businesses mentioned in the said AGM notice. Notice of AGM is attached below.

You are requested to take the same on your record.

Thanking you,

Yours faithfully

For Anand Rayons Limited



Rahul Makwana
Company Secretary and
Compliance Office

Encl.: As above

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 1st Annual General Meeting of the Company will be held at 305-306, Jay Sagar Complex, Opp. Sub Jail, Khatodara, Surat-395002, on Monday, September 30, 2019 at 05.00 p.m. to consider and transact the following businesses;

(A) ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements including Audited Balance Sheet & Profit & Loss Account and Cash flow Statement for the financial year ended on 31 March 2019 and along with Report of the Board of Directors & Report of Auditors thereon.
2. To declare the payment of Dividend on Equity Shares for the financial year 2018-19 and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT a dividend at the rate of ₹ 0.50 /- per equity share of ₹ 10/- each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2019 and the same be paid to shareholders whose name appear on record date as fixed by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2019.”

3. To appoint a Director in place of Mrs. Shilpa Bakshi (DIN: 07986896), who retires by rotation and being eligible, offers herself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Shilpa Bakshi (DIN: 07986896), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

4. To appoint Auditors and to fix their remuneration 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 pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. M.R. Bombaywala & Co., Chartered Accountant, (Firm Registration No. -123117W) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 1st Annual General Meeting till the conclusion of Sixth Annual General Meeting of the Company, on such terms and conditions including remuneration as may be agreed between Auditor and the Board of Directors for the purpose of audit

(B) SPECIAL BUSINESS

5. 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 Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of **Mr. Nileshkumar Bodiwala (DIN: 08465357)**, who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from May 29, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for

appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Non Executive Independent Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other officer of the Company."

**BY ORDER OF THE BOARD,
ANAND RAYONS LIMITED**

Registered Office:

305-306 Jay Sagar Complex
Opp. Sub jail
Khatodara,
Surat- 395002

**Anand Bakshi
Managing Director
(DIN: 01942639)**

Place: Surat

Date: September 06, 2019

NOTES:

- **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.**

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 (Forty-Eight) hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.

- The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business mentioned in above notice is annexed hereto.
- Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Notice to Annual General Meeting as **Annexure "A"**.
- Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
- Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
- The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive) and same will be re-opened from Tuesday, October 01, 2019 onwards.
- The route map showing directions to reach the venue of the 1st AGM is provided at the end of this Notice.
- The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and Company's Registrars and Transfer Agent to enable us to send you the communications via email.
- The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. www.anandrayons.com.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the AGM. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Monday, September 23, 2019.

- The payment of dividend will be made to all members holding equity share in respect of the shares held in dematerialized form and / or in physical form (if any), as per the data made available by National Securities Depository Limited (NSDL) and/or Central Depository Services (India) Limited (CDSL) and/or Register & Share Transfer Agent as of the close business hours on Monday, September 23, 2019 (record date).
- The transfer of unclaimed dividend to Investor Education & Protection Fund of Central Government as required in term of section 125 of the Companies Act, 2013 during the current financial year is not applicable.
- **The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., e-mail id and such other information to the Company's Registrars and Transfer Agents, Bigshare Services Private Limited. Members are further requested to update their current signature in Registrar's system. The Performa of updation of Shareholder information is provided at the end of Annual Report.**
- Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail 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 Registrars and Transfer Agents to provide efficient and better services.
- Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact Company's Registrars and Transfer Agents for assistance in this regard.
- Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.
- As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the Company's Registrars and Transfer Agents. Members holding shares in physical form may submit the same to Company's Registrars and Transfer Agents. Members holding shares in electronic form may submit the same to their respective depository participant.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.

