



RELIANCE CHEMOTEX INDUSTRIES LIMITED

RCIL/SEC/18-19/
Dated: 20.08.2018

To,
BSE Limited
24 Pheroze Jeejeebhoy Tower,
Dalal Street,
Mumbai- 400 001

Sub: Notice of 40th Annual General Meeting – Disclosure under Regulation 30 of SEBI (Listing Regulations) 2015.

Dear Sir,

With reference to Regulation 30 of SEBI (Listing Regulations) 2015, we are enclosing herewith Notice of 40th Annual General Meeting to be held on Monday, 10th September, 2018 at 10:30 A.M. at Alka Hotel, Near Shastri Circle, Udaipur, Rajasthan – 313001.

This is for your information and necessary record.

Thanking You,
For Reliance Chemotex Industries Ltd

(Vimal Tank)
Company Secretary & Compliance Officer
M.No. 22370



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 FORTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FORTIETH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF RELIANCE CHEMOTEX INDUSTRIES LIMITED will be held at Alka Hotel, Near Shastri Circle, Udaipur on Monday 10th September, 2018 at 10:30 A.M to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend of Rs. 10/- per 10% Cumulative Preference Shares of Rs. 100/- each.
3. To declare a final dividend of Rs. 1/- per Equity Shares of Rs. 10/- each.
4. To appoint a Director in place of Mr. R.N. Sharma, (DIN: 00368947) who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **To consider continuous appointment of Mr. 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 Regulation 17(1A) of the 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 further to the approval granted by the Members in the 36th Annual General Meeting held on 29th September, 2014, approval of the Members be and is hereby granted for the continues appointment of Mr. K.L Sonthalia (DIN : 00899958) as a 'Non-Executive, Independent Director' of the Company up to 28th September, 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

6. **To consider continuous appointment of Mr. 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 Regulation 17(1A) of the 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 further to the approval granted by the Members in the 36th Annual General Meeting held on 29th September, 2014, approval of the Members be and is hereby granted for the continues appointment of Mr. Narayan Shroff (DIN : 05207412) as a 'Non-Executive, Independent Director' of the Company up to 28th September, 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. **To re-appoint Mr. Rahul Shroff (DIN: 02301693) 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 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with 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 Articles of Association of the Company and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals as may be applicable, the consent of the members of the Company, and based on the recommendation of **Nomination and Remuneration Committee**, be and is hereby accorded for the re-appointment of Mr. Rahul Shroff (DIN: 02301693) as the Whole-time Director of the Company designated as Executive Director with effect from 26th September, 2018 for a period of three years at an overall remuneration up to Rs. 10.00 Lakhs per month inclusive of all allowances and perquisites, as may be decided by the Board of Directors of the Company and on such other terms and conditions, as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof, 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.



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."

8. To ratify the remuneration of cost auditors for the financial year 2018-19.

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

"RESOLVED THAT pursuant to provisions of Section 148 and 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) the payment of the remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses at actual to M/s. N.N. & Associates, Cost Accountants (Firm Registration No. 2322) who was 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, 2019, 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** By order of the Board
Date : **13th August, 2018** For Reliance Chemotex Industries Limited

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

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 out under item no.(s) 5, 6, 7 and 8 above and relevant details of the directors seeking re-appointment under item no. 4, 5, 6 & 7 above as required by Regulation 26 (4) and 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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.

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.

2. 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 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 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. The Register of members and Share Transfer Books of the company will remain closed from 4th September, 2018 to 10th September, 2018 (both days inclusive) for annual closing and in connection with the payment of final dividend, if declared, for the financial year 2017-18.
 - B. Payment of Dividend for the Financial Year ended 31st March, 2018:
 - i. Final Dividend for Financial Year ended 31st March, 2018, as recommended by Board of Directors, if approved by the members at the AGM, will be paid on or after 14th September, 2018 to those members whose names appear on the Register of members as on the book closure date.
 - 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, email address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then automatically be rejected 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.
 9. In accordance with the amendments to regulation 40 of Listing Regulation, to be made effective w.e.f 5th December, 2018, 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. Such shareholders are also requested to dematerialize their physical holdings. 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 11.00 AM to 5.00 PM on all the working days excluding Saturdays hereof up to 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 AGM is available at the website of the company at www.reliancechemotex.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 5th September, 2018 (Cut-off date).
19. The notice of the meeting along with the Annual Report 2017-18 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 2017-18 are being sent by the permitted mode.
20. 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.
21. 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 Obligations and Disclosure Requirements) Regulations 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.
22. The Board of Directors has appointed CS Manoj Maheshwari, FCS 3355, Practising 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 40th AGM of the company.
The Voting period begins on Thursday, 6th September, 2018 at 10.00 AM and ends on Sunday, 9th September, 2018 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 5th September, 2018 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.
23. 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 and communicate to BSE Limited simultaneously.

