



RELIANCE CHEMOTEX INDUSTRIES LIMITED

RCIL/SECR/19-20

Dated: 14.08.2019

To
Department of Corporate Services,
BSE Ltd.
24th Pherozejeebhoy Tower,
Dalal Street,
Mumbai-400 001

Sub: Intimation of 41st Annual General Meeting of Reliance Chemotex Industries Limited

Ref: Reliance Chemotex Industries Limited, (Scrip Code:503162)

Dear Sir/Maam,

With reference to above subject, We would like to inform you 41st Annual General Meeting (AGM) of the Company will be held on 07th September, 2019 at 10.30 A.M at Alka Hotel, Shastri Circle, Udaipur-313001 (Rajasthan).

The Share transfer books of the company will remain closed from 31st August, 2019 to 7th September, 2019.

The remote e-voting period begins on Tuesday 03rd Day of September, 2019 (09.00 a.m. IST) and ends on Friday, 06th Day of September, 2019 (5.00 pm IST).

The Record date for the purpose of Dividend was intimated earlier i.e. 20th June, 2019.

Further, we are enclosing herewith Notice of 41st AGM along with Annual Report for your reference.

This is for your information and necessary record.

Thanks

Yours Faithfully,
For Reliance Chemotex Industries Limited

(Vimal Tank)
Company Secretary & Compliance officer



RELIANCE CHEMOTEX INDUSTRIES LIMITED

Registered Office: Village Kanpur, Udaipur-313003 (Raj)

CIN: L40102RJ1977PLC001994 Contact: 0294-2490488, Fax No. : 0294 -2490067

Email: udaipur@reliancechemotex.com Website: www.reliancechemotex.com

NOTICE OF FORTY FIRST (41st) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FORTY FIRST ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF RELIANCE CHEMOTEX INDUSTRIES LIMITED WILL BE HELD AT ALKA HOTEL, NEAR SHASTRI CIRCLE, UDAIPUR- 313001 ON 07TH SEPTEMBER, 2019 AT 10:30 A.M TO TRANSACT THE FOLLOWING BUSINESSES:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend on 10% Cumulative Preference Shares of Rs. 100/- each.
3. To declare the dividend of Rs. 1/- per Equity share of Rs. 10 each and special dividend of Rs. 0.5/- per equity share of Rs. 10 each as proposed by the Board of Directors.
4. To appoint a Director in place of Mrs. Dipika Shroff, (DIN: 00226941) who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

5. **To re-appoint Shri Ramadoss Srinivasan as an Independent Director of the company.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) Shri Ramadoss Srinivasan (DIN: 00235831), who was appointed as an Independent Director at the 36TH Annual General Meeting of the Company who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent

Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from up to 31st March, 2024".

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

6. **To re-appoint Shri Kishori Lal Sonthalia as an Independent Director of the company.** To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) Shri Kishori Lal Sonthalia (DIN: 00899958), an Independent Director at the 36TH Annual General Meeting of the Company who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from up to 31st March, 2024".

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

7. **To re-appoint Shri Narayan Shroff as an Independent Director of the company**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015



("SEBI Listing Regulations"), as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) Shri Narayan shroff (DIN: 05207412, an Independent Director at the 36TH Annual General Meeting of the Company who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from up to 31st March, 2024".

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

8. **To re-appoint Shri Ameya Shroff as an whole time Director designated as Executive Director of the company**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Article of Association ,and subject to all other requisite approvals, permissions and sanctions and subject to other requirements under the Act, if any and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, approval of the members of the company be and is hereby accorded for the re-appointment of Mr. Ameya Shroff (DIN: 05315616) as the Executive Director of the Company with effect from 01.08.2019 for three years at a remuneration up to Rs. 10.00 Lakhs per month inclusive of all allowances and perquisites, as may be decided by the Board and on such other terms and conditions defined as under f, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and / or any statutory modification(s) or re-enactment(s) thereof.

Name	Mr. Ameya Shroff
Designation	Executive Director
Basic Salary	From Rs. 2,25,000/-upto Rs. 4,50,000/- Per Month
House Rent Allowance/ RFHA	House rent allowance ranging from Rs. 75,000/ -up to Rs. 1,50,000/- Per Month or alternatively fully furnished housing accommodation.
Other Allowances	From Rs. 75,000/-up to Rs. 1,50,000/- Per Month
Ex-gratia in lieu of Bonus	From Rs. 45,000/- up to Rs. 90,000/- Per Month
Variable pay	As may be decided by the Board of Directors, on the performance of the Company but shall not exceed Rs. 30.00 Lakh Annually.
Leave Travel Concession	For family and self, once in a year as per rules of the Company, but shall not exceed one month basic salary.
Medical Reimbursement	Medical Reimbursement expenses incurred for self and family, but shall not exceed One month basic salary a year or 3 Months' basic Salary over a period 3 Years.
Personal Accident /Medical Insurance	Actual premium on personal accidental/ medical insurance for self and the family.
Provident Fund, Superannuation fund and Gratuity as per rules of the Company, subject to ceiling as per guidelines for Managerial Remuneration.	
Car with Driver and telephone at residence are provided to our Executive Director for business purpose as well as for personal use. Perquisite value for the use of Car with Driver has been included in his Computation of Income as per Section 17(2) of the Income Tax Act, 1961. However telephone provided to our Executive Director is not a taxable perquisite as per section 17(2) of the Income Tax Act, 1961.	
Encasement of leave as per rules of the Company.	
Club Fees is subject to a maximum of two clubs, this will not include admission and life membership fees.	

