



NOTICE

Notice is hereby given that the 21st Annual General Meeting of the Members of RAJESH EXPORTS LTD will be held at the Guru Raja Kalyana Mantap, No 21, Crescent Road, Next to Karnataka Film Chamber of Commerce, (Near Shivanada Circle), Bangalore – 560 001, on 30–09-2015 at 11.30 AM, to transact the following business.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Financial Statements for the year ended 31st March 2015 as at that date together with the reports of the Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Prashant Mehta, who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for reappointment.
4. To appoint auditors and fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, (including any statutory modification(s) or re- enactment thereof for the time being in force) read with Schedule IV of the Act and Clause 49 of the Listing Agreement with the Stock Exchanges, the appointment of Ms. Vijaya Lakshmi (DIN- 07146096), who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act, as a Non-Executive Independent Woman Director of the Company, as recommended by the Nomination and Remuneration Committee and in respect of whom the Company has received a notice in writing u/s 160 of The Companies Act, 2013, from a member proposing her candidature for the Office of Director, for a term of five consecutive years with effect from March 31, 2015, whose office shall not be liable to retire by rotation, be and is hereby approved.”

6. To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification (s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. G. Shanker Prasad (DIN- 01673235) (already an Independent Director as per previous listing agreement and appointed as a Director retiring by rotation at the 21st Annual General Meeting of the Company), who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing from a Member proposing his candidature for the office of Director, pursuant to Section 160 be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years with effect from April 1, 2015, whose office shall not be liable to retire by rotation, be and is hereby approved.”

7. To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification (s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Y Venu Madhava Reddy (DIN- 02392373) (already an Independent Director as per previous listing agreement and appointed as a Director retiring by rotation at the 21st Annual General Meeting of the Company), who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing from a Member proposing his candidature for the office of Director, pursuant to Section 160 be and is hereby appointed as Independent Director of the Company

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to hold office for five consecutive years with effect from April 1, 2015, whose office shall not be liable to retire by rotation, be and is hereby approved.”

8. To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and Companies (Appointment & Remuneration of Managerial personnel) Rules, 2014 and subject to the requisite approval of the Central Government, if any required, the consent of the Company be and is hereby accorded to the appointment of Mr. Rajesh Mehta (holding DIN 00336457) {who also holds the position of Chairman of Rajesh Exports Limited(“REL”) and the consent of the Board of REL already been recorded and conveyed by REL to your company} as Chairman of the Company for a term of five years starting from February 1, 2015 on the terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty and power to the Board of Directors (hereinafter referred to as ‘the Board’ which expression shall also included the Nomination and Remuneration Committee of the Board), in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company.”

9. To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and Companies (Appointment & Remuneration of Managerial personnel) Rules, 2014 and subject to the requisite approval of the Central Government, if any required, the consent of the Company be and is hereby accorded to the appointment of Mr. Prashanth Mehta (holding DIN 00336417) {who also holds the position of Managing Director of Rajesh Exports Limited(“REL”) and the consent of the Board of REL already been recorded and conveyed by REL to your company} as Managing Director of the Company for a term of five years starting from February 1, 2015 on the terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty and power to the Board of Directors (hereinafter referred to as ‘the Board’ which expression shall also included the Nomination and Remuneration Committee of the Board), in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company.”

NOTES:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy so appointed need not be a member of the Company.
2. Proxy Forms, in order to be effective, should be lodged at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. Explanatory statement under Sec 102 of the Companies Act, 2013 is attached hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2015 till 30-09-2015.
5. Members holding shares in Physical form are requested to intimate the Change of Address and their Bank Account details such as Bank Name, Branch with address and Account No. for incorporating the same in dividend warrants



to the Registrars and Transfer Agents of the Company: M/s. S.K.D.C. CONSULTANTS LIMITED, Kanapathy Towers, 3rd Floor; 1391/A-1, Sathy Road, Ganapathy, Coimbatore 641006, quoting their respective Folio Number. Members holding shares in Demat form shall intimate the above details to their Depository Participants (DP's) with whom they have Demat Account.

