

(On letterhead of the Company with CIN)

## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that the Extra-ordinary General Meeting of the Members of Reliance Chemotex Industries Ltd will be held on Thursday, 30<sup>th</sup> April 2015 at 11.00 AM. at the Registered Office of the Company at Village Kanpur Dist. Udaipur - 313003 to transact the following businesses:

### **Special Business:**

1. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"**RESOLVED THAT** pursuant to the provision of Section 42 and Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchanges where the Company's shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable regulations/guidelines of SEBI, Stock Exchange or such other authorities, if any and subject to such modifications and considered appropriate by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any committees thereof for the time being to which all or any of the powers hereby conferred on the Board by these resolution, have been delegated), the consent of the members of the Company be and is hereby accorded to the Board to offer, issue and allot 1,90,000 (One Lakh Ninety Thousand) Equity Shares of the Company of Rs. 10/- (ten) each and at a premium of Rs.     /- per equity share amounting to Rs. \_\_\_\_\_/- to M/s A.S. Chemotex Private Limited (which is a Promoter Group Company and in which the Managing Director and the Whole-time Director of the Company being Mr. Sanjiv Shroff and Mr. Rahul Shroff respectively are also the Directors and the promoters family group is the majority shareholders), on preferential basis on such terms and conditions as prescribed by the Board.

**RESOLVED FURTHER THAT** the price of the equity shares is determined according to Regulation 76 Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009

**RESOLVED FURTHER THAT** the "Relevant Date" for preferential issue of Equity Shares as per Regulation 71(a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended upto date, for the determination of the applicable price including premium for the issue of the above mentioned equity share is 30 days prior to the date of Extra-Ordinary General Meeting i. e. 31<sup>st</sup> March, 2015.

**RESOLVED FURTHER THAT** the aforesaid equity shares so issued shall rank pari passu with the existing equity shares of the company in all respects and be listed in BSE Limited where the equity shares of the Company are currently listed.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the issue and allotment of equity shares, the Board be and hereby authorized on behalf of the Company to take all actions and do all such acts, deeds and things as it may, in its absolute discretion deem necessary and proper or desirable for such purpose and with power on behalf of the Company to agree, make, accept all such term(s) condition(s), modification(s) and alteration(s) stipulated or required by any relevant authority or by their bye laws ,rules, regulations or guidelines and the Board is also hereby authorized to resolve and settle all such questions, difficulties or doubts that may arise in regard to such offer, issue and allotment of equity shares, to finalize and execute all agreement(s), document(s), and writing(s) and to do all such acts, deeds and things in this connection and incidental as Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to be given approval there to expressly under the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc as may be necessary to give effect to the aforesaid resolution."

By order of the Board

**Place: Udaipur**

**Date:** 30<sup>th</sup> March 2015

**Registered Office:**

Village Kanpur

Dist. Udaipur - 313 003

(Vimal Tank)

**Company Secretary**

**M.No.:22370**

**Notes:**

1. A Member entitled to attend and vote at the Extra-Ordinary General Meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself/herself and the proxy/proxies need not be a Member of the Company. The proxies, in order to be valid, must be duly completed, stamped and signed and must reach the Company's Registered Office not less than 48 hours before the commencement of the meeting.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as his proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out in the notice, is annexed hereto.
3. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on any working day (Expect Sundays) between 11 A.M and 1 P.M upto and including the date of the Extra-ordinary General Meeting of the Company.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Extra-Ordinary General Meeting.
5. The Company is pleased to provide e-voting facility for its members to enable them to cast their votes electronically on all proposed resolution set forth in this notice.

The Voting period begins on 23<sup>th</sup> April, 2015 at 10.00 A.M to 25<sup>th</sup> April, 2015 at 06.00 P.M , During the period shareholders of the company, holding shares either in physical form or demat form as on the cut-off date 27<sup>th</sup> March, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> <p>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 serial number 1 then enter RA00000001 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the <b>Company</b> records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</p>

- (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.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 23<sup>th</sup> April, 2015 at 10.00 A.M to 25<sup>th</sup> April, 2015 at 06.00 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 27<sup>th</sup> March 2015, 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (D) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 27<sup>th</sup> March 2015.

- (E) Mr. Hemanshu Kapadia, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - (F) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - (G) The results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.reliancechemotex.com](http://www.reliancechemotex.com) and on the website of CDSL.
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(On letterhead of the Company with CIN)

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

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**ITEM NO 1:**

The Company had obtained the approval of the shareholders for the said preferential allotment of 1,90,000 (One lakh ninety thousand) Equity shares of the Company in its Extra-Ordinary General Meeting held on 20<sup>th</sup> March 2014. Subsequently it was observed by the Stock Exchange that disclosure under Regulation 73(1)(e) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 was not provided, inadvertently. Thereafter, the Management ratified the resolution by giving the missed disclosure in the Annual General Meeting held on 29<sup>th</sup> September 2014, however 1,90,000 equity shares were already allotted to M/s. A.S.Chemotex Private Limited on 31.03.2014 on preferential basis. Upon intimating Stock Exchange i.e. BSE Limited, the Company was informed that the Company will have to obtain a fresh resolution and the ratification resolution passed on 29.9.2014 will not be sufficient. Thus, even though the allotment of the equity shares is already done and forms are filed with ROC, to comply with the requirements of Stock Exchange and SEBI (ICDR) Regulations, 2009, the Company is obtaining fresh approval of the shareholders with the fresh pricing. Please note that the difference in the pricing shall be borne by the allottee.