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said terms of agreement between the Company and Mr. Ameya Shroff, Executive Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

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

9. **Revision in the terms of payment of remuneration to Shri Rahul Shroff, Executive Director**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made there under



(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to Regulation 16 of SEBI (Listing Regulations) 2015 and on the recommendation of Nomination & Remuneration Committee, the consent of members of the company be and is here by accorded for the payment of revised remuneration up to Rs. 10.00 Lacs Per Month inclusive of all allowances and perquisites as defined below to Shri Rahul Shroff, Executive Director of the Company (who was appointed at the Annual General Meeting of the Company held on 10th September, 2018 for a period of 3 years w.e.f 26.09.2018)

Name	Mr. Rahul Shroff
Designation	Executive Director
Basic Salary	From Rs. 2,65,000/-up to Rs. 5,30,000/- Per Month
House Rent Allowance/ RFHA	From Rs. 60,450/-up to Rs. 1,21,000/- Per Month
Other Allowances	From Rs. 85,000/- Up to Rs. 1,70,000/- Per Month
Ex-gratia in lieu of Bonus	From Rs. 53,000/- up to Rs. 1,06,000/- Per Month
Variable pay	As may be decided by the Board of Directors, on the performance of the Company but shall not exceed Rs. 30.00 Lakh Annually.
Leave Travel Concession	For family and self, once in a year as per rules of the Company, but shall not exceed one month basic salary.
Medical Reimbursement	Medical Reimbursement expenses incurred for self and family, but shall not exceed One month basic salary a year or 3 Months' basic Salary over a period 3 Years.
Personal Accident /Medical Insurance	Actual premium on personal accidental/ medical insurance for self and the family.
Provident Fund, Superannuation fund and Gratuity as per rules of the Company, subject to ceiling as per guidelines for Managerial Remuneration.	
Car with Driver and telephone at residence are provided to our Executive Director for business purpose as well as for personal use. Perquisite value for the use of Car with Driver has been included in his Computation of Income as per Section 17(2) of the Income Tax Act, 1961. However telephone provided to our Executive Director is not a taxable perquisite as per section 17(2) of the Income Tax Act, 1961.	
Encasement of leave as per rules of the Company.	
Club Fees is subject to a maximum of two clubs, this will not include admission and life membership fees.	

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said terms of agreement between the Company and Mr. Rahul Shroff, Executive Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

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

10. Revision in the terms of payment of remuneration to Shri Sanjiv Shroff, Managing Director

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to Regulation 16 of SEBI (Listing Regulations) 2015 and on the recommendation of Nomination & Remuneration Committee, the consent of members of the company be and is here by accorded for the payment of revised remuneration up to Rs. 10.00 Lacs Per Month inclusive of all allowances and perquisites as defined below to Shri Sanjiv Shroff, Managing Director of the Company (who was appointed at the Annual General Meeting of the Company held on 28th August, 2017 for a period of 3 years w.e.f 01.09.2017) during the period of 3 years w.e.f 01.09.2017.

Name	Mr.Sanjiv Shroff
Designation	Managing Director
Basic Salary	From Rs. 2,65,000/-uptoRs. 5,30,000/- Per Month
House Rent Allowance/ RFHA	From Rs. 60,450/-up to Rs. 1,21,000/- Per Month
Other Allowances	From Rs. 85,000/- Up to Rs. 1,70,000/- Per Month
Ex-gratia in lieu of Bonus	From Rs. 53,000/- up to Rs. 1,06,000/- Per Month
Variable pay	As may be decided by the Board of Directors, on the performance of the Company but shall not exceed Rs. 30.00 Lakh Annually.
Leave Travel Concession	For family and self, once in a year as per rules of the Company, but shall not exceed one month basic salary.
Medical Reimbursement	Medical Reimbursement expenses incurred for self and family, but shall not exceed One month basic salary a year or 3 Months' basic Salary over a period 3 Years.
Personal Accident /Medical Insurance	Actual premium on personal accidental/ medical insurance for self and the family.
Provident Fund, Superannuation fund and Gratuity as per rules of the Company, subject to ceiling as per guidelines for Managerial Remuneration.	
Car with Driver and telephone at residence are provided to our Managing Director for business purpose as well as for personal use. Perquisite value for the use of Car with Driver has been included in his Computation of Income as per Section 17(2) of the Income Tax Act, 1961. However telephone provided to our Executive Director is not a taxable perquisite as per section 17(2) of the Income Tax Act, 1961.	
Encasement of leave as per rules of the Company.	
Club Fees is subject to a maximum of two clubs, this will not include admission and life membership fees.	



RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said terms of agreement between the Company and Mr. Sanjiv Shroff, Managing Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

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

11. To authorise the board under Section 62(3) of Companies Act, 2013

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 62(3) and other applicable provisions of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow, an amount not exceeding the amount as approved by the Shareholders of the Company under Section 180(1)(c) of the Companies Act, 2013 from time to time, (hereinafter referred to as "Borrowing Limit") within which the Company may have availed/to be avail by way of loan facilities/or financial assistance (hereinafter referred to as "Loan Facility(ies)/ties") from the banks and/or financial institutions (hereinafter referred to as the "Lender(s)", which expression shall, unless it is repugnant to the subject or context thereof, includes its successors and the banks and financial institutions to whom Lenders may assigns, novates, or otherwise transfers its rights and/or obligations under the financing documents) for the purpose of repayment and/or prepayment of aforesaid the Loans Facility and/or any other outstanding amounts or any part thereof payable to any of the Lender in terms of the respective loan agreements and other financing documents in relation thereto (hereinafter referred to as "Financing Documents") and for other general corporate purposes, by giving an option to the Lender(s) in terms of the respective Financing Documents entered into/to be entered into by the Company with such Lender(s), to convert either the whole or any part of the outstanding principal amount under the Loan Facility (whether then due and payable or not) and/or interest, payable to such Lender(s), into fully paid up and voting equity shares of the Company at par and in the manner

specified in the written notice, provided by such Lender(s) to the Company, of their respective intention to convert the loans.

