



NOTICE

Notice is hereby given that the **29thAnnual General Meeting** of the members of **Raj Rayon Industries Limited** will be held on Friday, September 30, 2022 at 11.00 a.m. through Video Conferencing / Other Audio Visual Means ("VC" / "OAVM") Facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2022 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' and the Auditors' thereon and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. To appoint a Director in place of Ms. Sapna Rajkumar Agarwal (DIN: 00437469) who retires by rotation and, being eligible, offers herself for re-appointment as Director, and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Sapna Rajkumar Agarwal (DIN: 00437469), Director of the Company, who retired by rotation and being eligible, had offered herself for reappointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation."

3. **APPOINTMENT OF BAGARIA & CO. LLP CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NO - 113447W/W-100019701) AS STATUTORY AUDITORS UNDER CASUAL VACANCY**, and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139(8) and 142 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or enactment thereof for the time being in force) Bagaria & Co. LLP Chartered Accountants (Firm Registration No -113447W/W-100019701), Mumbai be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. MKPS & Associates Chartered Accountant (Firm Registration No.: 302014E) and will hold office till the conclusion of 30th Annual General Meeting of the Company for the FY 22-23.

RESOLVED FURTHER THAT Bagaria & Co. LLP Chartered Accountants (Firm Registration No -113447W/W-100019701), Mumbai have confirmed their eligibility to be appointed as Statutory Auditors in terms of provisions of Section 141 of the Act and Rule 4 of the Rules



and having a valid certificate issued by the Peer Review Board of Institute of Chartered Accountants of India (ICAI) at a remuneration as may be fixed by Board of Directors of the Company in consultation with the said Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

SPECIAL BUSINESS:

4. RATIFICATION OF REMUNERATION TO COST AUDITORS:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 148(3) and other applicable provisions 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 remuneration payable to M/s. C. Sahoo & Co., Cost Auditor appointed by the Board of Directors on the recommendation of the Audit Committee as Cost Auditor to conduct the audit of the cost records of the company for the financial year ending 31st March, 2023 amounting to Rs. 1,00,000/- plus out of cost expenses, and tax as applicable be and is hereby ratified."

5. RATIFICATION AND CONTINUATION OF APPOINTMENT OF PROF. RAMESH CHANDRA AGARWAL (DIN: 09364549) AS AN INDEPENDENT DIRECTOR

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 provisions of Section 149, 150, 152 read with schedule IV and read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 16, 17, 17(1A) and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, the appointment of Prof. Ramesh Chandra Agarwal (DIN: 09364549) as an Independent Director for a period of five years w.e.f. 19th October, 2021 made pursuant to the 'Resolution Plan' submitted by SVG FASHIONS PRIVATE LIMITED (Resolution Applicant (RA)), as approved by the National Company Law Tribunal, Ahmedabad Bench ("NCLT") via order clause No. 5 (VII) dated 5th October, 2021 be and is hereby ratified and approved for continuation of his appointment on attaining the age of 75 years in the month of June, 2022 by the members of the Company."



6. RATIFICATION OF APPOINTMENT OF MR VINODKUMAR BAJRANGLAL DALMIA (DIN.: 03018994) AS AN INDEPENDENT DIRECTOR FOR TERM OF FIVE YEARS

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 provisions of Section 149, 150, 152 read with schedule IV and read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 16 and 17 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, the appointment of Mr. Vinodkumar Bajranglal Dalmia (DIN.: 03018994) as an Independent Director for a period of five years w.e.f. 19th October, 2021 made pursuant to the ‘Resolution Plan’ submitted by SVG FASHIONS PRIVATE LIMITED (Resolution Applicant (RA)), as approved by the National Company Law Tribunal, Ahmedabad Bench (“NCLT”) via order clause No. 5 (VII) dated 5th October, 2021 be and is hereby ratified and approved by the members of the Company.”

7. RATIFICATION OF APPOINTMENT OF MR. KAILASHNATH JEEVAN KOPPIKAR (DIN: 03195681) AS AN INDEPENDENT DIRECTOR FOR TERM OF FIVE YEARS

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 provisions of Section 149, 150, 152 read with schedule IV and read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 16 and 17 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, the appointment of Mr. Kailashnath Jeevan Koppikar (DIN: 03195681) as an Independent Director for a period of five years w.e.f. 7th February, 2022 made pursuant to the ‘Resolution Plan’ submitted by SVG FASHIONS PRIVATE LIMITED (Resolution Applicant (RA)), as approved by the National Company Law Tribunal, Ahmedabad Bench (“NCLT”) via order clause No. 5 (VII) dated 5th October, 2021 be and is hereby ratified and approved by the members of the Company.”

8. RATIFICATION OF APPOINTMENT AND APPROVE REMUNERATION OF MR. RAJKUMAR SATYANARAYAN AGARWAL (DIN: 00395370) AS MANAGING DIRECTOR OF THE COMPANY:

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 provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Rajkumar Satyanarayan Agarwal (DIN: 00395370), be and is hereby appointed as the as Managing Director (‘MD’) of the Company for a period of Five years commencing from October 19, 2021 made pursuant to the ‘Resolution Plan’ submitted by SVG FASHIONS PRIVATE LIMITED (Resolution Applicant (RA)), as approved by the National Company Law Tribunal, Ahmedabad Bench (“NCLT”) via order clause No. 5 (VII) dated 5th October, 2021 on the remuneration and on such terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Rajkumar Satyanarayan Agarwal be and is hereby approved and ratified by the members of the Company:

I. Tenure of appointment

For a period of Five years commencing on October 19, 2021 to October 18, 2026.

II. Nature of Duties

The MD shall devote his whole time and attention to the business of the Company and exercise such powers and carry out such duties as may be entrusted to him by the Board from time to time, subject to superintendence, control and direction of the Board in and in the best interest of the business of the Company and the business of any one or more of its subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such subsidiaries or any other executive body or any committee of such company.

III. Remuneration

All inclusive salary of Rs. 1,00,000/- p.m. ***(for a period of Three years w.e.f 19.10.2021 pursuant to schedule V)*** which includes all benefits and reimbursements as may be permitted under the applicable tax laws.

IV. Performance Incentive

As may be determined by the Board or its Committee thereof in each year.

V. Reimbursement

On actual basis

VI. Perquisites



- a. Medical insurance coverage for self and family as per the rules of the Company.
- b. Preventive medical check-up for self as per the policy of the Company.
- c. Term Insurance Policy as per policy of the Company.
- d. Employees Stock Options – As may be decided by the Nomination & Remuneration Committee / Board of Directors from time to time.

VII. Other benefits

- a. Company shall provide a car with driver for official use and all expenses relating to fuel, maintenance and driver will be reimbursed on actual basis.
- b. Company shall provide mobile and telephone facility at office.

VIII. Other terms and conditions

- a. The terms & conditions of the appointment of MD may be altered and varied from time to time by the Board of Directors of the Company as it may, in its absolute discretion deem fit, so as not to exceed the limits as specified in Schedule –V of the Companies Act, 2013 or any amendments made hereafter.
- b. The appointment may be terminated by giving three months' notice on either side or payment in lieu of notice.
- c. The employment of MD may be terminated by the Company without notice or payment in lieu of notice:
 - i. if the MD is found guilty of any gross negligence ,default or misconduct in connection with or affecting the business of the Company ; or
 - ii. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the MD of any of the stipulations contained in the appointment letter to be issued by the Company to the MD; or
 - iii. in the event the Board expresses its loss of confidence in the MD.
- d. In the event the MD is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- e. Upon the termination by whatever means of the MD 's employment:
 - i. The MD shall immediately tender his resignation from office held by him in any subsidiaries companies and other entities without claim for compensation for loss of office;



- ii. The MD shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries.
- f. He shall not be paid any sitting fee for attending the meetings of Board of Directors or Committee thereof.
- g. He shall abide by the Code of Conduct applicable to the Board Members of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. Rajkumar Satyanarayan Agarwal, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013;