Section 62 of the Act, provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the equity shares of the company in proportion to the capital paid-up on that date and in the manner laid down under Section 62(1) of the Act, unless the members in a general meeting decide otherwise by way of a Special Resolution. Furthermore, as per Section 42 of the Act, read with the Rules framed thereunder, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain the prior approval of the shareholders for each of the offers and invitations. In accordance with Sections 42 and 62 of the Act read with the Rules framed there under, approval of the Members is sought by way of a Special Resolution for the issue of upto 1,90,000 Equity Shares of the Company on preferential basis on the terms contained herein. Given below are the disclosures as required under the Rules:

**In view of Regulation 73(1) of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 & pursuant to Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, the disclosure relating to the preferential issue is as under:**

**(a) Objects of the issue**

The Members are aware that the Company had undertaken expansion at its existing plant at Village Kanpur, Udaipur, in the year 2008-2009 and 2009-2010 by adding another 12,480 spindles for which the Company had been granted financial assistance from IDBI Bank Ltd and State bank of India. However, while granting term loan, one of the conditions mentioned by IDBI Bank in its revised sanction letter dated 5th August, 2008 was that out of Rs. 8 Crores bought in by the Promoters & Promoter Group Companies as unsecured loans, 50% amount thereof will be converted into Equity Shares as per SEBI regulations/guidelines.

**(b)Intention of Promoters to subscribe to the offer**

To fulfill the condition mentioned in the preceding paragraph ,the Company has already issued 1,64,600 Equity Shares to a Promoter Group Company on Preferential/Private Placement basis during the year 2008-09 at a price of Rs.27/-per Equity Share (including premium of Rs.17/- per equity share) amounting to Rs. 44,44,200/- and 1,80,000 Equity Shares to another Promoter Group Companies during the year 2012-13 at a price of Rs.41/- per equity share (including a premium of Rs. 31/- per Equity Share) amounting to Rs. 73,80,000/- respectively. Now it is proposed to issue further 1,90,000 Equity shares of Rs 10/- each i.e. 5% of total issued Share Capital of the Company at a premium of Rs. \_\_\_ per equity share amounting to Rs.\_\_\_\_\_-/- determined 30 days prior to the date of the proposed Extra Ordinary General Meeting.

Therefore, your permission is sought to issue 1,90,000 Equity shares to the Promoter Group Company on Preferential/Private Placement basis during the financial year at a premium of Rs. \_\_\_/- per Equity share and Price of Rs. \_\_\_/-

**(c) Shareholding Pattern before and after the Preferential Allotment**

The pre issue and post issue shareholding pattern of the Company in format prescribed:

Sr. no.	Category	Pre-issue		Post-issue	
		No. of shares held	% of share-holding	No. of shares held	% of share-holding
<b>A.</b>	<b>Promoters holding:</b>				
1.	Indian:				
	Individual	586900	15.40	586900	14.67
	Bodies Corporate	1231179	32.30	1421179	35.51
	Sub-Total	1818079	47.70	2008079	50.18
2.	Foreign Promoters				
	<b>Sub-Total (A)</b>	<b>1818079</b>	<b>47.70</b>	<b>2008079</b>	<b>50.18</b>
<b>B.</b>	<b>Non-Promoters' holding:</b>				
1.	Institutional Investors	150	-	150	-
2.	Non-Institution:				
	Private Corporate Bodies	249117	6.53	249117	6.22
	Directors and relatives	-	-	-	-
	Indian Public	1685196	44.21	1685196	42.11
	Other (including NRIs)	59308	1.56	59308	1.49
	<b>Sub Total (B)</b>	<b>1993771</b>	<b>52.30</b>	<b>1993771</b>	<b>49.82</b>
	<b>GRAND TOTAL</b>	<b>3811850</b>	<b>100.00</b>	<b>4001850</b>	<b>100.00</b>

**(d) Time within which preferential allotment shall be completed:**

Statutorily, the offer, issue and allotment of 1,90,000 at a Premium of Rs \_\_\_/- per Equity Share of the Company to the Promoter group Company i.e M/s. A.S.Chemotex Pvt. Ltd. should be

completed within the prescribed period of fifteen days from date of passing of the said resolution or within fifteen days from the date of approval, if any, from any Regulatory Authority as may be required or necessary in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. However, as informed above, the allotment is already completed and this resolution is passed to comply with requirements of Stock Exchange.