6. Members seeking any information with regard to the accounts are requested to write to the Company 2 days in advance, so as to enable the Management to keep the information ready.
7. The Company has appointed Mr. Deepak Sadhu, Company Secretary in Practice, as Scrutinizer.
8. Members are requested to address their correspondence, including share transfer matters and change of address to:

S. K. D. C. Consultants Limited

Kanapathy Towers, 3rd Floor; 1391/A-1, Sathy Road, Ganapathy

Coimbatore - 641 006. (Phone: 0422 - 6549995; 2539835-836 Fax: 0422 2539837)

E-mail: info@skdc-consultants.com

INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 27, 2015 (9:00 am) and ends on September 29, 2015 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2015) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

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> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company are requested to use the first two letters of their name and the 8 digits of the folio number/ demat account number in the PAN field.• In case the Folio 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 Folio Number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the demat id / folio number in the Dividend Bank details field as mentioned in instruction (v).

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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN relevant to RAJESH EXPORTS LIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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.
- I. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT RELATING TO THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 5 of the Agenda:

Pursuant to the provisions of Section 149 of the Companies Act, 2013 (“Act”) and Clause 49 of the Listing Agreement with the Stock Exchanges, Listed Companies are required to appoint at least one Woman Director on the Board, within one year from the commencement of the Act i.e., 1st April 2014. In compliance with the aforesaid provisions, the Board of Directors of your Company at their meeting held on March 11, 2015 appointed Ms. Vijaya Lakshmi as a Non-Executive Independent Woman Director of the Company, as recommended by the Nomination and Remuneration Committee, for a period of five consecutive years from 30th March, 2015, subject to the approval of the Members at the Annual General Meeting. Ms. Vijaya Lakshmi has over 10 years of experience in the Human Resources. Ms. Vijaya Lakshmi has given declaration under Section 149 (7) of the Act declaring that she fulfills the conditions specified in Section 149(6) of the Act read with the Rules made thereunder for her appointment as Independent Director of the Company and is independent of the Management. Your Directors are of the opinion that the services of Ms. Vijaya Lakshmi will be of great value to the Company and accordingly, recommend the Ordinary Resolution for



approval of the Members.

Item No. 6 & 7 of the Agenda:

The Board of Directors of the Company ('the Board') at on the recommendation of the Nomination & Compensation Committee, recommended for the approval of the Members, the appointment of Mr. G. Shanker Prasad and Mr. Y Venu Madhva Reddy as Independent Directors of the Company in terms of Section 149 read with Schedule IV of the Companies Act, 2013('the Act') and any amendments thereto or modification thereof, as set out in the Resolutions to their respective appointment. Mr. G. Shanker Prasad and Mr. Y Venu Madhva Reddy are presently on the Board as Independent Directors, but were not specifically appointed under Section 149 of the Act. General Circular 14/2014 dated 9th June, 2014 of the Ministry of Corporate Affairs read with SEBI guidelines to Listed Stock Exchanges on Clauses 35, 36 and 49 now requires that the appointment of Independent Directors to be made expressly under the provisions of Section 149 of the Act. The requisite declaration under Section 149 (6) have been obtained from these directors. In the opinion of the Board, these two Independent Directors proposed to be appointed fulfils the conditions specified in the Act and rules made thereunder and that the proposed directors are independent of the management. In view of your Board, the continued association of Mr. G. Shanker Prasad and Mr. Y Venu Madhva Reddy with the Company as Independent Directors, and the rich experience they bring with them would benefit the Company. The Company has received from Mr. G. Shanker Prasad and Mr. Y Venu Madhva Reddy (i) consent in writing to act as Director in form No. DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in form No. DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, confirming his eligibility for such appointment and (iii) a declaration to the effect that he meets the criteria of Independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

Item No. 8 of the Agenda:

Rajesh Mehta, who is known for his impeccable skills, was instrumental in the efficient management of the Company. It may not be out of place to mention here that Mr. Rajesh Mehta, with his quest for excellence, uplifted the Company from a modest turnover to one that has entered the Multi Billion dollar club within a short span of time. In his tireless efforts and under his able Chairmanship, the Company achieved a prominent position among the Indian Corporates. The innumerable Awards that the Company continues to bag both from the Centre and the State Governments are the testimony to his caliber and unequivocal etiquette coupled with his business acumen. herefore, your Directors consider it inevitable and most advantageous to continue to receive the benefit of the expert advice and guidance of Mr. Rajesh Mehta as the Executive Chairman for the efficient functioning of the Company.