RESOLVED FURTHER THAT the fully paid up equity shares so allotted and issued to the Lenders pursuant to their exercising the right of conversion shall carry the right to receive the dividends and other distributions declared or to be declared for the period commencing from the date of conversion till the end of relevant financial year, save as aforesaid, the fully paid up equity shares allotted to the Lenders shall rank pari passu in all respects with other equity shares of the Company, provided further that the Company shall increase, if required, the authorized capital of the Company to satisfy the conversion for the time being available to the Lenders. The conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions according to the provisions of the respective financing documents.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to the above resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board 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 or as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection with or incidental thereto as the Board in its absolute discretion any deem fit, without it being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any Committee of Directors or any person(s), as it may in its absolute discretion deem fit in order to give effect to this resolution."

12. To ratify the remuneration of cost auditors for the financial year 2019-20.

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**;

"RESOLVED THAT pursuant to provisions of Section 148 and all 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) and pursuant to the recommendation of the Audit Committee, the payment of the remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) plus applicable Service Tax and reimbursement of out of pocket expenses at actual to M/s. N.N & Associates, Cost Accountants (Firm Registration No. 002322) who were appointed by the Board of Directors of the Company, as "Cost Auditors" to conduct the audit of the cost records maintained by the Company for Financial Year ending March 31, 2020, be and is hereby ratified and approved.

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

Place : Mumbai

Date : 9 August 2019

Registered Office:

Village- Kanpur Post Box No. 73

Udaipur- 313003

By order of the Board

For Reliance Chemotex Industries Limited

Sd/-

Vimal Tank

Company Secretary

M.No. 22370



NOTES FOR MEMBERS' ATTENTION

1. An Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of business to be transacted at Annual General Meeting (AGM), as set put under item no.(s), 5, 6, 7, 8,9, 10,11 and 12 above and relevant details of the directors seeking re-appointment under item no. 5, 6, 7,& 8 above as required by Regulation 16 , 26 (4) and 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed hereto.
 2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll in the meeting instead of himself/herself and the proxy need not be a member of the company. Pursuant to Section 105 of the Act, a person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than ten percent (10%) of the total paid up share capital of the Company carrying voting rights. However, a member holding more than 10% of the total paid up share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. The instrument appointing the proxy in order to be effective should be, duly stamped, completed and signed and must be deposited at the registered office of the company not less than 48 hours before commencement of the AGM. A proxy form is annexed to the annual report.
 3. Corporate Members/ Trust intending to send their authorized representatives to attend the meeting are requested to send a duly certified true copy of the Resolution and in case of HUF, are request to send the authority letter to with their representatives to attend and vote on their behalf at the AGM.
 4. Members may now avail the facility of nomination as permitted under Section 72 of the Companies Act, 2013 in respect of physical shares held by them in the Company, by nominating in the prescribed form SH-13 which can be procured from Registrar and Share Transfer Agent (Big Shares Services Private Limited) a person to whom their shares in the Company shall vest in the event of their death. Members holding shares in demat form may contact their respective depository participants for such nominations.
 5. Members/Proxies/authorized representatives should bring copy of Annual Report and the duly filled attendance slip enclosed herewith to attend the meeting.
 6. Members are informed that in case of joint holders attending the Meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.
 7. During the period beginning 24 hrs. before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company
- 8. Book Closure and Dividend:**
- A. 31st August, 2019 to 6th September, 2019 (both days inclusive) for annual closing and in connection with the payment of final dividend, if declared, for the financial year 2018-19.
 - B. Payment of Dividend for the Financial Year ended 31st March, 2019:
- Financial Year ended 31st March, 2019:**
- i. Final Dividend for Financial Year ended 31st March, 2019 and the Special Dividend, as recommended by Board of Directors, if approved by the members at the AGM, will be paid on or after 07.09.2019 to those members whose names appear on the Register of members as on 20.06.2019.
 - ii. Members holding shares in dematerialized form are hereby informed that bank particulars registered with their respective depository participants (DP), with whom they maintain their DEMAT Accounts will be used by the company for the payment of dividend. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, 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 automatically be reflected in the Company's record which will help the Company and the Company's Registrars and Transfer Agents to provide better services. The company or RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the DP of the members.
 - iii. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for the payment of dividend are requested to intimate to Big Share Services Private Limited and/or the company.
 - iv. Members are encouraged to update their details to enable expeditious credit of dividend into their respective bank accounts electronically through Automated Clearing House (ACH) mode or such other permitted mode for credit of dividend.



9. In accordance with the amendments to regulation 40 of Listing Regulation, to be made effective later, the Securities and Exchange Board of India (SEBI) has revised the provision relating to transfer of Listing securities and has decided that request for effective transfer of listed securities shall not be processed unless the securities are held in dematerialized form with Depository (National Security Depository Limited) and (Central Depository Services India Limited). This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in DEMAT form will improve ease; facilitate convenience and safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

Members holding shares in physical form under multiple folios are requested to send Company's Registrar and Share Transfer Agent details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
10. Members desiring any information as regards the Accounts and/or operation of the Company are requested to write to the Company at least Seven days before the date of meeting so as to enable the Management to keep the information ready at the meeting.
11. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the members at AGM.
12. All the documents referred in the notice will be available for inspection by the shareholders at the registered office of the Company between 02.00 P.M. to 04.00 P.M. on all the working days excluding Saturdays hereof upto the date of the meeting.
13. Members are requested to address all their correspondence including demat applications, request for share transfers, intimation of change of address and other correspondence to the Company's RTA:-

