





S.L. SHROFF - Chairman Emeritus

BOARD OF DIRECTORS

RAMADOSS SRINIVASAN - Chairman
SANJIV SHROFF - Managing Director
RAHUL SHROFF - Executive Director
AMEYA SHROFF - Executive Director
N.G. KHAITAN - Non- Executive Director
DIPIKA SHROFF - Non- Executive Director
K.L. SONTALIA - Independent Director
NARAYAN SHROFF - Independent Director
R.N. SHARMA - Non- Executive Director

CHIEF FINANCIAL OFFICER

AMARINDER SINGH JASSAR

COMPANY SECRETARY

VIMAL TANK

BANKERS

STATE BANK OF INDIA
IDBI BANK LTD
ICICI BANK LTD
EXIM BANK LTD
RIICO LTD

SOLICITORS

Khaitan & Co., LLP, Kolkata

AUDITORS

JAIN PRAMOD JAIN & CO.
Chartered Accountants
New Delhi

SECRETARIAL AUDITORS

V.M. & ASSOCIATES
Practicing Company Secretaries
Jaipur (Raj.)

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Pvt Ltd, Mumbai

REGISTERED OFFICE & WORKS

Village Kanpur, Udaipur -313 003 (Raj.)

INDEX	Page
Directors Report & MDA	3-24
Report on Corporate Governance	25-41
Independent Auditors Report	42-46
Balance Sheet	47
Statement of Profit & Loss	48
Cash Flow Statement	49-50
Statement of Change in Equity	51
Notes of Financial Statement	52-76
Notice	77-95



DIRECTOR'S REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

Dear Members,

The Directors of RCIL are pleased to present the 41st Annual Report on the affairs of the Company along with the Audited Financial Statements for the financial year ended on 31st March, 2019.

FINANCIAL HIGHLIGHTS

The Company's Financial Performance for the year ended 31st March, 2019 is summarized below:

(Rs. in Lakh)

Particular	FINANCIAL YEAR 2018-2019		FINANCIAL YEAR 2017-2018	
Revenue from operation including other income		32,549.79		28685.78
Earning Before Deprecation Interest and Tax (EBIDTA)		2781.81		2058.77
Less : Depreciation	670.97		739.35	
Less : Finance Cost	1,307.18	1978.15	1237.94	1977.29
Profit Before Tax		803.66		81.48
Tax Expenses		394.52		(178.29)
Profit After Tax		409.14		259.77
Other Comprehensive Income		(3.76)		21.15
PAT after Other Comprehensive Income		405.38		280.92
Earning Per Shares Basic & Diluted		10.28		6.53

INDUSTRIAL STRUCTURE AND DEVELOPMENTS

Global Economy

As per the International Monetary Fund (IMF), in 2017 and in early 2018 global economic activity registered strong growth but slowed notably in the second half of 2018, reflecting a confluence of factors like trade tensions, tight financial conditions, uncertainty surrounding Brexit and a slowdown in China (which affected economies around the world). Global growth is now projected to be at 3.3 percent in 2019 as compared to 3.6 percent in 2018 and to 3.8 percent in 2017. (Source: World Economic Outlook)

Europe

Europe's economy continued to expand in the first half of 2018, albeit at a slower-than-expected pace. The region continues to enjoy respectable growth fueled by domestic demand. Growth in the Euro area is expected to moderate from 1.8 percent in 2018 to 1.6 percent in 2019 and to 1.7 percent in 2020. Growth rates have been marked down for many economies: Germany (due to soft private consumption, weak industrial production due to stricter

auto emission norms and subdued foreign demand), France (due to negative impact of street protests and industrial action) and Italy (due to weak domestic demand and higher borrowing costs).

There is substantial uncertainty around the baseline projection of 1.5 percent growth in United Kingdom in 2019-20 on account of the high uncertainty with regard to the final shape of the Brexit deal. (Source: WEO update January 2019)

USA

The growth forecast for the United States is expected to decline to 2.5 percent in 2019 and soften further to 1.8 percent in 2020 with the unwinding of the fiscal stimulus and as the federal funds rate temporarily overshoots the neutral rate of interest. Strong domestic demand growth will support rising imports and contribute to a widening of the US current account deficit. (Source: WEO update January 2019)

India

India being the sixth largest economy in the world and also the fastest growing trillion dollar economy was expected to grow at 6.8 percent in 2018-19, however, after seeing growth rates of 8.2% and 7.1% in the first two quarters of the year under review the growth rates fell to 6.6% in the third quarter and further to 5.8% in the last quarter. The weaker sentiment in the second half of the year was on account of a major non-banking financial company (NBFC) defaulting on its repayments to the financial institutions thereby effecting the credit expansion and consumer sentiments. Other major developments in the year under review were a decline in national inflation, an increase in per capita income and a steadying of interest rates. During the year, the US dollar crossed the level of Rs. 74 per dollar for the first time but eventually ended the year at Rs. 69.44.

For the year gone by India was in a better position to absorb the geo-economic shocks due to improving fundamentals and the Government's policy initiatives like insolvency and bankruptcy code amendments, bank recapitalizations, investment in infrastructure etc.. Over the medium-term, the domestic demand (which in near future looks subdued) will drive growth. According to International Monetary Fund (IMF), India's GDP for 2019-20 is expected to grow by 7.3% and by 7.5% for 2020-21 on the back of recovery in private investments post the formation of the new government and robust domestic consumption fueled by easing of monetary and fiscal policy. The Direct Income Scheme programme announced in 2019-20 interim budget which is aimed at improving the condition of the farmers is also expected to provide impetus to rural consumption.

Source:

<https://www.timesnownews.com/business-economy/markets/article/voyage-2019-live-updates-industry-leaders-discuss-the-future-of-indian-economy/405535>



<https://www.livemint.com/opinion/columns/there-s-a-glitter-in-indian-economy-but-what-will-it-take-to-make-it-last-1554256892900.html>

<https://www.livemint.com/politics/policy/imf-cuts-india-gdp-growth-forecast-to-7-3-for-2019-20-1554813422935.html>

World Bank Report – Global Economic Prospects, January 2019

IMF Report – World Economic Outlook, April 2019

Synthetic Textile Industry in India

The Indian textile industry is one of the largest in the world with a large raw material base and manufacturing strength across the value chain. The textile industry accounts for 7% of industry output in value terms, 2% of India's GDP and 15% of the Country's export earnings according to Ministry of Textiles. Technical Textiles is one of the fastest growing sectors globally and in India it is estimated to grow to Rs. 2 lakh crores by 2020-21 (Ministry of Textile).

For the entire textile industry and particularly for synthetic spinning mills the year 2018-19 was an extremely challenging year on account of the heavy fluctuations in the raw material rates and weak domestic and export demand. The fluctuations in the raw material rates were caused by volatility in crude oil prices and the Rupee-USD foreign currency rates.

The GST Regime, which was introduced from 1st July 2017, replaced the value-added, sales, and excise taxes levied by 29 states and the federal government. The GST, which disrupted the tax system, is seeing signs of stabilization, and its impact on macroeconomic indicators is likely to be very positive in the medium-term.

Source:

<http://texmin.nic.in/sites/default/files/AnnualReport2017-18%28English%29.pdf>

<http://pib.nic.in/PressReleaseDetail.aspx?PRID=1556841>

<http://pib.nic.in/PressReleaseDetail.aspx?PRID=1561801>

<http://pib.nic.in/PressReleaseDetail.aspx?PRID=1556827>

OPERATIONS

The company's revenue from operations (including other income) stood at Rs. 32,549.79 Lakh compared to Rs. 28,685.78 Lakh with a remarkable growth of 13% as compared to the previous fiscal. Yarn production stood at 14,936 MT in FY19 compared to 14,170 MT in FY18 with a favorable growth of 5.40%. During the year, the Company has sold 14827 MT as compared to 13732 MT in FY18. Earnings Before Interest, Depreciation and Tax (EBITDA) for the year was Rs. 2,781.81 Lakhs as compared to Rs. 2,058.77 lakhs in the previous fiscal showing a remarkable growth of 35%. In this Financial Year, the Profit after Tax and Other Comprehensive Income for the year has increased substantially by 44.30% to Rs. 405.38 lakhs as compared to Rs. 280.92 lakhs in FY18. We were

extremely positive about our prospects in the domestic market in FY 18-19 and have achieved a remarkable demand of our product from the domestic market. The domestic sales of the Company have grown by 37% and the export sale have also witness a growth of 5% from Rs. 169.05 crore to Rs. 177.09 crore.

The Company has constantly focused on improving its operational efficiencies. The Company is pleased to report that during the period the Rajasthan State Industrial Development & Investment Corporation (RIICO) has appraised our modernization and expansion proposal and has sanctioned a term loan of Rs. 35.50 crores for this at very favorable terms. This loan also qualifies under Rajasthan Investment Promotion Scheme-2014 (RIPS-2014) for an interest subsidy of 7% for 5 years from the start of commercial production. In this project the Company will expand existing capacity, replace older machinery and re-allocate certain machinery for research and development purposes. This will result in significant savings on repair and power cost and allow us to further expand our product offerings and enhance our margins.

Furthermore, the Company is raising funds through the Issuance of Equity Shares on the Right Basis for Rs. 24.81 Crore, of which 23.07 crore will be used for the Redemption of 10% cumulative redeemable Preference Shares and remaining amount will be used for the General Corporate Purpose.

We have been constantly working towards our objective of sustainable growth and we continue to focus on improving our product mix and on strategic cost reduction. Moreover, we envisage an increase in demand for our value-added portfolio in the coming years.