Remuneration:

Salary – Rs. 1, 19,988/- p.a.

Perquisites

- a. Free use of Company's car and driver.
- b. Leave Travel Concession for self and family, once in year.
- c. Children's Education Allowance, as per Income Tax Rules
- d. Reimbursement of medical expenses for self and family.
- e. Fees of clubs, subject to maximum of 2 clubs.
- f. Contribution to Provident Fund to the extent it is not taxable under Income Tax Act, 1961.
- g. Gratuity payable at a rate not exceeding half a month's salary, for each completed year of service.
- h. Encashment of leave at the end of the tenure.
- i. Personal Accident Insurance Premium, as per Income Tax Rules

Item No. 9 of the Agenda:

Mr. Prashant Mehta, who is well known for his manufacturing skills, was instrumental in setting up of a modern and most integrated facility for the manufacture of gold jewellery at Whitefield. He, along with Mr. Rajesh Mehta, paved a way for the setting up of a highly advanced Research and Development facility for the evolution of crafting of jewellery and for the development of new internationally accepted designs. Mr. Prashanth Mehta is also known for his excellent skills of managing the affairs of the Company. In the light of the above, your Directors consider it desirable and advantageous to continue to avail the services of Mr. Prashant Mehta in the interest of the Company's progress.

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Remuneration:

Salary – Rs. 1, 19,988/- p.a.

Perquisites

- Free use of Company's car and driver.
- Leave Travel Concession for self and family, once in year.
- Children's Education Allowance, as per Income Tax Rules
- Reimbursement of medical expenses for self and family.
- Fees of clubs, subject to maximum of 2 clubs.
- Contribution to Provident Fund to the extent it is not taxable under Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half a month's salary, for each completed year of service.
- Encashment of leave at the end of the tenure.
- Personal Accident Insurance Premium, as per Income Tax Rules

By the Order of the Board

Sd/-

Place : Bangalore
Date : May 28, 2015

RAJESH MEHTA
Chairman

Information of the Directors Seeking Re-Appointment at the 21st Annual General Meeting [As required under Clause 49 (VIII)(E) of the Listing Agreement]					
Name of the Director	Mr.Rajesh Mehta	Mr.Prashant Mehta	Mr.G. Shanker Prasad	Mr.V Venu Madhava Reddy	Ms.Vijaya Lakshmi
Date of Birth	20.06.1964	20.09.1962	06.07.1960	10.04.1970	31.01.1949
Date of Appointment	01.02.1995	01.02.1995	30.08.2001	30.08.2001	31.03.2015
DIN	00336457	00336417	01673235	02392373	07146096
Brief Resume of the Director	Promoter and Executive Chairman of the Company	Promoter and Managing Director of the Company	Independent Director	Independent Director	Independent Women Director
Relationship between directors	Brother of Prashant Mehta	Brother of Rajesh Mehta	Nil	Nil	Nil
Qualification and Expertise	II PUC Management of jewellery trade	BCom In charge of production Units.	PCS and Expertise in Company Law related matters	Expertise in Management and Administration	Expertise in Human Resources Department
Directorship held in other Companies	Rajesh Global Solutions Ltd	Rajesh Global Solutions Ltd	SME Development Center Gopichand Rohra & Associates P Ltd	Rajesh Global Solutions	Nil
Membership of Committee across other Companies, if any	Nil	Nil	Nil	Nil	Nil
Number of shares held on March 31, 2015	87964734	37140000	15000	Nil	Nil