**(e) Identity of natural persons who are ultimate beneficial owners of Equity Shares allotted and /or who ultimately control the allottee, the percentage of post preferential issue capital that is held by the allottee and change in control, if any, in the issuer, consequent to the preferential issue**

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares allotted and /or who ultimately control the allottee and the percentage of the post preferential issued capital that is held by the said allottee on fully diluted basis is given in the following table:

Name of the Allottee	Natural persons who are ultimate beneficial owners		% of the post preferential issue Capital
<b>A.S. Chemotex Private Limited</b>	<b>Name of the Natural Person</b>	<b>Percentage holding</b>	<b>of</b>
			4.75
	Mr. ShankerLal Shroff	6.67	
	Smt. Bimladevi Shroff	11.67	
	Mr. Sanjiv Shroff	10.17	
	Smt.Dipika Shroff	10	
	Mr. Rahul Shroff	0.17	
	Shanker Lal Sanjiv Shroff HUF	11.67	
	Sanjiv Shroff HUF	10	
	<b>Total Promoters Group</b>	<b>60.33</b>	
	Mr. Gaurishankar Rathi	1.67	
	Mr. Ankit Gupta	0.67	
	Mr. Mahesh Kumar Rahul Gupta	1.33	
	Smt.Suman Jain	0.5	
	Shri Vivek Jain	0.5	
	Smt. Anju Rastogi and Yashi Rastogi	3.33	
	Smt. Anchal Rastogi and Yashi Rastogi	3.33	
	M/s Anita Credit Pvt. Ltd	8.33	
	M/s JDM Financial Services Ltd	8.33	
	Mr. Nitin Sharma	11.67	
Smt. Rina Jain	0.01		
<b>Total outside Promoters</b>	<b>39.67</b>		

	<b>Group</b>		
	<b>Total</b>	<b>100</b>	

**(f) Management Control**

The proposed allotment on preferential basis, if made, will not result in any change in management or control of the Company as per the provision of SEBI (Substantial Acquisition and Takeover Regulations, 2011) and amendments thereof.

**(g) Undertaking**

The Management undertakes as under:

- i) That it shall re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2009 where it is required to do so;
- ii) That if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations, 2009, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees

**(h) Pricing**

The proposed price of Rs. [REDACTED]/-per Equity Share (including premium of Rs. [REDACTED] /- per Equity Share) as on relevant date is determined according to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended upto date.

**(i) Relevant Date**

As per Regulation 71(a), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended upto date, for the determination of the applicable price including premium for the issue of the above mentioned equity share is 30 days prior to the date of Extra ordinary General Meeting i.e. 31<sup>st</sup> March 2015.

**(j) Auditor's Certificate**

A copy of the certificate from M/s. G.P Kejriwal & Co, Statutory Auditors of the Company certifying that the issue of Equity Shares is being made in accordance with the SEBI's Regulation for preferential issues, being Chapter VII to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 shall be placed before the shareholders at the proposed Extra Ordinary General Meeting.

**(k) Lock in**

The specified securities allotted on preferential basis to promoter or promoter group and the same shall be locked-in for a period of three years from the date of allotment.

(l) During the financial year, the Company has allotted shares on preferential basis as under:

Name of the allottee	Date of allotment	No. of equity shares	Consideration (including premium)
Nil	Nil	Nil	Nil

**(o) Proposed allottees**

1,90,000 Equity Shares of Rs. 10/- each are proposed to be allotted to M/s A.S. Chemotex Pvt. Ltd., a Promoted group Company and post preferential issue it will be holding of 4.75% of the increased Equity Capital of the Company.

The following documents are available for inspection for Members at the registered office of the Company on any working day (Except Sundays) between 11 A.M and 1 P.M

1. A copy of the Certificate from M/s. G. P. Kejriwal & Co., Statutory Auditors of the Company, certifying that the issue of Equity Shares is being made in accordance with SEBI (ICDR) Regulations 2009 for Preferential issues
2. Pricing Certificate
3. A copy of sanction letter No.448/IDBI/MCG dated 5th August,2008 IDBI Bank
4. Other documents mentioned in the notice of the EGM

Your Directors therefore, recommend the above resolution for your approval as a special resolution

None of the Directors is in any way concerned or interested in the above resolution except Shri Shanker Lal Shroff ,Shri Sanjiv Shroff ,Shri Rahul Shroff, Shri Ameya Shroff ,Shri N.G Khaitan and Smt. Dipika Shroff being associated with the Promoter Group Company / Promoter Group

Apart from the above, no other Directors, Key Managerial Persons(KMPs) of the Company or any relatives of the directors shall be deemed to be concerned or interested in the proposed resolution in Item No. 1,except to the extent of shares held by any of them in the Company.

By order of the Board

**Place: Udaipur**

**Date:** 30<sup>th</sup> March 2015

**Registered Office:**

Post Box No. 73, Village Kanpur  
Distt. Udaipur - 313 003

Vimal Tank  
**Company Secretary**  
M.No : 22370