24. 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 on the cut-off date i.e 10th August, 2018 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.
25. A Route map showing direction to reach the venue of the 40th 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.
26. 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.
27. All unclaimed dividend of Financial year FY 2009-10 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. Un claimed dividend of the FY 2010-11 will fall due for transfer to the said funds in due time. Those members who have not encashed their dividend for the Financial year 2010-11 are requested to claim it from company or Big shares Services private limited, the 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 shares transferred to IEPF Authority can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under IEPF rules.

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

- (i) The voting period begins on Thursday, 6th September, 2018 and ends on Sunday, 9th September, 2018. 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 Wednesday, 5th September, 2018 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] <ul style="list-style-type: none"> ▪ Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (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 RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (In dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (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 Thursday, 6th September, 2018 and ends on Sunday, 9th September, 2018. 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 Wednesday, 5th September, 2018, 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 & 6

Pursuant to sub-regulation (1A) of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment / continuation of appointment of any Non-Executive Director who has attained the age of 75 (Seventy Five) years.

The Members of the Company, at their 36th Annual General Meeting held on 29th September, 2014, granted approval for appointment of Mr. Kishori Lal Sonthalia (DIN : 00899958) & Mr. Narayan Shroff (DIN:5207412) as a "Non-Executive, Independent Director" of the Company for a term of 5 (five) years w.e.f. 29th September, 2014, up to 28th September, 2019, not liable to retire by rotation. Mr. Kishori Lal Sonthalia holds a degree of Commerce and having 40 Years of Industrial experience and Mr. Narayan Shroff, Commerce Graduate and having 40 Years of Industry experience. A brief resume of Mr. Kishori Lal Sonthalia and Mr. Narayan Shroff and their other details/disclosures under regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India also forms part of this Notice.

The Nomination and Remuneration Committee of the Board of Directors has recommended the continuation of Mr. Kishori Lal Sonthalia & Mr. Narayan Shroff as an "Independent Director" of the Company, considering his rich experience, expertise and valuable contribution made to the Board of Directors of the Company.

The Members are, therefore, requested to grant their approval by way of a Special Resolution for the continuation of appointment of Mr. Kishori Lal Sonthalia and Mr. Narayan Shroff as a "Non-Executive, Independent Director" of the Company upto 28th September, 2019, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set forth in Item No. 5 & 6 for approval of the Members.

Item No. 7

Mr. Rahul Shroff was appointed as the Executive Director of the Company for a period of 3 years with effect from 26.09.2015, with approval of the Members. The present term of Mr. Rahul Shroff comes to an end on 25th September, 2018. The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr. Rahul Shroff as Executive Director for a further period of 3 years, post completion of his present term in September 2018.

Mr. Rahul 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. Rahul Shroff satisfies all the conditions as set out in Section 136(3) of the Act and Part-II of Schedule V to the Act, for being eligible for his appointment.

A brief profile of Mr. Rahul Shroff, including nature of his expertise, is annexed with the notice in accordance with Regulation 36 (3) of SEBI (Listing Regulation).

In so far as the remuneration of Mr. Rahul Shroff, as Executive Director is concerned, the Members have by a Special Resolution at the AGM held on 12th September, 2016 approved the following maximum limits within which the authority has been delegated to the Board or Committee thereof to fix the remuneration of the Executive Director. The Terms of Remuneration are as under:



Name	Mr. Rahul Shroff
Designation	Executive Director
Basic Salary	From Rs. 2,65,000/- upto 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
Leave Travel Concession	For family and self, once in a year as per rules of the Company, but shall not exceed the 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.	