OPPORTUNITIES AND THREATS

Today, India is one of the world's leading manufacturers of man-made textiles. Indian fabrics are known for their excellent workmanship, colors and durability. Due to heavy investments in world-class manufacturing plants, continuous innovation, new product mix and strategic market expansion, Indian man-made fibers (MMF) are set to take center stage in the global arena. India synthetic fiber industry is the new addendum to the ever-growing Indian Textile Industry. India being one of the world's fastest growing economies it is expected that there would be significant rise in domestic as well as export demand in the coming years

The company does not foresee any threats in the normal course of business, Company's continuous focus on reducing its operational costs, improving efficiencies and technology up gradation have helped us be ahead of the curve.

Moreover, certain Macroeconomic factors such as recent trends of currency fluctuations, US China trade tensions and upcoming parliamentary elections may have some impact in near term. Currency swings can also lead to India becoming less competitive in the global market. However favorable government policies for the sector may provide boost to the industry going ahead.



RISK & RISK MANAGEMENT

The Audit Committee closely monitors all risks that could have a negative effect on the Company. Our Enterprise Risk Management (ERM) framework encompasses practices relating to the identification, analysis, evaluation, treatment, mitigation and monitoring of the strategic, operational, and legal and compliance risks to achieving our key business objectives. Risks which were reviewed by the Audit Committee are Financial Risk, Compliance Risk, Hazardous Risk, and Employee Related Risk, Liquidity Risk, Commodity Risk and Market risk. The focus of risk management is to assess risks and deploy mitigation measures. In accordance with SEBI(Listing Obligations and Disclosures Requirements) Regulation, 2015 (herein after called Listing Regulations) the Board members were informed of risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the Company. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

Your Company is exposed to a number of factors which could potentially have an impact on the Company's operations: cost of raw material prices, cost of power, fluctuation in foreign exchange rate, changes in government regulation and availability of skilled labor, amongst others.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company recognizes the importance of Human Resource as a key asset instrumental in its growth. The Company believes in acquisition, retention and betterment of talented team players. With the philosophy of inclusive growth, the Company has further redefined its performance management system. The new system focuses on progression of individual employees together with organizational goals. Under the new system increased thrust will be on job rotation and multi-skilling. HRD achieves are taken in the Company involving positive approach to develop employees to take care of productivity, quality and customer needs. The Company has to make constant efforts to deploy Manpower. To develop skilled labour, training facilities are provided to the employees in house or by deputing them to the machinery suppliers and to training institutes for specific training. The Company has well developed management information system giving daily, monthly and periodical information to the all levels of management. Such reports are being analyzed and effective steps are taken to control the efficiency, Utilization, productivity and quality of product being produced in company.

The employee strength at the end of the financial year was 1508. This includes both skilled and unskilled manpower.

DIVIDEND ON EQUITY SHARES

Your Directors are pleased to recommend a dividend of 10% (i.e. Rs. 1.00/- per Share) on Equity Shares of Rs. 10/- each for the Financial Year ended 31st March 2019 and an Additional Special Dividend of 5% i.e. Rs. 0.5 per share on the completion of 40 years of commencement of commercial production. If the dividend, as recommended above, is approved by the Members at the Annual General Meeting, the total outflow towards dividend (including the special dividend) on Equity Shares for the year would be Rs. 71.87 Lakh (inclusive of dividend distribution tax).

DIVIDEND ON PREFERENCE SHARES

Your Directors are pleased to recommend a dividend of 10% (i.e. Rs. 10.00/- per Share) on 10% Cumulative Redeemable Preference shares of Rs. 100/- each for the Financial Year ended 31st March 2019. The dividend has to be paid as per the terms of the issue for the year; the total dividend payout will be Rs. 277.73 Lakh (inclusive of dividend distribution tax).

FINANCE

Your Company has been in strong financial health during the year under review. During the year, the Company has made repayments of term loans amounting to Rs. 10.70 crore to banks and financial institution and the Company's bankers have readily provided your Company with need-based working capital. During the year, RIICO has approved a term loan of Rs. 35.50 Crores at very attractive terms for this modernization. This Loan also qualifies under Rajasthan Investment Promotion Scheme-2014 (RIPS- 2014) for Interest subsidy of 7% for 5 years from start of commercial production. The exercise will be completed in 2 phases and post the completion; we expect significant savings in power consumption and repairs & maintenance cost which will further enhance operating profits.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Rahul Shroff has been re-appointed as Wholetime Director designated as Executive Director w.e.f 26th September, 2018.

The term of contract of Mr. Ameya Shroff, Executive Director of the Company is up to 31st July, 2019. The Board of Directors on recommendation of Nomination and Remuneration Committee wishes to re-appoint him as Executive Director for a period of three years, with effect from 1st August, 2019. The resolution seeking approval of shareholders for the re-appointment of Mr. Ameya Shroff, Executive Director has been incorporated in the notice of Annual General Meeting along with brief detail about him.

In accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-



enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mrs. Dipika Shroff (Non-Executive & Non-Independent Director) is liable to retire by rotation at the ensuing AGM and being eligible have offered herself for re-appointment.

Mr. K.L. Sonthalia, Mr. Ramadoss Srinivasan & Mr. Narayan Shroff the Independent Directors of the company, who has been appointed in 36th AGM. The company has received the consent from them and has proposed to re-appoint them for second term of office for 5 years up to 31st March 2024. The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Act and SEBI Listing Regulations.

The Board of Directors recommended the / aforementioned appointments re- appointments of Mr. Ameya Shroff, Mrs. Dipika Shroff, Mr. Narayan Shroff, Mr. K.L. Sonthalia and Mr. Ramadoss Srinivasan.

The Company has received declarations from all the Independent Directors of the Company confirming that they continue to meet the criteria of independence as prescribed under sub- section (6) of Section 149 of the Companies Act, 2013 and rules issued thereunder as well as Regulation 16 of Listing Regulations including any statutory modification or re-enactment thereof for the time being in force.

Familiarization program has been conducted for Independent Director and the details are uploaded on the company website www.reliancechemotex.com.

Brief details of Directors proposed to be appointed/re-appointed as required under Regulation 36 of the SEBI Listing Regulations are provided in the Notice of Annual General Meeting.

BOARD EVALUATION

Pursuant to Provision of the Companies Act, 2013 read with Rules issued there under and the SEBI (Listing Regulations).The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations. The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017. In a separate meeting of independent directors, performance of non-independent directors, the board as a whole and the Chairman of the Company was evaluated, taking into account the views of executive directors and non

executive directors. The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the board, its committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

MEETINGS OF BOARD

The Board of Directors met five times during the year on 17.05.2018, 28.06.2018, 13.08.2018, 02.11.2018 and 09.02.2019. The frequency of and the quorum at these meetings were in conformity with the provisions of the Companies Act, 2013, Secretarial Standard -1 and the SEBI (Listing Regulations). Attendance and other details are given in Corporate Governance Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and SEBI (Listing Regulations), 2015 and Secretarial Standard-1.

STATUTORY AUDITORS

The Company has appointed M/s. Jain Pramod Jain & Co, Chartered Accountant, New Delhi (Firm Registration No. 016746N), as the statutory auditors of the Company, for a term of five succeeding years, from the conclusion of the 39th Annual General Meeting of the Company held on 28th August, 2017 till the conclusion of the 44th Annual General Meeting to be held in the year 2022, and approval of shareholders of the Company, based on the recommendation of the Audit Committee was recorded for the same.

Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. Hence the resolution seeking ratification of the Members for continuance of their appointment at this AGM is not being sought.

The Company has received a certificate from M/s. , Jain Pramod Jain & Co, Chartered Accountant, New Delhi (Firm Registration No. 016746N), confirming that they are not disqualified from continuing as Statutory Auditors of the Company

AUDITOR'S REPORT

There is no reservation, qualification or adverse remark contained in the Auditor's Report attached to Financial Statements of company as at 31st March, 2019. The information referred in



Auditor's Report of Financial Year 2018-19 is self-explanatory and do not call for any further comments.

REPORTING OF FRAUDS

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of the Act and the rules made there under.

COST AUDITORS

In Board Meeting held on 13th August, 2018, M/s N.N & Associates was appointed as Cost Auditor to undertake the Cost Audit for the Financial Year 2018-19. The Cost Audit for the Financial Year 2018-19 has been completed and the Cost Audit Report along with cost Accounts approved by the Board in its meeting held on 9th August, 2019.

M/s. N.N & Associates, Cost Accountants, New Delhi (FRN: 002322) has been re-appointed by the Board to conduct the Audit for the Financial Year 2019-20. As required under the Companies Act, 2013 the remuneration payable to the Cost Auditors is required to be placed before the members in a general meeting for their ratification. Accordingly, a resolution seeking member's ratification remuneration payable to M/s. N.N & Associates, Cost Accountant, New Delhi is included in the Notice of Annual General Meeting.

The Company has maintained the cost accounts and records in accordance with Section 148 of the Companies Act, 2013 and Rule 8 of the Companies (Accounts) Rules, 2014.

As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained a written certificate from the above mentioned Auditors to the effect that they conform with the limits specified in the said Section and that they are not disqualified for appointment within the meaning of Section 141 of the said Act and rules framed as under.

SECRETARIAL AUDITORS & SECRETARIAL AUDIT REPORT

Pursuant to Provision of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed M/s. V.M & Associates, Practicing Company Secretary (FRN: P1984RJ039200), Jaipur to undertake the Secretarial Audit of the Company for the financial year 2018-19. The Secretarial Audit Report in form MR-3 for the Financial Year 2018-19 is included as Annexure-2 and forms integral part of the Report.