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

9. RATIFICATION OF APPOINTMENT AND APPROVE REMUNERATION OF MR. SANDIIP SATYANARAYAN AGARWWAL (DIN:00395348) AS CFO AND WHOLE TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 196, 203 and other applicable provisions of Companies Act, 2013 (including corresponding provisions, if any of the Companies Act, 1956) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) as amended from time to time, the appointment of Mr. Sandiip Satyanarayan Agarwwal (DIN:0039 5348) as CFO of the Company w.e.f. October 19, 2021 and Whole Time Director w.e.f 7th February, 2022 for a term of five years made pursuant to the ‘Resolution Plan’ submitted by SVG FASHIONS PRIVATE LIMITED (Resolution Applicant (RA)), as approved by the National Company Law Tribunal, Ahmedabad Bench ("NCLT") via order clause No. 5 (VII) dated 5th October, 2021 on the remuneration and on such terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Sandiip Satyanarayan Agarwwal be and is hereby approved and ratified by the members of the Company:

Terms of Appointment:



1. Compensation of Rs. 1,00,000/- (Rupees One Lakhs Only) per month (**for a term of Three Years**) The compensation as mentioned above shall be inclusive of all perquisites, benefits, contribution to provident fund, allowances and reimbursements. Income Tax or any other statutory deductions will be made at source.
2. Tenure: 5 years w.e.f 7th February, 2022 to 6th February, 2027.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. Sandiip Satyanarayan Agarwal, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013;

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

10. RATIFICATION OF APPOINTMENT OF MRS. SAPNA RAJKUMAR AGARWAL (DIN: 00437469) AS NON-EXECUTIVE WOMAN DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of section 260 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 2013 and in accordance with the provisions contained in the Articles of Association of the Company read with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other laws/statutes as applicable regarding a Woman Director on the Board of the Company, the appointment of Mrs. Sapna Rajkumar Agarwal (DIN.: 00437469) as a Director of the Company, liable to retire by rotation, made pursuant to the 'Resolution Plan' submitted by SVG FASHIONS PRIVATE LIMITED (Resolution Applicant (RA)), as approved by the National Company Law Tribunal, Ahmedabad Bench ("NCLT") via order clause No. 5 (VII) dated 5th October, 2021 be and is hereby ratified by the members of the Company.

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

11. APPROVAL OF RELATED PARTY TRANSACTION:

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 provisions of Section 188(1) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and in accordance with the provisions of Regulation 23 of the



Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as per Omnibus approval of the Audit Committee of the Company, consent be and is hereby accorded to the Company for entering into any contract / arrangement / transactions with SVG Fashions Private Limited (SVG) – up to Rs. 900 Crs , Rajwada Silk Mills LLP- up to 5 Crs, Binaykia Synthetics Ltd- up to Rs. 5 Crs , Deepak Synthetics Pvt Ltd – up to Rs. 5 Crs, Venkateshwar Udyog & Finance Private Limited – up to Rs. 5 Crs , for a period from October 01, 2022 to September 30, 2023, as detailed in the explanatory statement and conditions as may be decided by the Board of Directors of the Company

RESOLVED FURTHER THAT the Board of Directors of the Company ('the Board', which term shall be deemed to include the Audit Committee) be and is hereby authorised to perform and execute all such acts, deeds, matters and things, including delegation of all or any of the powers conferred herein, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto, and also to settle any issue, question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable, subject to compliance with the applicable laws and regulations, without the Board being required to seek any further consent / approval of the Members."

12. BORROWING IN EXCESS OF PAID- UP CAPITAL & FREE RESERVES:

To consider and, if thought fit, to pass with or without modification(s), the following resolution **as a Special Resolution:**

"RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company at 21st Annual General Meeting of the Company held on 30th September, 2014 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 ("the Act"), or any statutory modification or re-enactment thereof, the Board of Directors of the Company (hereinafter referred to as the "Board" and shall include duly constituted Committee(s) thereof) is hereby authorised to borrow from time to time as it may think fit, by way of loans or any other financial facilities from, or issue of bonds, debentures or other securities whether convertible into equity/preference shares and/or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity/preference shares to, bank(s), financial or other institution(s), mutual fund(s), non-resident Indians, foreign institutional investors or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.4,000 Crores (Rupees Four Thousand Crores).



RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds matters and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolutions.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

13. MORTGAGE / CREATE CHARGE ON THE ASSETS OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification(s), the following resolution **as a Special Resolution:**

"RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company at 21st Annual General Meeting of the Company held on 30th September, 2014 and pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act 2013 ("the Act"), or any statutory modification or re-enactment thereof, consent of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee thereof as may be authorized by the Board of Directors for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the movable and / or immovable properties of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/investment institution(s), bank(s), insurance Company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the debentures, loans or finance and other credit facilities availed by the Company up to a sum not exceeding Rs.4000 Crores (Rupees Four Thousand Crores).

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof as may be authorized by the Board of Directors be and is hereby authorized to finalise the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of the immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board of Directors for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution."

14. DELETION OF THE OTHER OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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 provisions of section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), consent of the Members be and is hereby accorded for deleting the Other Objects Clauses i.e. III(C) 56 to III(C) 87 of the Memorandum of Association of the Company.



RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary and expedient, including filing the requisite E-forms with Ministry of Corporate Affairs, submission of documents with any regulatory authorities for giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto.”

15. SUBSTITUTION OF HEADINGS, SUB HEADINGS AND REFERENCES IN MEMORANDUM OF ASSOCIATION

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 provisions of section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), consent of the Members be and is hereby accorded for:

Renaming the Clause III (A) and III (B) of the Memorandum of Association (MOA) of the Company, as under:

Clause III (A) – The objects to be pursued by the Company on its incorporation are:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

Amending the heading of the MOA of the Company by replacing the words “Companies Act, 1956” with “Companies Act, 2013.”

RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary and expedient, including filing the requisite E-forms with Ministry of Corporate Affairs, submission of documents with any regulatory authorities for giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto.”

16. AMENDMENT OF THE LIABILITY CLAUSE OF MEMORANDUM OF ASSOCIATION

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 provisions of section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), consent of the Members be and is hereby accorded for altering the Clause



IV of the Memorandum of Association of the Company by replacing the existing Clause IV with the following new Clause IV:

IV. "The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them."

RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary and expedient, including filing the requisite E-forms with Ministry of Corporate Affairs, submission of documents with any regulatory authorities for giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto."

17. AMENDMENT OF THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION OF MEMORANDUM OF ASSOCIATION

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 provisions of section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), consent of the Members be and is hereby accorded for substituting existing Clause III (A) "the Objects to be pursued by the Company on its incorporation" of the Memorandum of Association of the Company with the following new objects specified in Clause III (A)":

Clause III (A)

1. To carry on the business of whether by wholesale or retailer as, buyers, sellers, exporters, importers, merchandisers, traders, coordinators, distributors, agents, brokers, stockists, commission agents, auctioneers, trustees, forwarders, dealers, concessionaires, processors, reproducers, tanners, dressers, weavers, dyers, jobbers, contractors, spinners, knitters, combers, manufacturers, producers, assemblers, finishers, packers, processors, texturisers, retailers, wholesalers, suppliers, representatives, sub agents, inquiry agents, publicity and advertising agents in India and abroad of all kinds of apparels, dresses, clothers, outfits, garments, textiles, fabrics, yarns, fibbers, silk, cotton, hemp, jute, linen, fibbers, woollens, acrylic, viscose, waste, silks, hemp, linen, suiting, shirting dress materials corduroy, carpet, blankets, curtains, ribbons, towels, handkerchiefs, scarves, tapestry, shawls, ready-made garments, leather wears, leather goods, shoes, wearing apparels, neck-ties, gloves, overcoats, rain coats, rugs, cosmetics, wigs, sweaters, knitwears, hosiery goods, under garments, dresses, embroideries, plastics, rubbers, canvas goods, village industries, cottage industries, home industries, handicrafts, brasswares, handlooms, antiques, decorators, knitwears, hosiery, shoes, wearing apparels, dress material, umbrellas, mufflers, chesters, nets, socks, hats, belts, caps, bags, purses, sports goods, varity bags, buttons, zips, fasteners, buckles, cuff-links, pipings, borders, lining, supports, attachments, pads, hooks,



accessories and tools, trims, synthetic polyester, polyethylene, polypropylene, silk, artificial silk, wool silk and other material and all fibres, synthetic artificial & natural fibbers, nylon, rayon, jute and any other fibbers or fibrous materials textiles substance allied product, by-products and substitutes for all or any of them and to treat and utilize any waste arising from any such manufacture production or process and blends and mix thereof and to deal in all kinds of natural/manmade fibres and manmade fibre yarns of all kinds, manmade fibre cords of all kinds and manmade fibre fabrics of all kinds, mixed with or without mixing, synthetic blends with natural or manmade materials fibres like woolen, cotton, metallic or any other fibres of vegetable, mineral or animal origin, manufacturing such manmade fibres and manmade fibre products of all description and kinds with or without mixing fibres of other origin as described above, by any process using petrochemicals of all description or by using vegetable or mineral oils or products of all description required to produce such natural or manmade fibres, polyesters, polimide, acrylic, polynetic, polyacrylic, or any other substance, suiting, shirtings, Home Decor Fabric Furnishing such as Muslin, Linen and Khadi -Textured, Viscose Crepe Silk, Satin, Bagh Cotton or Maheshwari Silk, Cotton Ikat, Chanderi etc. and dress materials including the preparation of dyeing or coloring of any of the said substances and artificial silk, rayon, nylon or any similar substance, composite textile mills handlooms or power looms.