M/s Bigshare Services Pvt. Ltd.
Bharat Tin works Building, 1st Floor,
Opposite Vasant Oasis, next to Keys Hotel Marol Maroshi Road,
Andheri East, Mumbai – 400059, Tel- 022-62638200/210
Email id: Investors@bigsharesonline.com

Members are requested to quote their Regd. Folio Number / DP and Client ID Nos. in all their correspondence with the Company or its RTA.
14. Non Resident Indian Members are requested to inform RTA of the Company any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.
15. Pursuant to Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Company or its RTA by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
16. The annual report and the notice of Annual General Meeting is available at the website of the company at www.reliancechemotex.com and also on the website of Service Provider www.cdslindia.com
17. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as Agency to provide e-voting facility.
18. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on 31.08.2019 (Cut-off date).
19. A copy of Audited Financial Statements for the financial year ended 31st March, 2019 together with the Board's and Auditor's Report thereon are enclosed herewith.
20. The notice of the meeting along with the Annual Report 2018-19 is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2018-19 are being sent by the permitted mode.
21. To support the "Green Initiative" Members who have not registered their e-mail addresses are requested to register the same with Company's Registrar and Share Transfer Agent.
22. In compliance with Section 108 of Companies Act, 2013, read with Rule 20 of The Companies (Management & Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 , the Company has provided a



facility to the members to exercise their votes electronically from a place other than the venue of the AGM through the electronic voting service facility arranged by CDSL. The facility for voting, through ballot paper, will also be made available at the AGM and members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for remote e-voting are annexed to the Notice.

23. The Board of Directors has appointed CS Manoj Maheshwari, FCS 3355 Practicing Company Secretary, Jaipur as the Scrutinizer for the conduct of remote e-voting and polling process in a fair and transparent manner and also for polling at the time of 41ST AGM of the company.
24. The Voting period will begin on Tuesday, 3rd September, 2019 at 10.00 A.M and ends on Friday 6th September, 2019 at 5.00 P.M. During this period shareholders of the company, holding shares either in physical form or demat form as on the cut-off date 31.08.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
25. The final result including remote e-voting & poll results shall be declared on within 48 hours from conclusion of the Annual General Meeting. The final result along with the Scrutinizers Report shall be placed on the Company's website www.reliancechemotex.com and on the website of CDSL within two days of passing of resolution at the Annual General Meeting of the Company on 07.09.2019 and communicate to BSE Limited simultaneously.
26. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e 09.08.2019 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote.
27. A Route map showing direction to reach the venue of the 41ST Annual General Meeting is given at the end of the Annual Report as part of Notice under requirement of the Secretarial Standard-2 of General Meeting.
28. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including any amendments made therein) ('The Rules'), all shares in respect of which dividend has not been paid or claimed by the shareholders for 7 (seven) consecutive years or more would be transferred to the DEMAT Account created by Investor Education and Protection Fund (IEPF) Authority. The

Company has sent reminder letters to the shareholders whose shares are proposed to be transferred to IEPF, relating to transfer of underlying shares. The details of unclaimed dividends along with full details of such shareholders are available on company's website www.reliancechemotex.com.

29. All unclaimed dividend of Financial Year FY 2010-11 has been transferred into Investor Education Protection Fund of the Central Government. Pursuant to provision of Investor Education Protection Funds Rules, the Company has uploaded the details of the unpaid and unclaimed dividends amounts lying with the Company on the website of the Company. Unclaimed dividend of the FY 2011-12 will fall due for transfer to the said funds in due time. Those members who have not encashed their dividend for the Financial year 2011-12 are requested to claim it from company or Big shares Services private limited, the Registrar and share transfer agent of the Company, immediately, those members who have not so far claimed their dividend for the subsequent Financial year are also advised to claim it from company.

The Members/Claimants whose shares, unclaimed dividend, amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with applicable requisite fee. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Tuesday 03rd September, 2019 at 9.00 A.M and ends on Friday, 06th September, 2019 at 05.00 P.M. 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 31st August, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders / Members
- (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) 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RAO 0000001 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 (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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 the relevant <Company Name> on which you choose to vote.
- (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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed 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) Shareholders 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.
- (xx) 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.
- In case of members receiving the physical copy:**
- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on Tuesday 03rd September, 2019 at 10.00 A.M and ends on Friday, 06th September, 2019 at 05.00 P.M. 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 31st August, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Shri Ramadoss Srinivasan (DIN : 00235831,) as Independent Director, for a second term of five years up to 31st March 2024 ., not liable to retire by rotation. Shri Ramadoss Srinivasan was appointed as Independent Director at the 36th Annual General Meeting (“AGM”) of the Company. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shri Ramadoss Srinivasan would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM. Further details and current directorships have been given in the Annexure to this Notice. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Shri Ramadoss Srinivasan as Independent Director is now being placed before the Members for their approval by way of Special Resolution. The Board recommends the Special Resolution at Item No. 5 of this Notice for approval of the Members. Except Shri Ramadoss Srinivasan and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 5 of the Notice. we hereby affirm that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Item No. 6

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Shri Kishori Lal Sonthalia (DIN :00899958) as Independent Director, for a second term of five years up to 31st March 2024 , not liable to retire by rotation. Shri Kishori Lal Sonthalia was appointed as Independent Director at the 36th Annual General Meeting (“AGM”) of the Company. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shri Kishori Lal Sonthalia would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM. Further details and current directorships have been given in the Annexure to this Notice. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Shri Kishori Lal Sonthalia as Independent Director is now being placed before the Members for their approval by way of Special Resolution. The Board recommends the Special Resolution at Item No. 6 of this Notice for approval of the Members. Except Shri Kishori Lal Sonthalia and his



relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 6 of the Notice. we hereby affirm that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Item No. 7