The Secretarial Audit Report does not contain any qualification/ reservation & adverse remark.

The Board of Directors has re-appointed M/s. V.M & Associates, Practicing Company Secretary, Jaipur to conduct the Secretarial Audit for the Financial Year 2019-20

As required under the provisions of Section 139 of the Companies

Act, 2013, the Company has obtained a written certificate from the above mentioned Auditors to the effect that they conform with the limits specified in the said Section and that they are not disqualified for appointment within the meaning of Section 141 of the said Act and rules framed as under.

INTERNAL AUDITORS

Pursuant to Provision of Section 138 of the Companies Act, 2013 read with Companies Accounts Rules) 2014, the Company appointed M/s. Rajeev Amitabh & Co, Chartered Accountant, New Delhi to undertake the Internal Audit for the Financial Year 2018-19. The Scope of Internal Audit is closely monitored by the Audit Committee. The Internal Auditor submits their report on half yearly basis and same has been placed before the Audit Committee along with Management response. Board of Directors in its meeting held on 4th May, 2019 has re-appointed M/s. Rajeev Amitabh & Co, Chartered Accountant, New Delhi to conduct the Internal Audit of the Company for the Financial Year 2019-20.

FIXED DEPOSITS:

During the Financial Year 2018-19, your Company has not invited, accepted or renewed any deposits within the meaning of Section 73, 74 and 76 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposit) Rules, 2014 as amended. The Borrowing taken from the directors was stated in the financial statement note no. 16.

SHARE CAPITAL

The paid up Equity Share Capital as at March 31, 2019 stood at Rs. 399.69 Lakh. During the year under review, the Company has not issued shares or convertible securities or shares with differential voting rights nor has granted any stock options or sweat equity or warrants. As on March 31, 2019, none of the Directors of the Company hold instruments convertible into Equity Shares of the Company. The Board had proposed to raise the funds by way of Right Issue from the existing shareholders of an amount not exceeding Rs. 30.00 Cr. Accordingly, the issue of shares to be issued on rights basis was opened on 8th July 2019 and closed for subscription on 22nd July 2019. The total offer was for 38,16,818 Shares @ Rs. 65.00 Per share (including a premium of Rs. 55.00 per share) amounting to Rs. 2480.93 Lakhs. The company received valid applications for 35,62,713 shares amounting to Rs. 2315.76 lacs.

The present capital structure of the company as on 31.03.2019 is as under:

Equity Share Capital	: 399.69 Lakh
Preference Share Capital	: 2307.50 Lakh



RESERVE

The Company does not propose to transfer any sum to the General Reserve out of the amount available for appropriation.

EXTRACT OF ANNUAL RETURN

The Extract of the Annual Return in Form MGT-9 containing details as on the financial year ended 31st March, 2019, as required under Section 92 (3) of the Companies Act, 2013, read with the Companies (Management and Administration) Rules 2014, is included in the Report as an Annexure-8.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

During the year under review, the Company has proposed to raise the funds by way of Right Issue to existing shareholders. The Company has allotted 3562713 Equity Shares to existing shareholders on 30th July, 2019. As on the Date of Report the above share has been listed and traded on the stock exchange.

SIGNIFICANT MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There were no significant and material orders passed by the regulators, courts or tribunals which would impact the going concern status of the company and also the Company's future operations.

SUBSIDIARY COMPANY

During the year, the Company has no Subsidiaries/ associate companies/ Joint Venture as on 31st March, 2019.

LOANS, GUARANTEES & INVESTMENTS BY THE COMPANY

During the year under review, your Company made loans, given guarantees, provided securities and made investments in compliance with Section 186 of the Companies Act, 2013. The said details are given in the notes to the financial statements.

INTERNAL FINANCIAL CONTROL SYSTEM

The Company has put in place an adequate system of internal control commensurate with its size and nature of business to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the Company checks and verifies the internal control system and monitors them in accordance with the policy adopted by the Company. The Audit Committee of the Board of Directors, Statutory Auditor and Department head are appraised of the internal audit finding and corrective action are taken thereon. The audit observation/ management response is placed before the Audit Committee. We

believe that our internal financial control system provides reasonable assurance that our internal financial control is designed effectively and is operating as intended.

REPORT ON CORPORATE GOVERNANCE

A separate section on Corporate Governance and a certificate from Auditors of the Company regarding compliance with the conditions of Corporate Governance as stipulated under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with Stock Exchange form a part of the Annual Report are given in Annexure-9.

VIGIL MECHANISM /WHISTLE BLOWER POLICY

Your Company is committed to highest standard of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(9) of the Companies Act, 2013 and Listing Regulations. The Policy provides a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them. The policy is to promote ethical behavior in all its business activities and to report concerns and unethical behavior, actual or suspected fraud or violation of our code of conduct and ethics. Under the said Mechanism, the employees are free to report violations of applicable laws and regulations and the Code of Conduct. It also provides for adequate safeguards against the victimization of persons who use such mechanism. The Vigil Mechanism /Whistle Blower Policy have been posted on the Company's website www.reliancechemotex.com.

The functioning of the vigil mechanism is reviewed by the Audit Committee from time to time. Your Company affirms that no director/employee has been denied to access the Chairman of the Audit Committee and that no complaint was received during the year. Brief details about the policy are given in the Corporate Governance Report.

NOMINATION & REMUNERATION POLICY

The Board of Directors has framed the policy on Nomination & Remuneration which lays down the framework in relation to remuneration of Directors, Key Managerial Person and Senior Management of the Company. This policy also lays down the criteria for selection and appointment of Board Members. The Nomination & Remuneration policy has been posted on the Company's website www.reliancechemotex.com

RELATED PARTY TRANSACTION

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is available on the Company's website at www.reliancechemotex.com. The Policy intends to ensure that proper reporting; approval and disclosure processes



are in place for all transactions between the Company and Related Parties.

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's Length.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and at Arm's Length basis. No Material Related Party Transactions, i.e. transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. The disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 is given in AOC-2 as given in Annexure-3.

DISCLOSURE UNDER THE SEXUAL HARRASAMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has always believed in providing a safe and harassment free workplace for every individual through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2018-19:

S.No.	No. of complaints received	No. of complaints disposed off
1	NIL	NIL

COMMITTEES OF THE BOARD

The Board of Directors has following committees:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Stakeholders Relationship Committee
4. CSR Committee
5. Finance Committee
6. Executive Committee for Right's Issue

The details of committees along with their composition, number of meetings and attendance of the meetings and other details are provided in the Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY

In terms of requirements of Section 135 of the Companies Act, 2013 and rules issued there under, the Board of Directors of your company has constituted a CSR Committee comprising of Mr. K.L. Sonthalia, Mr. R.N. Sharma and Mr. Rahul Shroff as members of the committee. This committee is responsible for formulating, implementing and monitoring the CSR Policy of the company. The policy on CSR can be accessed on the Company website at www.reliancechemotex.com.

During the year under review, the company has spent Rs12.58 Lakh/- towards CSR activities.

The Report on CSR Activities as required under the Companies Act, 2013 are set out in the Annexure -4.

PARTICULARS OF EMPLOYEES & THEIR DISCLOSURES:

The information required pursuant to Section 197 (12) read with rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of managerial remuneration of the Company is set out in the Annexure-5.

A statement of the employees of the Company who were in receipt of the remuneration exceeding the limits prescribed u/s 197 (12) read with rule 5(2), of The Companies (Appointment and Remuneration of Managerial Personnel) of the Companies Act, 2013 during the year under review, a Statement of particular of top ten employees in accordance with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014 is appended as Annexure-6.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO.

The statement pursuant to Section 134 (3)(m) of The Companies Act, 2013 read with the Rule 8(3) of The Companies (Accounts) Rules, 2014 regarding particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act is given in Annexure no.1.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, Board of Directors hereby state and confirm that:

- (i) In the preparation of the annual accounts for the year ended March 31, 2019 the applicable accounting standards and schedule III of the Companies Act, 2013 had been followed and there are no material departure from the same;
- (ii) Appropriate accounting policies have been selected and



these have been applied consistently and that the judgments and estimates that have been made are reasonable and prudent so as to provide a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;

- (iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 to safeguard the assets of the Company and to prevent or detect fraud and other irregularities;
- (iv) The annual accounts for the year ended 31st March, 2019 have been prepared on a going concern basis;
- (v) Robust and detailed Internal Financial Controls to be followed by the Company have been laid down. These controls are adequate and were operating effectively; and
- (vi) Appropriate system has been devised to ensure that your Company is compliant with all applicable provisions and statutory requirements. These systems were adequate and operating effectively.

SECRETARIAL STANDARD

The company has complied with all applicable secretarial standard during the year.

KEY FINANCIAL RATIO

Pursuant to amendment made in Schedule V to the SEBI Listing Regulations, details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in Key Financial Ratios and any changes in Return on Net Worth of the Company (on standalone basis) including explanations

therefore are given below:

Particular	31.03.2019	31.03.2018
Debtor Turnover Ratio (no. of days)	19.78	22.08
Inventory Turnover (no. of days)	42.78	53.00
Interest coverage Ratio	1.61	1.07
Current Ratio	0.94	0.86
Debt/Equity Ratio	0.39	0.42
Operating Profit margin	1.77%	-0.21%
Net Profit Margin	2.47%	0.28%
Return on Networth	4.55%	2.78%

CAUTIONARY STATEMENT

Certain statements in this Board's Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be "forward-looking statements," within the meaning of applicable laws and regulations. Forward-looking statements are identified in this report by using words like "anticipates", "believes", "expects", "intends" and other similar expressions in such statements. Although we believe our expectations are based on reasonable assumptions, these forward-looking statements may be influenced by numerous risks and uncertainties that could cause actual outcomes and results to be materially different from those expressed or implied. Some of these risks and uncertainties have been discussed in the section on "Risk Management". The Company takes no responsibility for any consequence of decisions made, based on such statements, and holds no obligation to update these in the future. Market data and information are gathered from various published and unpublished reports. Their accuracy, reliability and completeness cannot be assured.