2. To carry on the trades or business of spinner, knitters, doubling, weavers, ginner, pressers, balers of silk, combing, scouring, sizing, bleaching, coloring, dyeing, printing, texurising, twisting, and finishing, working or manufacturing in whatever way, linen manufacturers of cotton, synthetic, wool, silk, flax, hemp, jute, artificial silk, rayon, terylene, doubling of yarns, nylon, terene, decron, staple fibres and other suitable fabrics, fibers or textile substances, whether animal, vegetable or mineral in any state and whether similar to the foregoing substances or not and to treat and utilize and deal in any waste arising from any such operations, whether carried out by the company or otherwise and also of makers of vitriol and of bleaching, dyeing and finishing materials and the buying, selling and dealing in all or any of the aforesaid substances. To do embroidery weather by machine or handmade on all types of embroidery fabrics as per the customers' requirements.
3. To buy, contract for, sell or send for sale in the whole world, cotton, waste, droppings, fly, silk, wool, jute, hemp and other fibrous articles; to deal in all materials and things necessary or useful for dyeing, printing and bleaching purposes and generally to deal in all or any of the fabrics, articles and things and to generate, consume, purchase, sell, supply and distribute electricity by erection/installation of wind or hydel or thermal or solar or atomic or any other sources in India or elsewhere;

RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary and expedient, including filing the requisite E-forms with Ministry of Corporate Affairs, submission of documents with any regulatory authorities for giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto."



18. SUBSTITUTION OF CLAUSE III (B) “THE MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)” OF THE MEMORANDUM OF ASSOCIATION

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 provisions of section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), consent of the Members be and is hereby accorded for substituting Clause III (B) “the Matters which are necessary for furtherance of the objects specified in Clause III (A)” by deleting existing Clause III(B)3 to III(B)55 of the Memorandum of Association of the Company and inserting new Clause III (B) 1 to III (B) 25 as mentioned below:

Clause III (B)

1. To attain the main Object, to purchase such thing or articles as may be required.
2. To negotiate and/or enter into agreements and contracts with individuals, companies, corporations, and other organizations, foreign or Indian for obtaining or providing technical, financial, or any other assistance for carrying out all or any of the objects of the Company, and also for the purpose of activating research, development of manufacturing projects on the basis of know how and/or financial participation and for technical collaboration and to acquire or provide necessary formulas, patent rights etc. for furthering the objects of the Company.
3. To register, apply for purchase or otherwise acquire, sell, let or grant or true to account any patents, trademarks, designs, letters or patents, concessions, licenses, invention, rights and privileges, subject to royalty or otherwise and whether exclusive or non-exclusive or limited, or any part interest therein, and to manufacture and produce and trade and in all machinery, plant, articles appliances and things capable of being manufactured, produced or traded in by virtue of or in connection with any such patents, trademarks, designs, letter patents, licenses inventions, rights or privileges, as aforesaid for the attainment of the main objects.
4. To amalgamate with any Company or Companies having objects altogether or in part similar to those of this Company or any other company, subject to the provisions of Section 391 to 394 of the Companies Act, 1956.
5. To construct, purchase, hire, let, acquire, maintain, alter enlarge, buy or sell any lands, buildings, workshops, offices, mills, plants, machinery, furniture and fixtures, godowns, laboratories and other property assets (movable and/or immovable), rights and effects of any description for the main objects.



6. To acquire or enter into any arrangement with from any Government, State or Authority, license, concessions, grants, decree, rights, powers and privileges or other form of statutory or official authority whatsoever, which may seem to the Company capable of being turned to account for its purposes and to hold, use, explore, survey, cultivate, work manage, improve develop and turn to account the same and to lease, mortgage, sell abandon, deal with or otherwise dispose of any part thereof.
7. To grant annuities, persons allowances, donations, provident fund, stock options, gratuities and bonus to any employees (including Directors and ex- Directors) of the Company or the relations, connections or dependents of any such persons and to establish or support associations, institutions or non-political bodies, clubs, schools, funds, schemes and trusts, (religious, scientific, educational, provident or otherwise) which may be considered and calculated to benefit any such persons or otherwise advance the interests of the Company or of its members and to establish and contribute any scheme for the purpose by trustees of shares in the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees and to support or subscribe to any charitable objects and institutions and to clubs, societies of funds.
8. To employ experts and consultants to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights for the attainment of the main objects to remunerate any person Consultant or Company for services rendered or promotion of the Company or the conduct of its business.
9. To borrow or raise or secure moneys for the purpose of financing the business of the Company in such manner as the Company shall think fit and in particular by the creation, execution grant or issue of any mortgage debenture stocks or bonds (perpetual or otherwise) either at par, premium or discount and either redeemable or irredeemable, secured upon all or any part of the undertaking rights and properties of the Company, Present and future, including its uncalled capital of the called but unpaid capital of the Company and to purchase, redeem, pay off or satisfy such securities subject to the Act and Banking Regulation Act, 1949 and directives issued by Reserve Bank of India.
10. To acquire by purchase lease, concession, grant, licence or otherwise such lands, buildings, minerals, mines, waterworks, plant, machinery, stock-in-trade, stores, rights, privileges, easements and other property as may from time to time be deemed necessary for carrying on the business of the Company, and to build or erect upon any land of Company how-so-ever acquired such factories, workshops, warehouses, offices, residences and other buildings, and to erect such machinery and construct such roads, ways, branches or sidings, bridges, reservoirs, water courses, hydraulic works and other works and conveniences.
11. To make any loan to any person, to receive money, securities or valuable on deposit at interest or otherwise from persons having dealing with the company or not on any



terms whatsoever, and provided the Company shall not carry on the business of banking as defined under the Banking (Regulations) Act, 1949, and the granting of such loans shall not tantamount to carry on of banking business, subject to the provision of the Act, and Direction issued by the R.B.I.

12. To finance, enter into partnership or into any arrangement including the promotion of companies or establishment of firms either in India or in any other country abroad for sharing profits, interests, co-operation, joint venture or reciprocal concession, with any person, firm or company in India or in any other country abroad, carrying on or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in.
13. To open any kind of account in any Bank and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, warrants, debentures and other negotiable or transferable instruments.
14. To establish, provide, maintain and conduct or otherwise subsidise research laboratories, and experimental workshops, for scientific and technical researches, experiments and tests of all kinds, to promote studies and researches, both scientific and technical, investigations and inventions, by providing, subsidising, and endowing or assisting laboratories, workshops, libraries, lecture, meetings, and conferences and by providing or contributing to the award of scholarships, prizes and grants to students or otherwise generally to encourage, promote and reward studies, researches, investigations, experiments, texts and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.
15. To support, donate, contribute or subscribe to any charitable, benevolent or public object or any other general or useful object or any institution, society or club or any other body or to any other object which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company has business connection and to give or award pensions, annuities, gratuities and super annuities or other allowances or benefits or charitable aid to any persons who are have been Directors of or who are or have been employed by or who are serving or have served the company and to the wives, children and other relatives and dependents of such persons or to make payment towards insurances and to set up, establish, support and maintain super annulation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such person or persons, and their wives, widows, children and other relatives and dependents, but not intended to serve any political Cause or purpose.
16. To send out to foreign countries, Directors, employees or any other persons for investigating the possibilities of any business or trade, for procuring and buying any machinery or establishing trade connections or in promoting the interest of the company and to pay all expenses incurred in this connection and to establish branches, local register or to establish any firm or firms or promote any company or companies at places in or outside India as may be thought fit by the Company.