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Shri Narayan Shroff(DIN : 05207412),as Independent Director, for a second term of five years up to 31st March 2024 , not liable to retire by rotation. Shri Narayan Shroff was appointed as Independent Director at the 36th Annual General Meeting (“AGM”) of the Company . The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shri Narayan Shroff would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM. Further details and current directorships have been given in the Annexure to this Notice. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Shri Narayan Shroff as Independent Director is now being placed before the Members for their approval by way of Special Resolution. The Board recommends the Special Resolution at Item No. 7 of this Notice for approval of the Members. Except Shri Narayan Shroff and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 7 of the Notice. we hereby affirm that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Item No. 8

Mr. Ameya Shroff was appointed as the Executive Director of the Company for a period of 3 years with effect from 01.08.2016, with approval of the Members. The present term of Mr. Ameya Shroff comes to an end on 31st July, 2019. The Nomination and Remuneration Committee in its meeting held on 04th May, 2019 recommended and the Board in its meeting held on 04th May, 2019 has approved the re-appointment of Mr. Ameya Shroff as Wholetime Director designated as Executive Director for a further period of 3 years w.e.f 01st August, 2019.

Mr. Ameya Shroff is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Executive Director of the Company. Mr. Ameya Shroff satisfies all the conditions as set out in Section 196(3) of the Act and Part-II of Schedule V to the Act, for being eligible for his appointment.

Mr. Ameya Shroff is liable to retire by rotation and shall not be paid any sitting fees for attending the Meeting of Board or committee thereof.

Brief resume and other details of Mr. Ameya Shroff is provided in annexure to the Notice pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.



Statement of Particulars pursuant to Schedule-V of The Companies Act, 2013

1. General Information

Nature of industry	Manufacturing and marketing of Synthetic Blended Yarn	
Date or expected date of commencement of commercial production.	The Company has already commenced commercial production in the month of August, 1979.	
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable	
Financial performance based on given indicators.	Particulars for the Financial year ended 31.03.2019	(Rs. in Lakh)
	Sales including other Income	32549.79
	Profit (before exceptional & extraordinary items & tax)	803.66
	Profit After Tax before other comprehensive income	409.14
Foreign Investment and Collaboration if any	No such foreign investment or collaboration except minor shareholding of Non Resident Indians, if any.	

2. Information about the appointee

	Mr. Ameya Shroff
Background Details	Mr. Ameya Shroff, Executive Director of the Company since 1st August, 2013. He is a US Citizen and has a Bachelor of Science in Management Science and Master of Engineering in Electrical Engineering and Computer Science from Massachusetts Institute of Technology, Cambridge USA. He has been the Wholetime Director cum Executive Director of Reliance Chemotex Industries Limited for last 3 Years and has been associated with Textile Industry from Last 3 Years.
Past Remuneration paid during the year 2018-19	Rs. 64,69,404 Paid during the year
Recognition or awards	N.A
Job profile and his suitability	He looks after the day-to-day running of the company and has substantial responsibilities under overall supervision, control, direction of Managing Director. He focuses on streamlining the company's administrative framework, Enterprise resource planning, inventory management and stores procurement. He is also responsible for giving the Company's domestic marketing a new direction.
Remuneration proposed	Maximum up to Rs. 10.00 Lakh Per Month
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	The Nomination and Remuneration Committee constituted by the Board of Directors, in terms of Schedule V of the Companies Act, 2013 pursue remuneration of Managerial Person in the Textile Industry and other Companies comparable with the size of the Company, industry benchmark in general, profile and responsibilities of Mr. Ameya Shroff, Executive Director, before approving the remuneration as proposed herein above. Taking into account the turnover of the company and responsibilities of the Executive Director, remuneration proposed to be paid to him is reasonable and in line with the remuneration levels in the industry across the country.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Son of Mr. Sanjiv Shroff, Managing Director & Mrs. Dipika Shroff, Director and brother of Mr. Rahul Shroff, Executive Director of the Company.



3. Other Information

Reasons of inadequate profit	The current fiscal 2019-20 has been better as compared to the immediately preceding fiscal in terms of the higher sales and better profits but still the economic slowdown being experienced by the country in addition to the financial sector turmoil on account of NBFC's defaults impacted the performance of the company during the year.
Steps taken or proposed to be taken for improvement	The Indian textile market is gaining momentum and is set for resurgence on account of strong growth in the domestic and export markets. Your Company intends to leverage this along with its long-standing customer relations, deep focus on understand its customer's needs, excellent post-sales service, innovative product development and versatile product mix to further strengthen its sales both globally and in the domestic market. Furthermore, in its efforts to remain ahead of the curve, the company has actively taken steps to enhance economies of scale, increase productivity, reduce costs, shrink delivery schedules, invest in the research and development of new products and aggressively pursue opportunities in new markets. Finally, Your Company is also evaluating the feasibility of a diversification and expansion project which will further improve the Company's bottom line. .
Expected increase in the productivity and profits in measurable terms.	Looking to the Company's comparatively better performance during the Financial Year 2018-19, the company is cautiously optimistic for 2019-20. The Company is looking to replace and modernize part of its machinery which is more than 205 years old with new machinery and the continued focus on value-added products, consistent quality and versatile product mix and cost cutting will help the company in achieving better results in the coming fiscal.