APPRECIATION & ACKNOWLEDGMENT

The Directors thank the Company's employees, customers, vendors, investors and academic partners for their continuous support. The Directors also thank the Government of India, Governments of various states in India, Governments of various countries and concerned Government departments and agencies for their co-operation. The Directors appreciate and value the contribution made by every member of the RCIL family.

FOR RELIANCE CHEMOTEX INDUSTRIES LIMITED

Place: Mumbai
Date: 9th August, 2019

(Sanjiv Shroff)
DIN: 00296008

(Rahul Shroff)
DIN: 02301693



Annexure- 1

A. Form for disclosure of particulars with respect to conservation of energy 2018-19

A. CONSERVATION OF ENERGY

1. Steps taken on conservation of energy

In line with the Company's commitment towards conservation of energy, the company continues with its efforts aimed at improving energy efficiency through innovative measures to reduce wastage and optimize consumption. Some of the measures taken by the company in this direction are as under:

- Optimization of Suction pressure of WCS through VFD and pressure transducer – Installed at Unit 2 and Unit 1 'E' Section.
- Optimization of Pneumafil suction of Ring frames through VFD and pressure transducer – Installed at Unit 2 Ring Frame No. 1 to 4.
- Optimization of Dyeing machine pump speed through VFD - Installed at Dyeing Machine No. 2, 3 & 5
- Replacement of 4 Nos. Old Spray pumps with new Energy Efficient Pumps in Unit 1 H-Plant.
- Compressed air leakage arrest of Spinning and post spinning machines and installation of continuous air consumption monitoring system on Autoconers
- Installation of Steam Shut off Valve at Drier No. 4 & 5 in Dye House to avoid steam consumption during Drier stoppages.
- Stoppage Fan motor of Over Head Blowers of Ring Frames during reverse direction running – Unit 2 Ring Frames
- Delta Star converter for TFO to save energy on low loads – 30 Nos.
- Optimization of Suction motor frequency of Autoconers – Unit 2

These measures have also led to reduced impact on environment, reduced maintenance time and cost, and improved productivity.

2. The steps taken by the company for utilizing alternate sources of energy

- In Boiler, "Biomass" is being used instead of Petcoke / Coal.
- The company is proposing to install roof top solar power plant.

3. Total investment on energy conservation Rs. 37,06,178

B TECHNOLOGY ABSORPTION

1 RESEARCH & DEVELOPMENT (R & D)

(a) Efforts made towards technology absorption

Developed multifold knotless yarn for heavy duty application and continuous efforts are going on for industrial sector for PPS Yarn, Meta aramid Yarn. Also introduced low melt and low pill yarns for specific uses and developed Poly/Linen, Viscose, & Cationic Dyeable Product, slub yarn and space dyed yarn.

(b) Benefit derived as a result of the above R & D

New business in Home Textiles and high end fabric category as well as Customer base is widened.

(C) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

- the details of technology imported: The Company has not imported any technology during the last three financial years.
- the year of import: Not applicable
- whether the technology has been fully absorbed: Not applicable
- if not fully absorbed, areas where absorption has not taken place, and the reason thereof: Not applicable

(e) Expenditure on R & D

Capital : Rs. NIL

Recurring : R & D expenses cannot be segregated.

C. FOREIGN EXCHANGE EARNINGS AND OUT GO

		(Rs. in Lakh)
1.	Foreign Exchange Earnings	17274.36
2.	Foreign Exchange outgo	1049.90

Annexure- 2

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Reliance Chemotex Industries Ltd.
Village Kanpur,
Udaipur - 313003(Rajasthan).

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Reliance Chemotex Industries Ltd.** (hereinafter called '**the Company**'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:



- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (repealed w.e.f. 9th December, 2018)
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 notified on 9th December, 2018;
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (repealed w.e.f. 11th September, 2018); **(Not applicable to the Company during the Audit Period)**
 - (j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified on 11th September, 2018; **(Not applicable to the Company during the Audit Period) and**
 - (k) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (vi) As confirmed by the management, there are no sector specific laws that are applicable specifically to the company.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreement entered into by the Company with BSE Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. We further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance. Further, independent director(s) were present at Board Meetings which were called at shorter notice to transact business which were considered urgent by the management in compliance of Section 173(3) of the Act. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. We further report that during the audit period the Company has initiated the process of Rights Issue of Equity Shares of the Company for an amount aggregating to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) under Chapter III of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. The aforementioned offer under the rights issue was subsequently increased to Rs. 30,00,00,000/- (Rupees Thirty Crores Only).

Place: Jaipur
Date: 9th August, 2019

For V.M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)

CS Vikas Mehta
Partner
ACS 28964
C P No. : 12789

Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.



Form No. AOC-2

Annexure- A'

Annexure- 3

To,
The Members
Reliance Chemotex Industries Ltd.
Village Kanpur,
Udaipur - 313003(Rajasthan).

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Jaipur
Date: 9th August, 2019

For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)

CS Vikas Mehta
Partner
ACS 28964
C P No. : 12789

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

- (a) Name(s) of the related party and nature of relationship: NA
- (b) Nature of contracts/arrangements/transactions: NA
- (c) Duration of the contracts / arrangements/transactions: NA
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: NA
- (e) Justification for entering into such contracts or arrangements or transactions: NA
- (f) Date(s) of approval by the Board: NA
- (g) Amount paid as advances, if any: NA
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188 : N.A.

2. Details of material contracts or arrangement or transactions at arm's length basis

Name(s) of Related Party and nature of relationship	Nature of Contracts/ arrangements/ Transaction	Duration of Contract/ arrangements/ Agreement	Salient terms of the Contract or arrangements or transactions including the value, if any	Date(s) of Approval by the Shareholders if any	Amount Paid as Advance, if any
A S Chemotex Private Limited	Lease, leave and License Agreement	8 Year	Rent of Rs. 150000/ P.M with Security Deposit of Rs. 10.00 Lakh	29.09.2014	-
AR Commercial Pvt Ltd	Lease, leave and License Agreement	8 Year	Rent of Rs. 150000/ P.M with Security Deposit of Rs. 1.00 Cr.	29.09.2014	-
Indo textile & fibres ltd	Lease, leave and License Agreement	8 Year	Rent of Rs. 225000/ P.M with Security Deposit of Rs. 1.00 Cr	29.09.2014	-
Indo textile & fibres ltd	Lease, leave and License Agreement	8 Year	Rent of Rs. 150000/ P.M with Security Deposit of Rs. 10.00 Lakh	29.09.2014	-
Spell fashions Private Ltd	Lease, leave and License Agreement	8 Year	Rent of Rs. 30000/ P.M with Security Deposit of Rs. 51000	29.09.2014	-

**FOR AND ON BEHALF OF BOARD OF
FOR RELIANCE CHEMOTEX INDUSTRIES LIMITED**

PLACE: Mumbai
DATE: 9th August, 2019

(Sanjiv Shroff)
Managing Director
DIN: 00296008

(Rahul Shroff)
Executive Director
DIN: 02301693



Annexure- 4

Corporate Social Responsibility (CSR)

Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

RCIL CSR policy is to focus on environmental, Education and health and rural development sector. The CSR policy placed on the website of the company

www.reliancechemotex.com

2. The Composition of the CSR Committee:

Mr. K.L Sonthalia, Chairman- Independent Director

Mr. R.N Sharma – Member – Non- Executive Director

Mr. Rahul Shroff –Member- Executive Director

3. Average net profit of the company for last three financial years: The Average Net Profit of Last Three Years is Rs. 347.13 Lakh
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): The Company's is required to spent of Rs. 694266/-.
5. Details of CSR spent during the financial year:
 - (a) Total amount to be spent for the financial year 2018-19; Rs. 6,96,940/-
 - (b) Amount unspent, if any; : Nil
 - (c) Manner in which the amount spent during the financial year is detailed below.

In accordance with the Company's CSR policy and in compliance with the Companies (Corporate Social Responsibility Policy) Rules, 2014, RCIL has undertaken the project to prepare the "Anicut" for water harvesting in the local area of Udaipur District under Jal Swalambhan Yojna in the previous year and spent 6,96,940/- for making "Anicut" in Girwa Block, Udaipur.

(Rs. in Lakhs)

S.No.	CSR Project or Activity Identified	Sector in which the projects is covered	Project or Programmer	Amount outlay	Amount spent on project or programe	Cumulative expenditure upto to the reporting period.	Amount Spent on CSR Activity Director or through agency.
1	Ensuring the Environmental Safety, sustainability, protection	Anicut for water harvesting	Udaipur Rajasthan	694266/-	696940/-	696940/-	Direct

- 6 In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report. : N.A
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

(Kishori Lal Sonthalia)
Chairman of CSR Committee

(Sanjiv Shroff)
Managing Director

Annexure-5

(The Report forms part of Directors Report) Disclosure in Directors Report on pursuant to Section 197(12) of the Companies Act, 2013 with the Companies (Appointment & Remuneration of Managerial Person), Rules 2014.