17. To sell or dispose of the undertaking of the Company or any part thereof in such manner and for such considerations as the Company may think fit, and in particular for shares (fully or paid up), debentures, debenture stock or securities of any other company, whether promoted by this Company for the purpose or not and to improve, manage, develop, exchange, lease, dispose of turn to account or otherwise deal with all or any part of the property and rights of the Company.
18. Subject to the provisions of Section 52 of the Companies Act, 2013 to place, to reserve or to distribute as dividend or bonus among the members or otherwise to apply as the Company may from time to time think fit, any money's belonging to the Company including those received by way of premium on shares or debentures issued by the Company at a premium and moneys arising from the reissue of the Company's forfeited shares.
19. To act as agents, subagents, commission agents, representatives, merchants, traders, stockists, sales, organisers for any person, firm or corporation as deemed necessary for fulfilment or any of the objects specified herein above.
20. To appoint trustees (whether a person, firm or a Company) to held securities on behalf of and to protect the interest of the Company and to establish trusts.
21. To give publicity to the business and products of the company and its constituents and associates, and popularise brands in India and foreign markets by means of advertisements in the press, pamphlets, handbills, circulars advertisement real, posters, cinema slides, on radio or television, by publication of books, periodicals and magazines, by purchase and exhibition of works of art, by granting rewards, prize and donations and by other suitable means.
22. To institute and to defend any suit, appeal, application for review or revision or any other application of any nature whatsoever, to take out executions, to enter into agreements, to refer to arbitration and to enforce and where need be to contest any award and for all such purposes to engage or retain counsels, attorneys and agents and when necessary to remove them.
23. To appoint Directors and Managers in the company and in any subsidiary Company or any other Company in which this Company is or may be interested. To pay the remuneration, sitting fees as per the applicable laws and regulation.
24. To enter into arrangement, to take all necessary or proper steps with Governments or with other Authorities Imperial, Supreme, National and Local Municipal or otherwise of any place to which the company may have interests and to carry on any negotiation or operations for the purpose of directly or Indirectly carrying out the objects of the company or effecting any modification in the constitution of the company or furthering the interest of its members and to make representations against any such steps taken by any other company firm or person which may be considered likely directly or



Indirectly to prejudice the interests of the company or its members and to assist the promotion of, whether directly or indirectly any legislation which may appear to be in the interest of the company and to make representation against and resist whether directly or indirectly, any legislation which may seem disadvantageous to the Company, any charters, contracts, decrees rights, loans privileges or concessions which the company may think desirable to obtain and carry out or exercise and comply with the same.

25. To do all or any of the above things directly or indirectly to enhance the value of any of the company's property and rights for the time being, and/or as may appear to the directors to incidental or conducive to the attainment of the above objects or any of them in any part of the world as principal, agents, contractors, or trustees or otherwise and by or through trustees, agents, or otherwise either alone or in conjunction with others.

RESOLVED FURTHER THAT any one of the Directors and Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary and expedient, including filing the requisite E-forms with Ministry of Corporate Affairs, submission of documents with any regulatory authorities for giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto."

19. RECLASSIFICATION OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution **as an ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for reclassification of the Authorised Share Capital of the Company by cancellation of unissued shares of one class i.e Non- Cumulative preference Shares of Rs. 100/- each and increase in shares of another class i.e in equity shares Re. 1/- each from existing Rs. 86,00,00,000/- (Rupees Eighty Six Crore only) divided into 56,00,00,000 (Fifty Six Crore Equity Shares of Re. 1/- (Rupee One only) each ; 1,00,000 Compulsory Convertible Preference Shares (CCPS) – Class – A of Rs. 100/- each; 25,00,000 Compulsory Convertible Preference Shares (CCPS) – Class – B of Rs. 100/- each and 4,00,000 Non- Cumulative preference Shares of Rs. 100/- each to Rs. 86,00,00,000/- (Rupees Eighty Six Crore only) divided into 60,00,00,000 (Sixty Crore Equity Shares of Re. 1/- (Rupee One only) each ; 1,00,000 Compulsory Convertible Preference Shares (CCPS) – Class – A of Rs. 100/- each and 25,00,000 Compulsory Convertible Preference Shares (CCPS) – Class – B of Rs. 100/- each ranking *pari passu* in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.



RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V(a) of the Memorandum of Association of the Company by substituting in its place and stead the following:-

“V (a). The Authorised share capital of the Company is Rs. 86,00,00,000/- (Rupees Eighty Six Crore only) divided into 60,00,00,000 (Sixty Crore Equity Shares of Rs. 1/- (Rupee One only) each ; 1,00,000 Compulsory Convertible Preference Shares (CCPS) – Class – A of Rs. 100/- each; 25,00,000 Compulsory Convertible Preference Shares (CCPS) – Class – B of Rs. 100/- each.”

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

By order of the Board
RAJKUMAR SATYANARAYAN AGARWAL

MANAGING DIRECTOR
DIN: 00395370

Place: Mumbai
DATE: 12/08/2022

Registered Office:
SURVEY NO 177/1/3,
VILLAGE SURANGI
SILVASSA DN 396230 IN

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) relating to special business to be transacted at the ensuing Annual General Meeting (“AGM”) is annexed hereto.
2. In view of the outbreak of the COVID-19 pandemic, social distancing norm and continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the 29th AGM of the Company is being conducted through VC/OAVM



Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 29th AGM shall be Registered Office of the Company.

3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed to this Notice.
4. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 29th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 29th AGM through VC/OAVM Facility and e-Voting during the 29th AGM.
5. The Members may join the 29th AGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 10.45 A.M. IST i.e. 15 (fifteen) minutes before the time scheduled to start the 29th AGM and the Company may close the window for joining the VC/OAVM Facility 15 (fifteen) minutes after the scheduled time to start the 29th AGM. Members may note that the VC/OAVM Facility, allows participation of at least 1,000 Members on a ‘first come first served’ basis. The large Shareholders (i.e. shareholders holding 2% or more), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. can attend the 29th AGM without any restriction on account of ‘first come first served’ basis.
6. The attendance of the Members participating in the 29th AGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. Friday, September 23, 2022.
8. In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the MCA Circulars issued by the MCA and SEBI Circular, the Annual Report for the year 2021-22 including Notice of the 29TH AGM of the Company, *inter alia*, indicating the process and manner of e-voting is being sent only by Email, to all the Members whose Email IDs are registered with the Company/ Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled.



Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the MCA Circulars issued by MCA and SEBI Circular, the Annual Report including Notice of the 29th AGM of the Company will also be available on the websites the Company at <http://www.rajrayon.com/>, of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>.

9. Since the 29th AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company/Registrar and Share Transfer Agent, Link Intime India Private Limited.
11. Members must quote their Folio No. /Demat Account No. and contact details such as e-mail address, contact no. etc. in all their correspondence with the Company/Registrar and Share Transfer Agent.
12. Ms. Riddhi Shah, Practicing Company Secretary, Mumbai has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
13. During the 29th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act, and MOA as amended and existing MOA.
14. In terms of the applicable provisions of the Act and Rules thereto, the Company has obtained e-mail addresses of its Members and have given an advance opportunity to every Member to register their e-mail address and changes therein from time to time with the Company for service of communications/documents (including Notice of General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report and all other documents) through electronic mode.

Although, the Company has given opportunity for registration of e-mail addresses and has already obtained e-mail addresses from some of its Members, Members who have not registered their E-mail address so far are requested to register their e-mail for receiving all communications including Annual Report, Notices and Circulars etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants.

15. In case of joint holders attending the 29th AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.



16. Securities of listed companies would be transferred in dematerialised form only w.e.f. April 1, 2019. In view of the same, Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company's RTA for assistance in this regard.