4. Disclosures

Information on the remuneration package of the managerial personnel	The shareholders are notified of the remuneration package of managerial personnel through abstracts of terms circulated to them as well as explanatory statement annexed to the notice of meeting in which proposal of their appointment is placed before the shareholders.
Disclosure on remuneration package and other terms of Board under Corporate Governance' Report	The Board Report and Corporate Governance Report forms part of the Annual Report for the year and the remuneration package and other terms applicable to the Directors have been disclosed therein.

The terms of remuneration specified in resolution no. 8 placed before the Members for their approval.

Mr. Sanjiv Shroff, Mrs. Dipika Shroff, Mr. Rahul Shroff, Mr. Ameya Shroff and Mr. N.G Khaitan Directors of the company for themselves and through their relatives to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested, financially or otherwise, in the Resolution at Sr. Nos. 8, respectively.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said Resolution. The Board recommends the Resolutions at Item no. 8 of the Notice for approval of the Members by means of Special Resolution

Item No. 9

Mr. Sanjiv Shroff, was re-appointed as Managing Director in the Annual General Meeting held on 28th August, 2017. Further, considering the contribution of Mr. Sanjiv Shroff and the progress made by the company under his leadership and guidance as per recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 9th August, 2019 has approved the revision in remuneration payable to Mr. Sanjiv Shroff, Managing Director for his remaining period up to 31st August, 2020 on the terms and condition enumerated in the Resolution no. 9

Pursuant to Section 197 read with Schedule V of the Companies Act., 2013, the revised remuneration of Mr. Sanjiv Shroff as decided by the Board is required to be approved by the members at their meeting due to inadequacy of profits.

The terms of remuneration specified in resolution no. 9 placed before the Members for their approval.



Mr. Sanjiv Shroff, Mrs. Dipika Shroff, Mr. Rahul Shroff, Mr. Ameya Shroff and Mr. N.G Khaitan Directors of the company for themselves and through their relatives to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested, financially or otherwise, in the Resolution at Sr. Nos. 9, respectively.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said Resolution. The Board recommends the Resolutions at Item no. 9 of the Notice for approval of the Members by means of Special Resolution

Item No. 10

Mr. Rahul Shroff, was re-appointed as Executive Director in the Annual General Meeting held on 10th September, 2018 for a period of three year. Further, considering the contribution of Mr. Rahul Shroff and the progress made by the company under his leadership and guidance as per recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 09th August, 2019 has approved the revision in remuneration payable to Mr. Rahul Shroff, Executive Director for his remaining period up to 28th September, 2021 on the terms and condition enumerated in the Resolution no. 10.

Pursuant to Section 197 read with Schedule V of the Companies Act., 2013, the revised remuneration of Mr. Rahul Shroff as decided by the Board is required to be approved by the members at their meeting due to inadequacy of profits.

The terms of remuneration specified in resolution no. 10 placed before the Members for their approval.

Mr. Sanjiv Shroff, Mrs. Dipika Shroff, Mr. Rahul Shroff, Mr. Ameya Shroff and Mr. N.G Khaitan Directors of the company for themselves and through their relatives to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested, financially or otherwise, in the Resolution at Sr. Nos. 10, respectively.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said Resolution. The Board recommends the Resolutions at Item no. 10 of the Notice for approval of the Members by means of Special Resolution

ITEM NO. 11

In terms of the provisions of Section 180(1)(c), the Shareholders of the Company have already accorded approval to the Board of Directors of the Company to borrow money/moneys upto an amount of Rs.500 Crores (Rupees Five Hundred Crores Only) in excess of and in addition to the aggregate of paid-up capital and free reserves of the Company by passing a Special Resolution by way of postal ballot on 29th August, 2014.

In line with the regulatory changes in the recent past, the changes in the Companies Act, 2013 and in line with various directives issued by Reserve Bank of India, from time to time, the Company has been advised to pass Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made there under to enable the banks and financial institutions (hereinafter referred to as the "Lenders") to convert the facilities together with the outstanding loans or any other financial assistance (hereinafter referred to as the "Loans"), in Foreign Currency or Indian Rupee, already availed from the lenders or as may be availed from the lenders, from time to time, at their option, into equity shares of the Company at par and in the manner specified in the written notice, provided by the Lenders to the Company, of their respective intention to convert the loans.

Accordingly, the Board recommends the resolution as set out above, to enable the Lenders, in terms of the lending arrangements, entered/ to be entered and as may be specified under the Financing Documents already executed or to be executed in respect of the Loans availed/to be availed, at their option, to convert the whole or part of their respective Loans into equity shares of the Company, at par and in the manner specified in the written notice provided by the Lenders to the Company, of their respective intention to convert the loans.

Since decision of raising the financial assistances or agreeing to terms and conditions for raising the financial assistances including option to convert loan into equity are required to be taken on quick basis, especially keeping in view the interest of the Company, it may not be feasible for the Company to seek shareholders consent each and every time, in view of the timings and expenses involved.



Pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution requires approval of the members by way of passing of a Special Resolution. Hence, the Board recommended the said resolution for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be interested/concerned in this resolution, except to the extent of their respective shareholdings in the Company, if any.

ITEM NO. 12

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s N.N & Associates, Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 11 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2020.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 11 of the Notice.

The Board recommends the Ordinary Resolution set forth in Item No. 11 of the Notice for approval of the members.