Sr. no.	Particulars	Disclosure										
1.	The Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	<table><tr><th>Name of Director</th><th>Ratio</th></tr><tr><td>Mr. Sanjiv Shroff</td><td>69.46</td></tr><tr><td>Mr. Rahul Shroff</td><td>58.88</td></tr><tr><td>Mr. Ameya Shroff</td><td>58.99</td></tr></table>	Name of Director	Ratio	Mr. Sanjiv Shroff	69.46	Mr. Rahul Shroff	58.88	Mr. Ameya Shroff	58.99		
Name of Director	Ratio											
Mr. Sanjiv Shroff	69.46											
Mr. Rahul Shroff	58.88											
Mr. Ameya Shroff	58.99											
2.	the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	<table><tr><td>Mr. Sanjiv Shroff, MD</td><td>3.37</td></tr><tr><td>Mr. Rahul Shroff, ED</td><td>1.94</td></tr><tr><td>Mr. Ameya Shroff, ED</td><td>1.89</td></tr><tr><td>Mr. Amarinder Singh Jassar, CFO</td><td>N.A.</td></tr><tr><td>Mr. Vimal Tank, CS</td><td>-</td></tr></table>	Mr. Sanjiv Shroff, MD	3.37	Mr. Rahul Shroff, ED	1.94	Mr. Ameya Shroff, ED	1.89	Mr. Amarinder Singh Jassar, CFO	N.A.	Mr. Vimal Tank, CS	-
Mr. Sanjiv Shroff, MD	3.37											
Mr. Rahul Shroff, ED	1.94											
Mr. Ameya Shroff, ED	1.89											
Mr. Amarinder Singh Jassar, CFO	N.A.											
Mr. Vimal Tank, CS	-											



3.	the percentage increase in the median remuneration of employees in the financial year;	During the Financial Year 2019, the percentage increase in the median remuneration of the employees as compared to previous year 7.14 % (approx.)
4.	the number of permanent employees on the rolls of company;	1508
5.	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Increase in the remuneration of Employee & Worker around 15% average. Taking into account the turnover of the company and responsibilities of the directors, the increasing remuneration of MD/ED decided on the basic of performance , inflation and prevailing industry trend and benchmarks, which is in accords of peer industry.
6.	Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes, It is confirmed.

1. Managerial person includes Managing Director, Executive Director and Whole time Director.
2. Profit of the Company is calculated as per Section 198 of the Companies Act, 2013.

**Statement containing particular of employees in accordance with Rule 5 (2) of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Annexure-6

Name	Designation	Remuneration	Qualification	Experience	Joining Date	Age	Last Employment
Mr. Sanjiv Shroff	Managing Director	84,63,155	Science Graduate	30 Years	01-09-88	59Years	-
Mr. Rahul Shroff	Executive Director	72,49,410	Master in Engineering in Electrical and Computer Science	8Years	28-07-08	32Years	-
Mr. Ameya Shroff	Executive Director	64,69,404	Master in Engineering in Electrical and Computer Science	5 Years	29-06-13	30 Years	-
Mr.Amar Inder Singh Jassar	Chief Financial Officer	43,00,869	Chartered Accountant	39Years	02.12.17	51Years	Oswal Woolens Mills Ltd.
Mr. Madan Gopal Rathi	Finance Manager and Coordinator	20,43,000	Post Graduate in Commerce	5 Years	29-06-13	30 Years	-
Mr. Prveen Kumar Mishra	President	45,61,752	B.Tech	25 Year	04.04.2018	51 Years	Trident Group
Mr. S.S Saxsena	Vice President Personal	21,25,770	Master of Social Works	36 Years	26.05.2014	61 Years	Birla Textile Mills Ltd.
Mr. Ashok Kumar Srivastav	Vice President Marketing	19,19,938	B.Sc. Hons MBA	23 Years	27.12.2016	47 Years	Pratibha Syntex Ltd.
Mr Anil Mujumdar	Vice President Engineering	18,83,760	Diploma in Electrical	36 Years	30.09.2015	56 Years	Gimatex Industries Ltd.
Mr. V.K Joshi	Vice President R&D	16,70,404	M.Tech	26 Years	01.07.2013	57 Years	Bharat Commercial Industries Ltd.



Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March, 2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION AND OTHER DETAILS:

1	CIN	L40102RJ1977PLC001994
2	Registration Date	23.08.1977
3	Name of the Company	RELIANCE CHEMOTEX INDUSTRIES LIMITED
4	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES/ INDIAN NON-GOVERNMENT COMPANY
5	Address of the Registered office & contact details	Village Kanpur, Post Box No. 73, Udaipur (Rajasthan)-313001, India Contact : 0294-2490488 Email : cs@reliancechemotex.com, Website : www.reliancechemotex.com
6	Whether listed company	Yes
7	Name, Address & contact details of the	Big Shares Services Private Limited, Bharat Tin works Building, 1st Floor, Opposite Vasant Oasis, next to Keys Hotel Marol Maroshi Road, Andheri East, Mumbai – 400059, Tel- 022-62638200/210 Emailid : Investors@bigsharesonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE Company

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	Synthetic Blended Yarn	13111	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary/Associate	%of shares held	Applicable Section
NOT APPLICABLE					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2018				No. of Shares held at the end of the year 31.03.2019				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. Promoters									
(1) Indian									
a) Individual/ HUF	854,500	-	854,500	21.47%	854,500	-	854,500	21.47%	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1,153,179	-	1,153,179	28.97%	1,153,179	-	1,153,179	28.97%	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	2,007,679	-	2,007,679	50.43%	2,007,679	-	2,007,679	50.43%	-



(2) Foreign									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
TOTAL (A)	2,007,679	-	2,007,679	50.43%	2,007,679	-	2,007,679	50.43%	-
B. Public Shareholding									-
1. Institutions									-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	150	150	-	-	150	150	0.00%	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	150	150		150	-	150	150	-
2. Non-Institutions									-
a) Bodies Corp.									-
i) Indian	151,370	700	152,070	3.82%	133,847	650	134,497	3.38%	-11.51
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	641,810	282,928	924,738	23.23%	343,980	236,078	580,058	14.57%	-37.28
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	--
iii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	701,518	-	701,518	17.62%	1,036,628		1,036,628	26.04%	47.78
c) Others (specify)				-	-				-
Non Resident Indians	21,192	30,800	51,992	1.31%	23,909	30,300	54,209	1.36%	3.82
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	
Foreign Nationals	-				-			-	
Clearing Members	8,756	-	8,756	0.22%	2,297	-	2,297	0.06%	-72.72
Trusts	1,000	-	1,000	0.03%	1,000	-	1,000	0.03%	-
Director or Director Relative	-	300	300	0.01%	-	300	300	0.01%	-
IEPF AUTHORITY	132,647	-	132,647	3.33%	164,032	-	164,032	4.12%	+23.45
Sub-total (B)(2):-	1,658,293	314,728	1,973,021	49.56%	1,705,693	267,328	1,973,021	49.56%	
Total Public (B)	1,658,293	314,878	1,973,171	49.57%	1,705,843	267,328	1,973,171	49.57%	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-		
Grand Total (A+B+C)	3,665,972	314,878	3,980,850	100.00%	3,713,522	267,328	3,980,850	100.00%	-



(ii) Share holding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year 1.04.2018			Shareholding at the end of the year 31.03.2019			
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1	Modern Fibotex India Limited	783,179	19.67%	-	783,179	19.67%	-	0.00%
2	Mr. Shankar Lal Shroff	195,650	4.91%	100	195,650	4.91%	100	0.00%
3	M/s. A.S Chemotex Private Limited	190,000	4.77%	-	190,000	4.77%	-	0.00%
4	M/s. Sunrise Producers Private Limited	180,000	4.52%	-	180,000	4.52%	-	0.00%
5	Mrs. Bimla Devi Shroff	157,800	3.96%	100	157,800	3.96%	100.00	0.00%
6	Mrs. Dipika Shroff	231,150	5.81%	100	231,150	5.81%	64.53	0.00%
7	Mr. Sanjiv Shroff	145,800	3.66%	100	145,800	3.66%	57.48	0.00%
8	Mr. Ameya Shroff	124,000	3.11%		124,000	3.11%		0.00%
9	Mr. Nand Gopal Khaitan	100	0.00%		100	0.00%		0.00%
	Total	2007679	50.43%		2007679	50.43%		

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No	Date	Reason	Shareholding at the beginning of the year 01.04.2018		Cumulative Shareholding during the year 31.03.2019	
			No. of shares	% of total shares of	No. of shares	% of total shares of
At the beginning of the year	01.04.2018		2007679	50.43%	2007679	50.43%
Changes during the year			-	-	-	-
THERE IS NO CHANGE IN THE HOLDING OF PROMTER GROUP						
				-		-
At the end of the year	31.03.2019		2,007,679	50.43%	2,007,679	50.43%

* During the year the Company has forfeited the 21000 Partly paid up Equity shares of Rs. 10/- each, Due to this slight change in % of holding of promtoer group.