VOTING:

17. In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its Members the facility to cast their votes either for or against each resolutions set forth in the Notice of the 29th AGM using electronic voting system ('remote e-voting') and e-voting (during the 29th AGM), provided by Link Intime India Private Limited ("Link Intime") and the business may be transacted through such voting.

Only those Members who will be present in the 29th AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the 29th AGM.

The voting period begins on **Tuesday, September 27, 2022 (9.00 AM IST)** and ends on **Thursday, September 29, 2022 (5.00 PM IST)**. During this period, Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on **Friday, September 23, 2022** may cast their votes electronically. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of 29th AGM and holds shares as of the cut-off date **i.e. Friday, September 23, 2022**, may obtain the login ID and password by sending a request at rnt.helpdesk@linkintime.co.in. However, if a Member is already registered with Link Intime for e-voting, then he/she can use existing user id and password/PIN for casting the vote.

The Scrutinizer shall, immediately after the conclusion of voting at the 29th AGM, first count the votes cast during the 29th AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the 29th AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall counter sign the same.

The Results declared along with the report of the Scrutinizer shall be placed on the website of Link Intime India Private Limited (<https://instavote.linkintime.co.in>) and on the Company's website at <http://www.rajrayon.com/> immediately. The result will also be displayed on the Notice Board of the Company at its Registered Office. The Company shall simultaneously forward the results to National Stock Exchange of India Limited



and BSE Limited, where the shares of the Company are listed. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the 29th AGM i.e. September 30, 2022.

(A) THE INSTRUCTIONS FOR E-VOTING ARE AS FOLLOWS:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Tuesday, September 27, 2022 (9.00 AM IST) and ends on Thursday, September 29, 2022 (5.00 PM IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on Friday, September 23, 2022 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders



holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy)



Bank Details OR Date of Birth (DOB)	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.
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- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the **Event ID: 220426** for the relevant **RAJRAYON INDUSTRIES LIMITED** on which you choose to vote.
- (vi) 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.
- (vii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.



- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@rajrayon.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@rajrayon.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.



All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

(B) INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE 29th AGM THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

► Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

• Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit**

Beneficiary ID

• Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character**

DP ID followed by 8 Digit Client ID

• Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

(C) INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING 29th AGM:

1. Shareholders who would like to speak during the meeting must register their request by sending their request mentioning their name, demat account number/folio number, email id, mobile number at cs@tmrvl.com, at least before 48 hours prior to the date of AGM.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.



4. Other shareholder may ask questions to the panel list, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panel list by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

(D) INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO VOTE DURING THE 29TH AGM THROUGH INSTAMEET:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in



their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

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

Item No.3

As envisaged by the section 139(8) of the Companies Act, 2013 ("Act") casual vacancy caused by the resignation of auditors can only be filled up by the Company in the general meeting. The Audit committee and Board of the Company recommends the appointment of Bagaria & Co. LLP, Chartered Accountants (Firm Registration No - 113447W/W-100019701) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. MKPS & Associates Chartered Accountant (Firm Registration No.: 302014E) effecting from closing working hours of 12th August, 2022 after signing of first quarter results of the Company. Bagaria & Co. LLP, Chartered Accountants appointed to hold office till the conclusion of ensuing Annual General Meeting of the Company.

Further, Bagaria & Co. LLP, Chartered Accountants have confirmed their eligibility for being appointed as Statutory Auditors in terms of provisions of Section 141 of the Act and Rule 4 of the Rules and certificate issued by the Peer Review Board of Institute of Chartered Accountants of India (ICAI).

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No.3 for the approval of Members.

Item No.4

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s. C. Sahoo & Co., Cost Auditor as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2023 at a remuneration of Ra.1,00,000/- (Rupees One Lakh only) plus out of cost expenses, and tax in connection with the aforesaid audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration proposed to be paid to the Cost Auditors.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in this Resolution.



The Board recommends the Ordinary Resolution set out at Item No.4 for the approval of Members.

Item No.5:

Pursuant to the 'Resolution Plan' (RP) submitted by SVG FASHIONS PRIVATE LIMITED (Resolution Applicant (RA)), as approved by the National Company Law Tribunal, Ahmedabad Bench ("NCLT") via clause No. 5 (VII) of order dated 5th October, 2021, the Company has appointed Prof. Ramesh Chandra Agarwal (DIN: 09364549) on 19th October, 2021 as an Independent Director for a period of five years w.e.f. 19th October, 2021.

According provisions of section 149(10) read with Schedule IV of the companies Act, 2013, the Company requires to seek approval of the members of the Company for appointing non-executive director/independent director for term of five years by passing of special resolution by the members of the company.

The extract of provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 be read as below:

No listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

According to the said provisions, the Company requires to seek prior approval of the members of the Company before appointing non-executive director who has attained the age of seventy five years by passing of special resolution, however the Company was under IBC and the Company has appointed Prof. Ramesh Chandra Agarwal (DIN: 09364549) as an Independent Director of the Company pursuant to the NCLT order and based on NCLT order the Approval of Members is considered as deemed, the Board has appointed Prof. Ramesh Chandra Agarwal (DIN: 09364549) in compliance of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same was intimated to exchange and mentioned in Board Resolution.

The Board on account of good corporate governances and initiative decided to seek the approval of members of the company by passing of special resolution at ensuing Annual General Meeting for ratification of his appointment w.e.f 19th October, 2021 and continuation of his appointment on attaining the age of 75 years on 1st June 2022, to comply with section 149(10) read with Schedule IV of the companies Act, 2013 and Regulation 17(1A) and 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Prof. Ramesh Chandra Agarwal as an Independent Director of the Company.



Accordingly, the Board recommends passing of the resolution as set at Item No. 5 of the Notice as a Special Resolution.

Except Prof. Ramesh Chandra Agarwal, none of the Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

Item No.: 6 and 7

Pursuant to the 'Resolution Plan' (RP) submitted by SVG FASHIONS PRIVATE LIMITED (Resolution Applicant (RA)), as approved by the National Company Law Tribunal, Ahmedabad Bench ("NCLT") via clause No. 5 (VII) of order dated 5th October, 2021, the Company has appointed Mr. Vinodkumar Bajranglal Dalmia (DIN: 03018994) and Mr. Kailashnath Jeevan Koppikar (DIN: 03195681) as an Independent Director for a period of five years w.e.f. 19th October, 2021 and w.e.f. 7th February, 2022 respectively.

According to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company requires to regularize the appointment of Board personnel within three months from the date of appointment or in next General Meeting whichever is early by passing of special resolution, however the Company was under IBC and the Company has appointed Mr. Vinodkumar Bajranglal Dalmia (DIN: 03018994) and Mr. Kailashnath Jeevan Koppikar (DIN: 03195681) as an Independent Director for a period of five years w.e.f. 19th October, 2021 and w.e.f. 7th February, 2022 respectively, pursuant to the NCLT order and based on NCLT order the Approval of Members is considered as deemed, the Board has appointed Mr. Vinodkumar Bajranglal Dalmia (DIN: 03018994) and Mr. Kailashnath Jeevan Koppikar (DIN: 03195681) as an Independent Director for a period of five years w.e.f. 19th October, 2021 and w.e.f. 7th February, 2022 respectively in compliance of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same was intimated to exchange and mentioned in Board Resolution.

The Board on account of good corporate governances and initiative decided to seek the approval of members of the company by passing of special resolution at ensuing Annual General Meeting for ratification of their appointment w.e.f 19th October, 2021 and 7th February, 2022 respectively and to comply with section 149(10) read with Schedule IV of the companies Act, 2013 and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the Board recommends passing of the resolution as set at Item No. 6 and 7 of the Notice as a Special Resolution.

Except Mr. Vinodkumar Bajranglal Dalmia and Mr. Kailashnath Jeevan Koppikar, none of the Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

Item No.: 8



Pursuant to the 'Resolution Plan' (RP) submitted by SVG FASHIONS PRIVATE LIMITED (Resolution Applicant (RA), as approved by the National Company Law Tribunal, Ahmedabad Bench ("NCLT") via clause No. 5 (VII) of order dated 5th October, 2021, the Company has appointed Mr. Rajkumar Satyanarayan Agarwal (DIN.: 00395370) as a Managing Director of the Company w.e.f. 19th October, 2021 for a period of five years on the remuneration as mentioned for a period of three years from the date of appointment, pursuant to schedule V of the Act, and on such terms and conditions as set out in the proposed resolution.