Place : **Mumbai**
Date : **4th May, 2019**

Registered Office:
Village- Kanpur Post Box No. 73
Udaipur- 313003

By order of the Board
For Reliance Chemotex Industries Limited

Sd/-
Vimal Tank
Company Secretary
M.No. 22370

Details of Director seeking appointment/re-appointment at the AGM (Pursuant to Regulation 26(4) and 36(3) of the Listing Regulation and Secretarial Standards - 2 of General Meeting)

Name of Director	Mr. Ameya Shroff	Mr. Ramadoss Srinivisan	Mr. K.L. Sonthalia	Mr. Narayan Shroff
DIN	05315616	00235831	00899958	05207412
Date of Birth & Age	24.08.1990 29 Years	26.10.1946 72 Years	12.10.1937 81 Years	06.05.1937 81 Years
Date of Appointment on the Board	29.08.2016	01-04-2014	02-12-1987	14-02-2012
Qualification	Bachelor of Science in Management Science and Master of Engineering in Electrical Engineering and Computer Science	B.Sc. (AMII) Chem, DFM From IMD Business School at Lausanne	Commerce Graduate	Commerce Graduate
Experience and Expertise	6 years of experience in the Textile Industry.	48 years' experience in the Banking Sector.	40 year of experience in Business and Industry.	40 year of experience in Business and Industry.
Terms and conditions of appointment/ re-appointment	Refer Item no. 8 of Notice of AGM.	Appointed as Non Executive/Independent Director, not liable to retire by rotation.	Appointed as Non-Executive/Independent Director, not liable to retire by rotation.	Appointed as Non-Executive/Independent Director, not liable to retire by rotation.
Number of Meeting attended during the year	5	4	5	1
Relation between Director inter se	Related to Mr. Sanjiv Shroff, Mr. Rahul Shroff, Mrs. Dipika Shroff & Mr. N.G. Khaitan	Mr. Ramadoss is not related to any other director.	Mr. K.L. Sonthalia is not related to any other director.	Mr. Narayan Shroff is not related to any other director.
Details of Remuneration Last Drawn	Rs. 64.69 Lakhs	Sitting Fees of Rs. 58000/-	Sitting Fees of Rs. 79000/-	Sitting Fees of Rs. 15000/-
No. of Shares held in the Company	1,24,000	NIL	200 shares	50 shares
List of Directorship held in the Public Companies as on 31.03.2018	1. AR Commercial Pvt. Ltd. 2. Spell Fashions Pvt. Ltd.	NIL	Gopala Polyplast Limited	NIL



Registered Office: Village Kanpur, Udaipur-313003 (Raj)
CIN: L40102RJ1977PLC001994 Contact: 0294-2490488, Fax No. : 0294 -2490067
Email: cs@reliancechemotex.com Website: www.reliancechemotex.com

PROXY FORM

(Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rule, 2014)

Name of the member (s):	E-mail Id:
	No. of shares held
Registered address:	Folio No.
	DP ID*.
	Client ID*.

* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above named Company hereby appoint:

S.No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual General Meeting of the Company to be held on Saturday, 7th day of September, 2019 at 10.30 A.M at Alka Hotel, Near Shastri Circle, Udaipur -313001 and at any adjournment hereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolution	For	Against
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with reports of the Board of Directors and Auditors thereon.		
2.	To declare a final dividend on 10% Cumulative Preference Shares of Rs. 100/- each.		
3.	To declare the dividend of Rs. 1/- per Equity share of Rs. 10 each and special dividend of Rs. 0.5/- per equity share of Rs. 10 each as proposed by the Board of Directors		
4.	To appoint a Director in place of Mrs. Dipika Shroff, (DIN: 00226941) who retires by rotation, and being eligible, offers herself for re-appointment.		
5.	To re-appoint Shri Ramadoss Srinivasan as an Independent Director of the company		
6.	To re-appoint Shri Kishori Lal Sonthalia as an Independent Director of the company		
7.	To re-appoint Shri Narayan Shroff as an Independent Director of the company		
8.	To re-appoint Shri Ameya Shroff as an whole time Director designated as Executive Director of the company		
9.	Revision in the terms of payment of remuneration to Shri Rahul Shroff, Executive Director		
10.	Revision in the terms of payment of remuneration to Shri Sanjiv Shroff, Managing Director		
11.	To Authorise Board under Section 62(3) of Companies Act, 2013		
12.	To ratify the remuneration of cost auditors for the financial year 2019-20.		

** It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



Affix Revenue Stamp

Signed this day of..... 2019

Signature of shareholder.....

Signature of Proxy holder(s) (1).....

Signature of Proxy holder(s) (2).....

Signature of Proxy holder(s) (3).....



Notes:

1. 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.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting .
5. Please complete all details including details of member(s) in above box before submission.



RELIANCE
CHEMOTEX INDUSTRIES LIMITED

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CIN: L40102RJ1977PLC001994 Contact: 0294-2490488, Fax No. : 0294 -2490067

Email: udaipur@reliancechemotex.com Website: www.reliancechemotex.com

ATTENDANCESLIP

41st ANNUAL GENERAL MEETING ON SATURDAY 7TH SEPTEMBER,2019 AT 10.30 AM

I/We.....R/o hereby record my presence at the 41st ANNUAL GENERAL MEETING of the Company at Alka Hotel, Near Shastri Circle, Udaipur- 313 001 on Saturday the 7thSeptember, 2019 at 10.30 A.M.