Information and other instructions relating to e-voting are as under:

- Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 1st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

- The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'polling paper'.
- The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- M/s Alpesh Dhandhlya & Associates, Practicing Company Secretary has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper, in a fair and transparent manner.
- Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the cut-off date i.e. Monday, September 23, 2019.
- A person, whose name is recorded in the register of members as on the cut-off date, i.e. Monday, September 23, 2019 only shall be entitled to avail the facility of remote e-voting / voting.
- The Scrutinizer, after scrutinising the votes cast at the meeting (polling paper) and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company. The results shall be communicated to the Stock Exchanges.
- The e-voting period commences on September 27, 2019 (9:30 am) and ends on September 29, 2019 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2019, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com (company/ RTA email id) . The facility for voting through remote e-voting / ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

VOTING THROUGH ELECTRONIC MEANS

In compliance with the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 23, 2019 (9:30 am) and ends on September 26, 2019 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 20th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Anand Rayons Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 (“Act”)

ITEM Nos. 5

Mr. Nileshkumar Bodiwala (DIN: 08465357) was appointed as an Additional Non Executive Independent Director w.e.f. May 29, 2019 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. Nomination and Remuneration Committee has recommended regularization of Mr. Nileshkumar Bodiwala as an Independent Non Executive Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. 11.11.69

Mr. Nilesh Bodiwala aged 49 years, is an Independent Director of our company. He has completed Higher Secondary Education in commerce from Surat. He has experience in administration and management of Textile and Handloom Business. He has started textile and Handloom business with the name M/s J. N. Bodiwala Corporation in 1999, later on the name was changed to M/s Bodiwala Fabric. Which specialised in Uniform and Handloom Products to be supplied to various hospitals in Surat.

Section 149 and Section 152 inter alia specifies that:

(a) Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for re-appointment for a further period of five years, subject to passing of Special Resolution by the Shareholders in General Meeting; and (b) An Independent Director shall not be liable to retire by rotation at the AGM.

In the opinion of the Board Mr. Nileshkumar Bodiwala he is a person of integrity, possesses the relevant expertise and experience, fulfils the conditions specified in the said Act and the rules made there under and is independence of the management of the Company and He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during Normal Business Hours on any working day. Members may note that the requisite declarations under Section 149(7) of the Companies Act, 2013 have been furnished by the Independent Non Executive Directors confirming compliance with the provisions of Section 149 (6) of the Companies Act, 2013. Upon the confirmation of the appointment of him as Independent Non Executive Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Independent Non Executive Director.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Mr. Nileshkumar Bodiwalal is in any way concerned or interested, financially or otherwise, in the Special Business, Ordinary Resolution of Item No.5 of this Notice.

The Board recommends the Ordinary Resolutions set out at Item Nos. 5 of this Notice for approval by the members.

Annexure A

Details of Director Seeking Re-appointment at the Annual General Meeting

(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015)

Particulars	Ms. Shilpa Bakshi (DIN: 07986896)
Date of Birth	October 26, 1974
Date of Appointment	September 20, 2018
Educational Qualifications	B.Com
Expertise in specific functional areas - Job profile and suitability	Ms. Shilpa Bakshi, is the Whole Time Director of the Company. She has more 15 years of experience in the Management & Graphic Designing.
Directorships held in public companies*	Anand Cotex Limited
Memberships / Chairmanships of committees of other public companies**	Nil
Inter-se Relationship with other Directors.	Wife of Managing Director Mr. Anand Bakshi
Shareholding in Company	1004860 Equity Shares

* Excluding foreign companies and Section 8 companies.

**Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee.

Details of Director Regularization of the Independent Director at the Annual General Meeting

(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015)

Particulars	Mr. Nileshkumar Bodiwala (DIN: 08465357)
Date of Birth	November 11, 1969
Date of Appointment	May 29, 2019
Educational Qualifications	Higher Secondary in Commerce
Expertise in specific functional areas - Job profile and suitability	Mr. Nileshkumar Bodiwala has started his Career in the field of Textile trading, he has more than 30 years of experience in the field of textile trading
Directorships held in public companies*	Nil
Memberships / Chairmanships of committees of other public companies**	Nil
Inter-se Relationship with other Directors.	Nil
Shareholding in Company	Nil

* Excluding foreign companies and Section 8 companies.

**Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee.

ROUTE MAP OF AGM LOCATION

ANAND RAYONS LIMITED
305-306, Jay Sagar Complex, Opp Sub jail, Khatodara, Surat-395002

Google Map : From Surat Railway Station to Anand Rayons Limited