Pursuant to the NCLT order and based on NCLT order, the Approval of Members is considered as deemed, the Board has appointed Mr. Rajkumar Satyanarayan Agarwal (DIN.: 00395370) as a Managing Director of the Company w.e.f. 19th October, 2021 for a period of five years in compliance of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the same was intimated to exchange and mentioned in Board Resolution.

The Board on account of good corporate governances and initiative, decided to seek the approval of members of the company by passing of special resolution at ensuing Annual General Meeting for ratification of appointment of Mr. Rajkumar Satyanarayan Agarwal (DIN.: 00395370) as a Managing Director of the Company w.e.f. 19th October, 2021 for a period of five years and approval of his remuneration and to comply with Schedule V to the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for a term of three Years.

Accordingly, the Board recommends passing of the resolution as set at Item No. 8 of the Notice as a Special Resolution.

Except Mr. Rajkumar Satyanarayan Agarwal, Mrs. Sapna Rajkumar Agarwal- Non-executive Director, Mr. Sandiip Satyanarayan Agarwal- WTD and CFO, none of the other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

Item No.: 9

Pursuant to the 'Resolution Plan' (RP) submitted by SVG FASHIONS PRIVATE LIMITED (Resolution Applicant (RA), as approved by the National Company Law Tribunal, Ahmedabad Bench ("NCLT") via clause No. 5 (VII) of order dated 5th October, 2021, the Company has appointed Mr. Sandiip Satyanarayan Agarwal (DIN.: 00395348) CFO of the Company w.e.f. 19th October, 2021 and Whole Time Director of the Company w.e.f. 7th February, 2022 for a period of five years on the remuneration as mentioned for a period of three years from the date of appointment, pursuant to schedule V of the Act, and on such terms and conditions as set out in the proposed resolution.

Pursuant to the NCLT order and based on NCLT order, the Approval of Members is considered as deemed, the Board has appointed Mr. Sandiip Satyanarayan Agarwal (DIN.: 00395348) CFO of the Company w.e.f. 19th October, 2021 and Whole Time Director of the Company w.e.f.



7th February, 2022 for a period of five years in compliance of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the same was intimated to exchange and mentioned in Board Resolution.

The Board on account of good corporate governances and initiative, decided to seek the approval of members of the company by passing of special resolution at ensuing Annual General Meeting for ratification of appointment of Mr. Sandiip Satyanarayan Agarwwal (DIN.: 00395348) CFO of the Company w.e.f 19th October, 2021 and Whole Time Director of the Company w.e.f. 7th February, 2022 for a period of five years and approval of his remuneration and to comply with Schedule V to the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for a term of three Years.

Accordingly, the Board recommends passing of the resolution as set at Item No. 8 of the Notice as a Special Resolution.

Except, Mr. Sandiip Satyanarayan Agarwwal- WTD and CFO, Mrs. Sapna Rajkumar Agarwal- Non-executive Director, Mr. Rajkumar Satyanarayan Agarwal MD, none of the other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

Item No.: 10

Pursuant to the 'Resolution Plan' (RP) submitted by SVG FASHIONS PRIVATE LIMITED (Resolution Applicant (RA), as approved by the National Company Law Tribunal, Ahmedabad Bench ("NCLT") via clause No. 5 (VII) of order dated 5th October, 2021, the Company has appointed Mrs. Sapna Rajkumar Agarwal (DIN.: 00437469) as a Director of the Company w.e.f. 19th October, 2021, liable to retire by rotation.

Pursuant to the NCLT order and based on NCLT order, the Approval of Members is considered as deemed, the Board has appointed Mrs. Sapna Rajkumar Agarwal (DIN.: 00437469) as a Women Non-Executive Director of the Company w.e.f. 19th October, 2021, liable to retire by rotation, in compliance of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 161 and any other applicable provisions of the Companies Act, 2013 and the same was intimated to exchange and mentioned in Board Resolution.

The Board on account of good corporate governances and initiative, decided to seek the approval of members of the company by passing of special resolution at ensuing Annual General Meeting for ratification of appointment of Mrs. Sapna Rajkumar Agarwal (DIN.: 00437469) as a Director of the Company w.e.f. 19th October, 2021, liable to retire by rotation.

Accordingly, the Board recommends passing of the resolution as set at Item No. 10 of the Notice as an Ordinary Resolution.



Except Mrs. Sapna Rajkumar Agarwal- Non-executive Director, Mr. Rajkumar Satyanarayan Agarwal, Mr. Sandiip Satyanarayan Agarwal- WTD and CFO, none of the other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

Item No. 11

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the Company's Policy on Related Party Transactions, effective 1st April, 2022, provides that entering into material related party transactions which, either individually or taken together with previous transaction(s) during a financial year, exceed Rs. 1,000 crores or 10% of the annual turnover of the Company as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company.

The Company, in order to further its business interests, enters into various transactions with its related parties. Amongst these transactions, the estimated value of transactions with SVG Fashions Private Limited (SVG) – up to Rs. 900 Crs , Rajwada Silk Mills LLP- up to 5 Crs, Binaykia Synthetics Ltd- up to Rs. 5 Crs , Deepak Synthetics Ltd – up to Rs. 5 Crs, Venkateshwar Udyog & finance Private Limited – up to Rs. 5 Crs mentioned , for a period from October 01, 2022 to September 30, 2023, a related party(ies) under Regulation 2(1)(zb) of the Listing Regulations, is expected to exceed the materiality threshold as stated above.

Accordingly, the Board of Directors of the Company ('the Board') at the meeting held on 12th August, 2022, on the recommendation and unanimous approval (subject to Members approval) of the Audit Committee, recommended for the approval of the Members, entering into material related party transactions with SVG Fashions Private Limited, Rajwada Silk Mills LLP, Binaykia Synthetics Ltd, Deepak Synthetics Ltd, Venkateshwar Udyog & finance Private Limited for a period from October 01, 2022 to September 30, 2023, as set out in the Resolution.

These transactions will be entered in the ordinary course of business and on arm's length basis

Further as per the provisions of Section 188 (1) of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and provisions of Regulation 23 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as recommended and approved, defined as material related party transaction by the Audit Committee, prior approval of the shareholders of the Company is required for entering into contracts or agreements with related party transaction(s).

Other details of the transactions, pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are given hereunder

1	Name of the related party	SVG Fashions Private Limited, Rajwada Silk Mills LLP,
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		Binaykia Synthetics Ltd, Deepak Synthetics Ltd, Venkateshwar Udyog & finance Private Limited
2	Name of Director and KMP interested	Mr. Rajkumar Satyanarayan Agarwal, Managing Director, Mrs. Sapna Rajkumar Agarwal, Director and Mr. Sandiip Satyanarayan Agarwal, WTD and CFO
3	Nature of relationship	Directors and their relatives are Directors and Members in the Company (ies)/ entities
4	Nature of contract and estimated value	Internal purchase/sale of goods and providing/availing services/using resources/entering into agreement for use of properties, Providing corporate Guarantee, Providing Securities to third party for any Borrowing or otherwise
5	Terms of contract	for a period from October 01, 2022 to September 30, 2023
6	Monetary Value	Internal purchase/sale of goods and providing/availing services/using resources/entering into agreement for use of properties, Providing corporate Guarantee, Providing Securities to third party for any Borrowing or otherwise • SVG Fashions Private Limited (SVG) – up to Rs. 900 Crs , • Rajwada Silk Mills LLP- up to 5 Crs, • Binaykia Synthetics Ltd- up to Rs. 5 Crs , • Deepak Synthetics Ltd – up to Rs. 5 Crs, • Venkateshwar Udyog & finance Private Limited – up to Rs. 5 Crs
7	Any advance paid	No
8	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of contract	Generally accepted in the market
10	Justification as to why the related party transaction is in the interest of the Company	The Company and Related Parties have been engaged in textile business and supply of fabrics and spinning Yarn. The entities vast



		experience and strategic capabilities that it has developed in this area have enabled it to become the largest exporter in India. The proposed transactions will aid the growth of the Company's business.
11	Details of valuation or other external party report, if such report has been relied upon	Not applicable
12	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	As the Company was under IBC the Company was not having any turnover in last financial year.