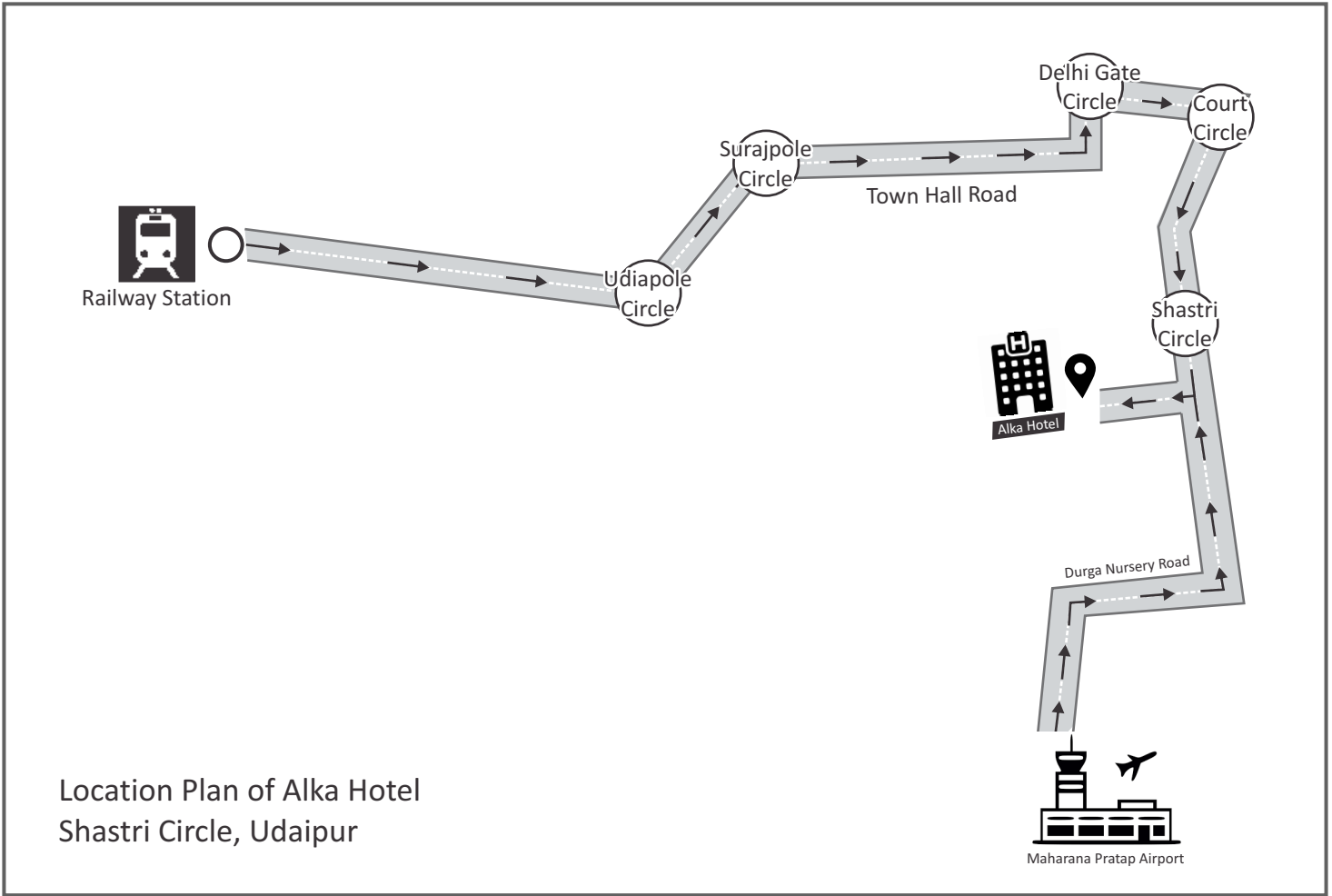
DPID * :	Folio No. :
Client Id * :	No. of Shares :

* Applicable for investors holding shares in electronic form.

Signature of shareholder(s)/ proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
3. Electronic copy of the Annual Report and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
4. Physical copy of the Annual Report and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.





RELIANCE
CHEMOTEX INDUSTRIES LIMITED

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Email: finance.udaipur@reliancechemotex.com Website: www.reliancechemotex.com

Dear Shareholders,

Re: Green Initiative in Corporate Governance

The Ministry of Corporate Affairs has taken "Green Initiative in Corporate Governance" vide their circular No. 17 dt 21.04.2011 which allows companies to go for paperless compliance by sending Notice, Annual Report and other related documents by e-mail to their Shareholders. Many of the Shareholders have registered their e-mail address and we thank them for the same. Shareholders, who have not registered their e-mail address so far, may, as a support to this initiative, register their e-mail address by sending an e-mail to finance.udaipur@reliancechemotex.com or info@bigshareonline.com in following manner:

Name :
 Folio No. :
 *DP ID / Client ID :
 No. of Shares held :
 E-mail address :

Enabling us to send documents in electronic form and registering your e-mail address with us will ensure that we directly connect with you and no important communication from our side is missed by you as a Shareholder of the Company.

For Reliance Chemotex Industries Limited

(Vimal Tank)
 Company Secretary

* applicable to investor's holding shares in demat form.

ECS MANDATE FORM

Dear Shareholders,

SEBI, vide its letter No. DCC/FITTC/CIR-3/2001 dt 15.10.2001 has advised to all companies to use the mandatory ECS Facility for distributing the dividend to the Shareholders. In the absence of ECS the company may use the Warrant for distribution of Dividend. Currently ECS Facility is available for location specified by RBI. We request all our shareholders to register their bank details so that all the future dividend payment can be remitted by way of ECS.

Reliance Chemotex Industries Limited
 Village Kanpur- 313 003
 Udaipur (Rajasthan)

1. Folio No :
2. Name :
3. Address :
4. Bank A/c No. :
5. Bank IFSC Code :
6. Branch Name :
7. MICR Code :
8. Account Type :

Please enclose the copy of Cancel Cheque for verification

I hereby declare that the particulars given above are correct and complete, if the transaction delays by way of incorrect information, I would not hold the company responsible.

Place :

Date :

Signature of Shareholder