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For each of the Top 10 shareholders*	Date	Reason	Shareholding at the beginning of the year 1.4.2018		Cumulative Shareholding during the year 31.03.2019	
				No. of shares	% of total shares	No. of shares	% of total shares
1	INDU BHANDARI						
	At the beginning of the year	01.04.2018		175,005	4.40%	175,005	4.40%
	Changes during the year	-			0.00%	175,005	4.40%
	At the end of the year	31.03.2019		175,005	4.40%	175,005	4.40%



2	IEPF AUTHORITY At the beginning of the year Changes during the year At the end of the year	01.04.2018 29.11.2018 31.03.2019	Transfer	132,647 31,385 164,032	3.33% 0.79% 4.12%	132,647 164,032 164,032	3.33% 4.12% 4.12%
3	RAJESH AGARWAL At the beginning of the year Changes during the year At the end of the year	01.04.2018 31.03.2019		133,246 133,246	3.35% 3.35%	133,246 133,246 133,246	3.35% 3.35% 3.35%
4	SANGEETHA S At the beginning of the year Changes during the year At the end of the year	01.04.2018 31.03.2019		61,090 - 61,090	1.53% 0.00% 1.53%	61,090 61,090 61,090	1.53% 1.53% 1.53%
5	MUSKESH CHOURADIYA At the beginning of the year Changes during the year At the end of the year	01.04.2018 - 31.03.2019		51,737 51,737	1.30% 1.30%	51,737 51,737 51,737	1.30% 1.30% 1.30%
6	BHARTI BHARAT DATTANI At the beginning of the year At the end of the year	01.04.2018 26.09.2018 31.03.2019		71,300 (4,990) 66,310	1.79% -0.13% 1.67%	71,300 66,310 66,310	1.79% 1.67% 1.67%
7	KHUSHAL JAYESH KHANDWALA At the beginning of the year At the end of the year	01.04.2018 08.06.2018 27.07.2018 05.10.2018 31.03.2019	Transfer Transfer Transfer	40,879 (105) 4 1 40,779	1.03% 0.00% 0.00% 0.00% 1.02%	40,879 40,774 40,778 40,779 40,779	1.03% 1.02% 1.02% 1.02% 1.02%
8	MILI CONSULTANTS & INVESTMENT PVT. LTD. At the beginning of the year Changes during the year At the end of the year	01.04.2018 31.03.2019	Transfer	35,233 - 35,233	0.89% 0.89%	35,233 35,233 35,233	0.89% 0.89% 0.89%
9	BJD SECURITIES PRIVATE LIMITED At the beginning of the year Changes during the year At the end of the year	01.04.2018 03.08.2018 10.08.2018 26.10.2018 31.03.2019	Transfer Transfer Transfer	28,924 2,999 (3,000) 5,432 34,355	0.73% 0.00% 0.00% 0.00% 0.86%	28,924 31,923 28,923 34,355 34,355	0.73% 0.80% 0.73% 0.86% 0.86%



10	BANSURI BHARAT DATTANI At the beginning of the year Changes during the year At the end of the year	01.04.2018 31.03.2019		33,153 33,153	0.83% 0.83%	33,153 33,153 33,153	0.83% 0.83% 0.83%
11	BHARAT JAMAN DAS DATTANI At the beginning of the year Changes during the year 28.09.2018 05.10.2018 At the end of the year	01.04.2018 10.08.2018 28.09.2018 05.10.2018 31.03.2019	 Transfer Transfer Transfer	44,810 (3,602) (5,000) (4,000) 32,208	1.13% -0.09% 0.00% 0.00% 0.81%	44,810 41,208 36,208 32,208 32,208	1.13% 1.04% 0.91% 0.81% 0.81%
12	RAI INVESTMENTS LTD. At the beginning of the year Changes during the year 10.08.2018 01.03.2019 At the end of the year	01.04.2018 27.07.2018 03.08.2018 10.08.2018 01.03.2019 31.03.2019	 Transfer Transfer Transfer Transfer	38,381 (3,000) (551) (12,671) 2,910 25,069	0.96% -0.08% -0.01% -0.32% 0.07% 0.63%	38,381 35,381 34,830 22,159 25,069 25,069	0.96% 0.89% 0.87% 0.56% 0.63% 0.63%

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year 01.04.2018		Cumulative Shareholding during the year 31.03.2019	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Sanjiv Shroff At the beginning of the year Changes during the year At the end of the year	01.04.2018 - 31.03.2019		145,800 145,800	3.66% 3.66%	145,800 145,800 145,800	3.66% 3.66% 3.66%
2	Rahul Shroff At the beginning of the year Changes during the year At the end of the year	01.04.2018 31.03.2019		- - -	0.00% 0.00% 0.00%	- - -	0.00% 0.00% 0.00%
3	Ameya Shroff At the beginning of the year Changes during the year At the end of the year	01.04.2018 - 31.03.2019		124,000 124,000	3.11% 3.11%	124,000 124,000 124,000	3.11% 3.11% 3.11%
4	N.G Khaitan At the beginning of the year Changes during the year At the end of the year	01.04.2018 31.03.2019		100 - 100	0.00% 0.00% 0.00%	100 100 100	0.00% 0.00% 0.00%



Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
5	R.N Sharma At the beginning of the year Changes during the year At the end of the year	01.04.2018 31.03.2019		50 - 0.00%	0.00% 0.00% 0.00%	50 50 0.00%	0.00% 0.00% 0.00%
6	Dipika Shroff At the beginning of the year Changes during the year At the end of the year	01.04.2018 - 31.03.2019		231,150 - 231,150	5.81% 0.00% 5.81%	231,150 231,150 231,150	5.81% 5.81% 5.81%
7	K.L Sonthalia At the beginning of the year Changes during the year At the end of the year	01.04.2018 31.03.2019		200 - 200	0.01% 0.00% 0.01%	200 200 200	0.01% 0.01% 0.01%
8	Ramadoss Srinivasan At the beginning of the year Changes during the year At the end of the year	01.04.2018 31.03.2019		- - -	- - -	- - -	0.00% 0.00% 0.00%
9	Narayan Shroff At the beginning of the year Changes during the year At the end of the year	01.04.2018 31.03.2019		50 - 50	0.00% 0.00% 0.00%	50 50 50	0.00% 0.00% 0.00%
10	Amarinder Singh Jassar At the beginning of the year Changes during the year At the end of the year	01.04.2018 31.03.2019		- - -	0.00% 0.00% 0.00%	- - -	0.00% 0.00% 0.00%
11	Vimal Tank At the beginning of the year Changes during the year At the end of the year	01.04.2018 31.03.2019		- - -	0.00% 0.00% 0.00%	- - -	0.00% 0.00% 0.00%



(vi) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. In Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	5,867.50	1,213.00	-	7,080.50
ii) Interest due but not paid		41.70	-	41.70
iii) Interest accrued but not due	21.89			21.89
Total (i+ii+iii)	5,889.39	1,254.70	-	7,144.09
Change in Indebtedness during the financial year				
* Addition		646.50		646.50
* Reduction	(1,874.41)			(1,874.41)
Net Change	(1,874.41)	646.50	-	(1,227.91)
Indebtedness at the end of the financial year				
i) Principal Amount	4,001.78	1,868.50		5,870.28
ii) Interest due but not paid		32.70		32.70
iii) Interest accrued but not due	13.20			13.20
Total (i+ii+iii)	4,014.98	1,901.20	-	5,916.18

* Indebtness excluding preference shares.

(vii) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Executive Director/ Whole-time Directors and/or Manager

Sr. No	Particular of Remuneration	Name of MD/ED & WTD				Total Amount
		Sanjiv Shroff (Managing Director & CEO)	Rahul Shroff (Executive Director)	Ameya Shroff (Executive Director)		
1.	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,800,000	3,780,000	3,300,000		11,880,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3,087,155	3,015,810	2,713,404		8,816,369
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961					
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission - as % of profit - Others, specify...	-	-	-	-	-
5.	Others, (Retirement Benefit)	576,000	453,600	396,000		1,425,600
6.	Total(A)	84,63,155	7,249,410	6,409,404		22,121,969
	Ceiling as per the Act	Ceiling on Managerial Remuneration as provided in section 197 of the Companies Act, 2013 is not applicable, the Managerial Remuneration as per Schedule V of the Companies Act 2013				



B. Remuneration to other directors

	Particulars of Remuneration							Total
		R.N.Sharma	Ramados Srinivasan	K.L. Sonthalia	Narayan Shroff	N.G Khaitan	Dipika Shroff	(Rs/Lac)
1	Independent Directors Fee for attending board committee meetings Commission Others, please specify	-	58,000	79,000	15,000	-	-	152,000
	Total(1)	-	58,000	79,000	15,000	-	-	152,000
2	Other Non-Executive Directors · Fee for attending board committee meetings · Commission · Others, please specify	13,000	-	-	-	60,000	50,000	123,000
		-	-	-	-	-	-	-
	Total (2)	-	-	-	-	60,000	50,000	123,000
	Total(B)=(1+2)	13,000	58,000	79,000	15,000	60,000	50,000	275,000
	Total Managerial Remuneration							22,396,969
	Overall Ceiling as per the Act	Ceiling on Managerial Remuneration as provided in Section 197 of the Companies Act, 2013 is not applicable, since the company has inadequate profit in terms of Section 198 of the act						

C. Remuneration to Key Managerial Persons

S.No.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount
	Name	AMAR INDER SINGH JASSAR	Vimal Tank	(Rs/Lac)
	Designation	CFO	CS	
1	Gross salary	-	-	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,206,727.00	10,55,000	52,61,727.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	25,000.00	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	94,142.00	-	-
5	Others, please specify	-	-	94,142.00
	Total	4,300,869.00	10,80,000.00	53,80,869.00



viii .PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers In Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

FOR AND ON BEHALF OF BOARD OF DIRECTORS
FOR RELIANCE CHEMOTEX INDUSTRIES LIMITED

Place: Mumbai
Date: 9th August, 2019

(Sanjiv Shroff)
DIN: 00296008

(Rahul Shroff)
DIN: 02301693



RELIANCE CHEMOTEX INDUSTRIES LIMITED, UDAIPUR
REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE.

The company firmly believes in following the best standards of business practices and ethics to conduct its operations and follows the principle of transparency, integrity, accountability and equity while dealing with its shareholders, lenders, employees, government, other stakeholders and society at large. The Company's philosophy on Corporate Governance is in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (here in after called as Listing Regulations). The Company has Professionals on its Board of Directors who are actively involved in the deliberations of the Board on all important policy matters.