Accordingly, the Board recommends passing of the resolution as set at Item No. 11 of the Notice as a Special Resolution.

Except, Mr. Rajkumar Satyanarayan Agarwal, Managing Director, Mrs. Sapna Rajkumar Agarwal, Director and Mr. Sandeep Satyanarayan Agarwal, WTD and CFO and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the said resolution.

Members may note that pursuant to the provisions of the Listing Regulations, all related parties of the Company (whether such related party is a party to the above-mentioned transaction or not) shall not vote to approve this Resolution.

Item No. 12 and 13:

Pursuant to Section 180 (1) (c) of the Companies Act, 2013 ("the Act") a Special Resolution was passed at the 21st Annual General Meeting held on 30th September, 2014, the Shareholders of the Company had authorised the Board of Directors of the Company to borrow moneys for the purpose of the Company's business in excess of the paid-up capital of the Company and its free reserves, provided the sum or sums so borrowed and remaining outstanding at any point of time not to exceed Rs. 3,500 Crores (Rupees Three Thousand Five Hundred Crores).

Keeping in view, the Company's existing and future financial requirements and to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits up to Rs.4,000 Crores (Rupees Four Thousand Crores).



Pursuant to Section 180(1)(c) of the Act, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting by a Special Resolution.

Accordingly, consent of the Members is being sought for borrowings in excess of the paid-up capital and free reserves of the Company.

Further, pursuant to Section 180(1)(a) the Act, a Special Resolution was passed at the 21st Annual General Meeting held on 30th September, 2014, the Shareholders of the Company had authorised the Board of Directors of the Company to create mortgage, charge on or hypothecate its property(ies), both movable and immovable, to secure borrowings upto Rs.3,500 Crores (Rupees Three Thousand Five Hundred Crores).

In order to facilitate securing the enhanced borrowings upto Rs.4,000 Crores (Rupees Four Thousand Crores) envisaged under Section 180 (1) (c) of the Act, and contained in Item No. 6 it would be necessary to create charge on the assets or whole of the undertaking of the Company.

Section 180(1)(a) of the Act, provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting. Creation of charge on the assets of the Company is construed as disposal of undertaking.

The Board recommends the Special Resolution set forth in Item No. 12 and 13 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item Nos. 14 to 16

In order to comply with the provisions of section 4 of the Companies Act, 2013, the Company proposes to alter the clauses of Memorandum of Association (MOA). The proposed modifications in MOA are carried out to give effect to the provisions of the Companies Act, 2013.

Pursuant to provisions of section 13 of the Companies Act, 2013, the approval of shareholders of the Company is required by way of a special resolutions for the proposed alteration in the Memorandum of Association of the Company, as mentioned in agenda item nos. 8, 9 and 10 of this Notice.

A copy of the existing and altered MOA will be available for inspection at the Annual General Meeting and such copy will also be made available for inspection in physical or in electronic form during the business hours i.e. from 9:30 a.m. to 6:30 p.m. except Saturday, at the corporate office of the Company.



The Board recommends the passing of Special Resolutions set forth in Item Nos. 14, 15 and 16 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 17

The Board of Directors of the Company at its meeting held on August 12, 2022 has decided to enlarge the operational business activities in textile business. Accordingly it is proposed to amend the existing Clause III (A) "Objects to be pursued by the Company on its incorporation of the Company" of Memorandum of Association of the Company to include the widen route in current textile business of the Company.

Pursuant to provisions of section 13 of the Companies Act, 2013, the approval of shareholders of the Company is required by way of a special resolution for the proposed alteration in the Memorandum of Association of the Company, as mentioned in agenda item no. 11 of this Notice.

A copy of the existing and altered MOA will be available for inspection at the Annual General Meeting and such copy will also be made available for inspection in physical or in electronic form during the business hours i.e. from 9:30 a.m. to 6:30 p.m. except Saturday, at the corporate office of the Company.

The Board recommends the passing of Special Resolution set forth in Item No. 17 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 18

In order to comply with the provisions of section 4 of the Companies Act, 2013, the Company proposes to alter the clauses of Memorandum of Association (MOA). The proposed modifications in MOA are carried out to delete existing i.e. clause no. III(B)3 to III(B)55 and inserting new Clause III (B) 1 to III (B) 25 (as given in the resolution).

Pursuant to provisions of section 13 of the Companies Act, 2013, the approval of shareholders of the Company is required by way of a special resolution for the proposed alteration in the Memorandum of Association of the Company, as mentioned in agenda item no. 12 of this Notice.



A copy of the existing and altered MOA will be available for inspection at the Annual General Meeting and such copy will also be made available for inspection in physical or in electronic form during the business hours i.e. from 9:30 a.m. to 6:30 p.m. except Saturday, at the corporate office of the Company.

The Board recommends the passing of Special Resolution set forth in Item No. 18 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item no. 19

The present Authorised Share Capital of the Company is Rs. 86,00,00,000/- (Rupees Eighty Six Crore only) comprising of 56,00,00,000 Fifty Six Crore Equity Shares of Rs. 1/- (Rupee One only) each ; 1,00,000 Compulsory Convertible Preference Shares (CCPS) – Class – A of Rs. 100/- each; 25,00,000 Compulsory Convertible Preference Shares (CCPS) – Class – B of Rs. 100/- each and 4,00,000 Non- Cumulative preference Shares of Rs. 100/- each

Considering the conversion and MPS requirements of the Company, the Board at its Meeting held on 12th August, 2022, had accorded its approval for reclassification of the Authorised Share Capital of the Company by cancellation of unissued shares of one class i.e Non-Cumulative preference Shares of Rs. 100/- each and increase in shares of another class in equity shares Re. 1/- each pursuant to which the Capital reclassified **FROM** existing Rs. 86,00,00,000/- (Rupees Eighty Six Crore only) divided into 56,00,00,000 (Fifty Six Crore Equity Shares of Re. 1/- (Rupee One only) each ; 1,00,000 Compulsory Convertible Preference Shares (CCPS) – Class – A of Rs. 100/- each; 25,00,000 Compulsory Convertible Preference Shares (CCPS) – Class – B of Rs. 100/- each and 4,00,000 Non- Cumulative preference Shares of Rs. 100/- each **TO** Rs. 86,00,00,000/- (Rupees Eighty Six Crore only) divided into 60,00,00,000 (Sixty Crore Equity Shares of Re. 1/- (Rupee One only) each ; 1,00,000 Compulsory Convertible Preference Shares (CCPS) – Class – A of Rs. 100/- each and 25,00,000 Compulsory Convertible Preference Shares (CCPS) – Class – B of Rs. 100/- each, subject to shareholders' approval.

It is therefore proposed to reclassify the Authorised Share Capital of the Company by reclassifying unissued capital to 4,00,00,000 (Four Crore) equity share of Re.1/- each ranking *pari passu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V (a) of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

Pursuant to provisions of section 13 of the Companies Act, 2013, the approval of shareholders of the Company is required by way of an Ordinary Resolution for the proposed alteration in the Memorandum of Association of the Company, as mentioned in agenda item no. 19 of this Notice.



A copy of the existing and altered MOA will be available for inspection at the Annual General Meeting and such copy will also be made available for inspection in physical or in electronic form during the business hours i.e. from 9:30 a.m. to 6:30 p.m. except Saturday, at the corporate office of the Company.

The Board recommends the passing of Ordinary Resolution set forth in Item No. 14 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.



