



## NOTICE

**Notice** is hereby given that the **29<sup>th</sup>Annual 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 31<sup>st</sup> 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 31<sup>st</sup> 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 30<sup>th</sup> 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 31<sup>st</sup> 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. 19<sup>th</sup> 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 5<sup>th</sup> 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. 19<sup>th</sup> 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 5<sup>th</sup> 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. 7<sup>th</sup> 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 5<sup>th</sup> 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 5<sup>th</sup> 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 7<sup>th</sup> 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 5<sup>th</sup> 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 5<sup>th</sup> 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 21<sup>st</sup> Annual General Meeting of the Company held on 30<sup>th</sup> 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 21<sup>st</sup> Annual General Meeting of the Company held on 30<sup>th</sup> 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