The Company's Governance framework is based on the following principles:

- a) Appropriate Composition of Board of Directors where every member is having expertise in their domain.
- b) Availability of information to the members of Board and Committees enabling them to discharge their fiduciary duties.
- c) Timely disclosure of material, operational, and financial information to the stake holders.
- d) Proper business conducted by the Board and Senior Management.
- e) System and processes are in place for internal control.

A Report on Compliance with the Principles of Corporate Governance as prescribed by the Securities & Exchange Board of India (SEBI) in Chapter IV read with Schedule V of the Listing Regulations is given below.

2. BOARD OF DIRECTORS

a) Composition of the Board

The Board is broad-based and consists of eminent personalities from Industrial, Managerial, Technical, Financial and Marketing backgrounds. The Company is managed by the Board of Directors in co-ordination with the Senior Management Team. The composition and strength of the Board is reviewed from time to time for ensuring that it remains aligned with statutory as well as business requirements. The Company has a Judicious Combination of Executive and Non-Executive Directors. As on March 31, 2019, the Board comprised of 9 Directors out of which three are Executive Directors, three are Independent Directors and three are Non-Executive Directors.

The Chairman of the Board is an Independent Director. All the Independent Directors satisfy the criteria of independence as defined under the Companies Act, 2013 and the Listing Regulations.

Board Independence: The Independent Directors fulfill the conditions of Independence as specified in Section 149 of the Companies Act, 2013 and Regulation 16 (1) (b) of Listing Regulations. Format of Letter of Appointment of Independent Directors is uploaded on the website of the company www.reliancechemotex.com. In compliance with the Listing Regulations, Directors of the Company do not serve as an Independent Director in more than seven listed companies. Further, none of the Directors on the Company's Board is a Member of more than 10 (ten) Committees and Chairman of more than 5 (five) Committees (Committees being, Audit Committee and Stakeholders' Relationship Committee) across all the companies in which he/she is a Director. All the Directors have made necessary disclosures regarding Committee positions held by them in other companies and do not hold the office of Director in more than 10 (ten) public companies as on 31st March, 2019

b) Number of Board Meetings held and their dates of holding

Five Board Meetings were held during the Financial Year 2018-2019 at the following dates: 17.05.2018, 28.06.2018, 13.08.2018, 02.11.2018 and 09.02.2019 respectively. The maximum time gap between any two consecutive meetings was less than one hundred and twenty days as prescribed in the SEBI (Listing Obligations and Disclosure Requirement) Regulation 2015 and the Companies Act, 2013. The attendance at the Board Meetings during the year, at the last Annual General Meeting and other details regarding other Directorship in other Indian Public Companies etc. are as follows:



RELIANCE
CHEMOTEX INDUSTRIES LIMITED
CIN L40102RJ1977PLC 001994

Name of Director & DIN	Category of Director	No. of B.M attended	Last AGM attended	No. of other Directorship and committee Member/ Chairmanship			Relationship Director inter- se	Shares held	
				Other Directorship	Committee Membership	Committee Chairmanship		Equity	Preference
Mr. Ramadoss Srinivasan Chairman DIN : 00235831	Independent Director	4	No	-	-	-		-	-
Mr. Sanjiv Shroff (Managing Director) DIN00296008	Promoter/ Managing Director	5	Yes	-	-	-	Related to Mr. S.L Shroff, Mr. Rahul Shroff, Mr. Ameya Shroff, Smt Dipika Shroff, & Mr.N.GKhaitan	145800	115000
Mr. N.G.Khaitan DIN: 00020588	Promoter/ Non -Executive Director	4	Yes	7	5	2	Related to Mr. S.L Shroff, Mr. Sanjiv Shroff, Mr. Rahul Shroff, Mr. Ameya Shroff & Mrs. Dipika Shroff	100	-
Mr. K.L. Sonthalia DIN: 00899958	Independent Director	5	Yes	1	-	-	-	200	-
Mr. Narayan Shroff DIN: 05207412	Independent Director	1	No	-	-	-	-	50	-
Mr. R.N. Sharma DIN: 00368947	Non-Executive Director	1	No	-	-	-	-	50	-
Mr. Rahul Shroff (Executive Director) DIN: 02301693	Promoter/ Executive Director	5	No	2	-	-	Related to Mr. S.L Shroff, Mr. Sanjiv Shroff, Mr. Ameya Shroff, Smt Dipika Shroff & Mr. N.G Khaitan	-	40000
Mr. Ameya Shroff (Executive Director) DIN: 05315616	Promoter/ Executive Director	5	Yes	-	-	-	Related to Mr. S.L Shroff, Mr. Sanjiv Shroff, Mr. Rahul Shroff, Smt Dipika Shroff & Mr. N.G Khaitan	124000	-
Mrs. Dipika Shroff (Director) DIN: 00226941	Promoter/ Non -Executive Director	5	No	1	-	-	Related to Mr. S.L Shroff, Mr. Sanjiv Shroff, Mr. Rahul Shroff, Mr. Ameya Shroff & Mr. N.G Khaitan	231150	-

Details of name of other listed entities where Directors of the Company are Directors and the category of Directorship as on 31st March, 2019 are as under:

Name of Director	Name of other Listed entites in which the concerned Director is Director	Category
Mr. N. G. Khaitan	MANGALAM TIMBER PRODUCTS LTD HSIL LIMITED INDIA POWER CORPORATION LIMITED MANGALAM CEMENT LTD CHASE BRIGHT STEEL LIMITED JK LAKSHMI CEMENT LIMITED	Independent Director
Mr. Kishori Lal Sonthalia	GOPALA POLYPLAST LTD	Independent Director



- For the purpose of reckoning the limit under Regulation 26 of Listing Regulations, we have considered the Chairmanship/Membership of Audit Committee and Stakeholder Relationship Committee.
- Chairmanship/Membership of Committees other than Reliance Chemotex Industries Limited.
- During the year, the company provided the information as set out in Regulation 17 read with Part A of Schedule II of Listing Regulations to the Board and Committees thereof to the extent it is applicable and relevant information as part of Agenda Paper.
- Mrs. Dipika Shroff, Non-Executive Director of the Company whose duration is longest in the office is due for retirement by rotation at this annual general meeting and is eligible for re-appointment.
- The Board of Directors in its meeting held on 4th May, 2019 proposed the re-appointment of Mr. Ameya Shroff Executive Director for a period of three years w.e.f. 01.08.2019.

Skills / expertise competencies of the Board of Directors:

The following is the list of core skills / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available within the Board Members:

1. Governance skills (that is, skills directly relevant to performing the Board's key functions);
2. Industry skills (that is, skills relevant to the industry or section in which the organization predominantly operates); and
3. Personal attributes or qualities that are generally considered desirable to be an effective Director
4. Technical skills / experience in accounting / finance/ Government or public policy / economy / human resource management / strategy development and implementation / Capital planning;
5. Governance competencies like Director in large organisation, compliance focus, leadership, risk management experience, Business judgement.

Confirmation as regards independence of Independent Directors

In the opinion of the Board, both the existing Independent Directors and those who is proposed to be re-appointed at the Annual General Meeting, fulfill the conditions specified in the Listing Regulations and are independent of the Management.

Familiarization Programme for Directors: To familiarize a new independent director with the company, an information kit containing documents about the company — such as its Annual Reports, Investor Presentations, Recent Press Releases, and Code of Conduct of Directors and the Memorandum and Articles of Association is provided. The new independent director individually meets with board members and senior management. Visits to plants are organized for the director. The Managing Director also has one on one discussion with the newly appointed directors to familiarize with the company and its operations. The company has put the Familiarization programme on the website of the company www.reliancechemotex.com.

Code of Conduct

In tune with the corporate philosophy stated in the preceding paragraph, the Board of Directors of the Company has laid down a Code of Conduct for the entire Board Members and Senior Management of the Company. Additionally, all Independent Directors are bound by duties of Independent Directors asset out in the Companies Act, 2013 read with schedule IV and rules there under. The Code of Conduct is displayed at Company's website www.reliancechemotex.com under the head “Code of Conduct”. Affirmation regarding Compliance with the Code of Conduct has been obtained from all the Board Members and Senior Management Personnel of the Company. All Board members and senior management personnel (as per Regulation 26(3) of the Listing Regulations) have affirmed the compliance with the applicable Code of Conduct. A declaration to this effect, signed by the Managing Director & CEO forms a part of this Report.

CODE FOR PREVENTION OF INSIDER TRADING

The Company has adopted a Code of conduct for Prevention of Insider Trading (“the code”) in accordance with the requirement of SEBI (Prohibition of Insider Trading) Regulation 2015. The Code is applicable to the promoters and promoters' group, all directors



and such designated employees who were expected to have access to unpublished price sensitive information relating to the company. The Company Secretary is the Compliance Officer for monitoring adherence to the aforesaid PIT Regulations. The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with the PIT Regulations. This Code is displayed on the Company's website viz. www.reliancechemotex.com.

COMMITTEES OF THE BOARD

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the company and need a closer review. The Board Committees are framed with the approval of Board and function in the irrespective areas. The Board Committees play a vital role in the management of day today affairs and governance of the company. The Board of Directors has Constituted 6 Committees of the Directors with adequate delegation of powers to discharge urgent business of the Company. As on 31st March, 2019 The Board has established the following committees as below:

- (a) Audit Committee
- (b) Stakeholder Relationship Committee
- (c) Nomination & Remuneration Committee
- (d) Corporate Social Responsibility Committee
- (e) Finance Committee.
- (F) Executive Committee.