Details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard- 2 on "General Meetings" issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM:

Particulars	Mr. Rajkumar Satyanarayan Agarwal	Mr. Sandiip Satyanarayan Agarwal	Ms. Sapna Rajkumar Agarwal	Prof. Ramesh Chandra Agarwal	Mr. Vinodkumar Bajranglal Dalmia	Mr. Kailashnath Jeevan Koppikar
DIN	00395370	00395348	00437469	09364549	03018994	03195681
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Date of Birth	26/10/1965	14/12/1971	02/11/1965	01/06/1947	20/12/1954	04/04/1967
Date of Appointment	19/10/2021	19/10/2021 (As a CFO) 07/02/2022 (As WTD) &	19/10/2021	19/10/2021	19/10/2021	07/02/2022
Designation	Managing Director	Whole Time Director and CFO	Director (Non-executive Women)	Independent Director	Independent Director	Independent Director
Qualifications	Bachelor of Commerce	He is master in business administration from NMIMS University, Mumbai	Bachelor of Commerce	B.Com, CAIIB, F.C.A., Chartered Accountant	Bachelor of Commerce	A graduate from Grant Medical College, Mumbai with a PGDBA from Narsee Monjee Institute of Management Studies (NMIMS), Mumbai,
Expertise in specific function area	Having completed his Bachelors in Commerce from Sydenham College Mumbai, Mr.	Having completed his MBA from NMIMS University, Mr. Sandiip has been involved in the	Self-Professional in Fashion Industry and having a knowledge about the fashion and	35 years in banking industry and work in almost all fields of Banking, Academia, Other Financial	45 years of experience in paper and textiles industries. He is Chairman &	Senior Media and Entertainment management professional



	Rajkumar is a hands-on business administrator and has been a part of the Indian Textile industry for more than 3 decades now. As someone who understands the finer nuances of the Industry, Mr. Rajkumar has been at the forefront of diversifying SVG's value chain. Being a fitness enthusiast, he introduced sports-wear fabrics to SVG's line of products and has led the segment to make it one of their core offerings. He has been a firm believer in providing customised solutions to customers instead of sheer commodities & aims to create a greater impact towards this with Raj Rayon	textile industry for over 25 years now. As someone who introduced weaving to SVG's value chain, Mr. Sandiip later went on to establish a global presence for SVG's woven fabrics. A textile aficionado, he is credited with re-energising the texturising business for SVG. Fuelled by an innovative approach, he is now taking his passion for texturising one step further by giving a new life to Raj Rayon Industries.	quality check of the products. She is the role model for all the business houses to having a great work life balance.	Sector and Human resources.	founder of lions club of Malad and Borivali collage, charity trust, the trust is managing Prahladrai Dalmia Lions College of commerce and economics having more than 6000 students. He is one of the trustees of Rajasthan Seva Sadan which is running multiple education institutes.	with 30+ years of experience in Content creation and production across media, Planning and Strategy, Commercial and Operations, Animation, PR, Re-structuring, Key account management, Relationship Management.
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	Industries.					
Number of Meetings of Board attended during the year	5	5	5	5	5	1
Terms & Conditions of Appointment / Re- appointment & Remuneration sought to be paid or last drawn	He shall not be liable to retire by rotation	He shall be liable to retire by rotation	She shall be liable to retire by rotation	He shall not be liable to retire by rotation	He shall not be liable to retire by rotation	He shall not be liable to retire by rotation
Directorship held in other companies	• Binaykia Synthetics Limited • Deepak Synthetics Pvt. Ltd. • SVG Fashions Private Limited • Seth Industries Private Limited • Sunflag Filaments Limited • Venkateshwar Udyog & Finance Private Limited	• Binaykia Synthetics Limited • Deepak Synthetics Pvt Ltd • Svg Fashions Private Limited • Sunflag Filaments Limited • SVG Denims Limited • Venkateshwar Udyog & Finance Private Limited	SVG Fashions Private Limited	-	Kiran Print Pack Limited and SVM Properties Private Limited	Rudraa Entertainment Private Limited
Membership/Chairmanships of the committees in other companies	-	-	-	-	-	-
Relationship with existing	Husband of Mrs. Sapna Rajkumar	Brother of Mr. Rajkumar	Wife of Mr. Rajkumar	Not related	Not related	Not related



Directors of the Company	Agarwal, Non-executive Director and brother of Mr. Sandiip Satyanarayan Agarwal, WTD & CFO of the Company	Satyanarayan Agarwal, Managing Director and brother in law of Mrs. Sapna Rajkumar Agarwal, Non-executive Director of the Company	Satyanarayan Agarwal, Managing Director and sister in law of Mr. Sandiip Satyanarayan Agarwal, WTD & CFO of the Company			
Number of shares held in company	70,00,000 (1.27%)	70,00,000 (1.27%)	35,00,000 (0.63%)	Nil	Nil	Nil



ADDITIONAL INFORMATION FOR ITEM NO. 8 & 9

The details as required under Clause (IV) to second proviso of section II A of part II of Schedule V of the Companies Act, 2013 are given below:

I	General Information			
	(1)	Nature of industry	The Company is engaged in the business of Manufacturing and Marketing of Textiles Yarns.	
	(2)	Date or expected date of commencement of commercial production	The Company is an existing company and is in operations since 1993.	
	(3)	In case of new companies, expected date of commencement of activity as per project approved by the financial institution appearing in the prospectus	N.A.	
	(4)	Financial performance based on given indicators	EPS: Rs. 2807/- Return on net worth: Evasion of net worth	
	(5)	Foreign investments or collaborators, if any	Nil	
II	Information about the appointee:			
			Mr. Rajkumar Satyanarayan Agarwal, Managing Director	Mr. Sandiip Satyanarayan Agarwwal, Whole Time Director
	(1)	Background details	Mr. Rajkumar Satyanarayan Agarwal aged 57 years, is a graduate He is holding position of Managing Director of the SVG Group. He has been at the helm of the company for the last 30 years.	Mr. Sandiip Satyanarayan Agarwwal, aged 55 years and is master in business administration from NMIMS University, Mumbai. He has rich experience of 25 years of in the textile industry.
	(2)	Past Remuneration	N.A.	N.A.



	(3)	Recognition or awards	His leadership the company diversified into ready-made garment manufacturing with core focus on sport apparels.	He is the founder and chairperson of “Karma”, the home furnishing division of SVG Group with a vision of establishing the SVG Brand as an identifiable household
	(4)	Job profile and his suitability	He has been involved with almost all mega initiatives of the group through its growth journey of the SVG.	He is involved in growth of SVG since decades and have identified the own brands for development of products.
	(5)	Remuneration proposed	Rs. 1,00,000/-per month which includes all benefits and reimbursements as may be permitted under the applicable tax laws.	Rs. 1,00,000/-per month which includes all perquisites, benefits, contribution to provident fund, allowances and reimbursements.
	(6)	Comparative remuneration profile with respect to industry, size of Company, profile of the position and person	It's a just a minimum goodwill amount for new executive Board members on account of discharge of their duties and performing their roles in the Company to start up the new move of the company after IBC.	



	(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Except receiving remuneration as Managing Director Mr. Rajkumar Satyanarayan Agarwal does not have any other direct or indirect pecuniary relationship with the Company, except holding Shares in the Company. Mr. Rajkumar Satyanarayan Agarwal is husband of Mrs. Sapna Rajkumar Agarwal, Non-executive Director and brother of Mr. Sandiip Satyanarayan Agarwal, WTD & CFO of the Company. He is also in Promoter of the Company.	Except receiving remuneration as Whole Time Director and CFO Mr. Sandiip Satyanarayan Agarwal does not have any other direct or indirect pecuniary relationship with the Company, except holding Shares in the Company. Mr. Sandiip Satyanarayan Agarwal is brother of Mr. Rajkumar Satyanarayan Agarwal, Managing Director and brother in law of Mrs. Sapna Rajkumar Agarwal, Non-executive Director of the Company. He is also in Promoter of the Company.
III.	Other information			
	(1)	Reasons of loss or inadequate profits	The Company was under IBC.	
	(2)	Steps taken or proposed to be taken for improvement	The Company started its operational proficiency and trying to increase production and sales to achieve sustainable margins and profitability in near future.	
	(3)	Expected increase in productivity and profits in measurable terms	Though the Company plans to increase its revenues and profits by initiating the production process and operational activities.	
IV.	Other information			



	(1)	Remuneration package of the managerial person	As detailed in the resolutions mentioned in the Notice of AGM.
	(2)	Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2021-22.	The requisite details of remuneration of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2021-22 of the Company.
	(3)	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	N.A.

By order of the Board
RAJKUMAR SATYANARAYAN AGARWAL

MANAGING DIRECTOR
DIN: 00395370

Place: Mumbai
DATE: 12/08/2022

Registered Office:
SURVEY NO 177/1/3,
VILLAGE SURANGI
SILVASSA DN 396230 IN