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 is in operation since 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 31.03.2018	(Rs. in lacs)
	Sales including other Income	28685.78
	Profit (before exceptional & extraordinary items & tax)	81.48
	Profit After Tax before other comprehensive income	259.77
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

Name	Mr. Rahul Shroff
Background Details	Mr. Rahul Shroff, Executive Director of the Company since 1 st August, 2010. 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 9 Years and has been associated with Textile Industry from Last 9 Years.
Past Remuneration paid during the year 2017-18	Rs. 71.11 Lakhs 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 power under supervision, control, direction of Managing Director. He focuses on streamlining the company's manufacturing processes with specific emphasis on lean ideologies, analytical reasoning and increased flexibility. He is responsible for the organization's increased exports and it's focus on diversifying into quality-conscious industrial and medical textile markets.
Remuneration proposed	Up to Rs. 10.00 Lakhs 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. Rahul 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. Ameya Shroff, Executive Director of the Company.

3. Other Information

Reasons of inadequate profit	The last year has been challenging due to twin headwinds in form of lingering effect of demonetization and a subdued economic environment caused by issues faced during implementation of the Goods and Services Tax (GST). The one-time implementation of the GST has led to a downturn in first half of the financial 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 bottomline.
Expected increase in the productivity and profits in measurable terms.	Looking to the Company's strong performance during the Financial Year 2017-18, The company is cautiously optimistic for 2018-19. The Company looking at modernisation of old ring frame and to continued focus on value-added products, consistent quality and versatile product mix and cost cutting will result in increased profit by 2% (approx.) of the revenue in the next 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 above are now being 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 Sl. Nos. 7, 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. 7 of the Notice for approval of the Members by means of Special Resolution

ITEM NO. 8

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, 2019.

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. 8 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2019. 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. 8 of the Notice. The Board recommends the Ordinary Resolution set forth in Item No. 9 of the Notice for approval of the members.

Place : Mumbai

Date : 13th August, 2018

By order of the Board
For Reliance Chemotex Industries Limited

Registered Office:

Village- Kanpur Post Box No. 73

Udaipur- 313003

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

Details of Director seeking appointment/re-appointment at the AGM (Pursuant to Regulation 26(4) and 35(3) of the Listing Regulation and Secretarial Standards -2 of General Meeting)

Name of Director	Mr. Rahul Shroff	Mr. R.N. Sharma	Mr. K.L. Sonthalia	Mr. Narayan Shroff
DIN	02301693	00368947	00899958	05207412
Date of Birth & Age	31.12.1986 32 Years	29.12.1947 71 Years	12.10.1937 81 Years	06.05.1937 81 Years
Date of Appointment on the Board	26-09-2015	09-04-2016	02-12-1987	14-02-2012
Qualification	Bachelor of Science in Management Science and Master of Engineering in Electrical Engineering and Computer Science	Bachelor's degree in Textile technology from TIF	Commerce Graduate	Commerce Graduate
Experience and Expertise	9 years of experience in the Textile Industry.	46 years' experience in the textile industry.	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. 7 of Notice of AGM.	Appointed as Non-Executive Director. liable to retire by rotation.	Appointed as Non-Executive/Independent Director. liable to retire by rotation.	Appointed as Non-Executive/Independent Director. liable to retire by rotation.
Number of Meeting attended during the year	4	2	4	2
Relation between Director inter se	Related to Mr. Sanjiv Shroff, Mr. Ameya Shroff, Mrs. Dipika Shroff & Mr. N.G. Khaitan	Mr. R.N. Sharma 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. 71.11 Lakhs	Sitting Fees of Rs. 26000/-	Sitting Fees of Rs. 70500/-	Sitting Fees of Rs. 33000/-
No. of Shares held in the Company	Nil	50 shares	200 shares	50 shares
List of Directorship held in the Public Companies as on 31.03.2018	1. Indo Textile & Fibres Limited 2. Sunrise Cotton Industries Limited	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 40th Annual General Meeting of the Company to be held on Monday, 10th day of September, 2017 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 year ended March 31,2018, together with reports of the Board and Auditors thereon.		
2	To declare a Final Dividend of Rs. 10/- per 10% Cumulative Redeemable Preference Shares of Rs. 100/- each.		
3	To declare a Final Dividend of Rs. 1/- per Equity Shares of Rs 10/- each.		
4	To Appoint a Director in place of Mr. R.N. Sharma, who retires by rotation, and being eligible, offer himself for re-appointment.		
5.	To Consider the Continuous appointment of Mr. Kishori Lal Sonthlia as an Independent Director of the company		
6.	To Consider the Continuous appointment of Mr. Narayan Shroff as an Independent Director of the company		
7.	To re-appoint Mr. Rahul Shroff (DIN: 02301693) as Executive Director of the company		
8.	Ratification of Remuneration to the Cost Auditors		

** 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.