3. AUDIT COMMITTEE

Composition

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulations. All members of the Audit Committee are financially literate and expertise in the domain of finance, Taxation and Risk. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function. Mr. K.L Sonthalia, Independent Director is the Chairman of the Audit Committee. The other members of the Audit Committee include Mr. N.G Khaitan, Mr. Ramadoss Srinivasan and Mr. Narayan Shroff.

Mr. Vimal Tank acts as the Secretary of the Committee.

Meeting and Attendance:

The Audit Committee met four times during the Financial Year 2018-19. The Maximum gap between two meetings was not more than 120 days. The committee met on 17.05.2018, 13.08.2018, 02.11.2018 and 09.02.2019. Mr. K.L Sonthalia, Chairman of Audit Committee was present in the Annual General Meeting held on 10.09.2018. The Attendance of the members of the committee is as follows:

Name of Member	Category	No.of Meetingsheld during Tenure	Number of Meetings attended
Mr. K.L.Sonthalia Chairman	Independent Non-Executive	4	4
Mr. N.G.Khaitan Member	Not Independent Non-Executive	4	4
Mr. Ramadoss Srinivasan Member	Independent Non-Executive	4	3
Mr. Narayan Shroff Member	Independent Non-Executive	4	1



Internal Control

The Company has appointed a Firm of Chartered Accountants as Internal Auditors to review and report on the Internal Control Systems of the Company. The Company has also laid down the Internal Financial Control System which was also reviewed by the Audit Committee. The Statutory Auditor of the Company has submitted their report on Internal Financial Control for the F.Y. ended on 31.03.2019. The Internal Auditor reviewed the Internal Control System and report of the Internal Auditors is reviewed by the Audit Committee.

Terms of reference

Audit Committee was constituted in terms of reference as contained in the provision of Regulation 18 of Listing Regulations and comply with the provisions of Section 177(1) of Companies Act, 2013. All members of the Audit Committee are financially literate and carry expertise in the domain of finance & taxation.

The terms of reference of the audit committee are broadly stated as under:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report as per the terms of clause (c) of sub-section 3 of section 134 of the Act.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit finding.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
- Qualification in the draft audit report.
- Reviewing, with the management, the quarterly/half yearly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Examination of the financial statement and the auditors' report thereon;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
- Approval and appointment of Chief Financial Officer.
- Formulating in consultation with Internal Auditor the Scope, functioning, periodicity, and methodology of conducting audit.
- Management Discussion and Analysis of Financial Condition and results of operations.
- Statement of Significant Related Party Transactions, submitted by the Management.
- Management letter/letter of Internal Control Weakness issued by Statutory Auditor.



- Internal Audit Report related to Internal Control Weakness.
- Statement of deviation as per Regulation 32 of SEBI (LODR) Regulation, 2015..

4) NOMINATION & REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises with 4 non-executive directors and Mr. K.L Sonthalia, is the Chairman of the Committee. Nomination Remuneration Committee recommend the approval of the remuneration payable to the managerial persons with reference to provisions of Schedule V of the Companies Act, 2013, Regulation 19 of Listing Regulations and within the ceiling fixed by the Shareholders and to guide the Board in relation to the appointment and removal, identifying persons and to recommend/review remuneration of the directors including Whole-time/Executive Directors, Key Managerial Personnel(KMP) and Senior Management Personnel. The Committee met two times during the FY 2018-19 on 17.05.2018 and 13.08.2018. The composition of Nomination and Remuneration Committee of the Board of Directors of the Company along with details of meeting held and attended by the members of the committee during the Financial Year 2018-19 is detailed below:

Name of Member	Nature of Membership / Category	No.of Meetingsheld during Tenure	Number of Meetings attended
Mr. K.L.Sonthalia Chairman	Independent Non-Executive	2	2
Mr. Ramadoss Srinivasn Member	Independent Non-Executive	2	2
Mr. Narayan Shroff Member	Independent Non-Executive	2	-
Mr. R.N Sharma Member	Non-Executive	2	1

- Mr. Vimal Tank officiated as Secretary of the Committee. The Chairman of the Committee was present in the Annual General Meeting.

TERMS OF REFERENCE

The Nomination and Remuneration Committee is empowered with the following terms of reference and responsibilities in accordance with the provision of law and Nomination and Remuneration policy:

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing/Whole-time Director(s) and Senior Management (one level below the Board of Directors);
- To help in determining the appropriate size, diversity and composition of the Board;
- To recommend to the Board appointment/re-appointment and removal of Directors;
- To frame criteria for determining qualifications, positive attributes and independence of Directors;
- To recommend to the Board remuneration payable to the Directors (while fixing the remuneration of executive Directors the restrictions Contained in the Companies Act, 2013 are to be considered)
- To create an evaluation framework for the Independent Directors;
- To provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
- To assist in developing a succession plan for the Board;
- To assist the Board in fulfilling the responsibilities entrusted from time to time; and
- Delegation of any of its powers to any Member of the Committee or the Compliance Officer and the Board;
- To recommend to the board, all remuneration, in whatever form, payable to senior management.

5. Remuneration Policy:

- i) **Non-Executive Director:** The non-executive directors are paid remuneration by way of sitting fees for the meetings plus travelling and other expenses for attending meetings. The Non-Executive Directors are paid sitting fees for each meeting of



Board or Committee of Directors attended by them. The Non-Executive Directors do not have any material pecuniary relationship or transaction with the Company. The total Sitting Fees paid during the year was Rs. 261000/- as follow:-

Name of Director	Sitting fee for (Amount in Rs.)	
	Board Meeting	Committee Meeting
Mr. N.G. Khaitan	40000	20000
Mr. K.L. Sonthalia	50000	29000
Mr. Ramadoss Srinivasan	40000	18000
Mr. R.N Sharma	10000	3000
Mr. Narayan Shroff	10000	5000
Mrs. Dipika Shroff	50000	-

ii) **Executive Directors:** The appointment/re-appointment and remuneration of Executive Directors including Chairman and Managing Director and Whole time Director is governed by the recommendation of the Remuneration and Nomination Committee, Resolutions passed by the Board of Directors and Shareholders of the Company. Payment of remuneration to Executive Directors is governed by the respective Agreements executed between them and the Company. The remuneration package of Chairman and Managing Director and Whole time Director comprises of salary, perquisites and allowances, and contributions to Provident and other retirement benefits as approved by shareholders at the General Meetings. Nomination and Remuneration policy was displayed on the Company website i.e www.reliancechemotex.com. The Details of remuneration paid to Executive Directors during the Financial Year 2018-19 are as under;

Name of Executive Directors	Basic Salary	Ex-gratia	Allowances	Contribution to PF	Total	Service Contract (Years)	Period	Notice Period and Severance Fees
Mr. Sanjiv Shroff	48,00,000	9,60,000	21,27,155	5,76,000	84,63,155	3	1.09.17 to 31.08.20	6 Month Notice & 3 Month Salary in lieu thereof
Mr. Rahul Shroff	37,80,000	7,56,000	22,59,810	4,53,600	72,49,410	3	26.09.18 to 25.09.21	6 Month Notice & 3 Month Salary in lieu thereof
Mr. Ameya Shroff	33,00,000	6,60,000	21,13,404	3,96,000	64,69,404	3	1.08.16 to 31.07.19	6 Month Notice & 3 Month Salary in lieu thereof

Performance Evaluation

Pursuant to the provision of Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out annual evaluation of its own performance, its committee and directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Boards functioning such as adequacy of the composition of the Board and its committees, Board culture, execution and performance of specific duties, obligation and governance. The performance evaluation of the Chairman/Managing Director/Executive Director was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

The Committee shall identify evaluation criteria which will evaluate directors based on knowledge to perform the role, time & level of participation, performance of duties, level of oversight, professional conduct and independence. The Appointment/Re-Appointment, continuation of Directors on the Board shall be subject to the outcome of the early evaluation process.



Evaluation Criteria for Independent Directors: The Committee formulated the evaluation criteria for the Board and the Independent Directors which shall be broadly based on:

1. Time & level of Participation
2. Contribution in the implementation of good corporate governance.
3. Information and expertise in their respective domains.
4. Managing Relationships.
5. Performance of Duties and level of oversight
6. Professional conduct and independent judgment.
7. Maintain Confidentially.
8. Aware about roles and duties of Directors
9. Updated with latest Development in the Corporate Sector.

6) STAKEHOLDERS RELATIONSHIP COMMITTEE

(i) Composition of Stakeholders Relationship Committee

The Composition of Stakeholders' Relationship Committee is in compliance with provision of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. The Committee comprises of 2(Two) Non-executive Directors Mr. K.L Sonthalia, Mr. R.N Sharma and 1(one) executive director viz. Mr. Sanjiv Shroff, Managing Director. Mr. K.L Sonthalia, Independent Director is the Chairman of the Committee. Mr. Vimal Tank, Company Secretary is the Compliance officer of the Committee. The Committee met four times during the year on 17.05.2018, 13.08.2018, 02.11.2018 and 09.02.2019 and the attendance of the members at the meeting is as follows:

Name of Member	Nature of Membership / Category	No. of Meetings held during Tenure	Number of Meetings attended
Mr. K. L. Sonthalia Chairman	Independent Non Executive	4	4
Mr. Sanjiv Shroff Member	Independent/ Executive	4	4
Mr. R. N. Sharma Member	Independent/ Non-Executive	4	2

(ii) Terms of reference

The Committee has been constituted as per provisions as set out in the Listing Regulations and the Companies Act, 2013 and specifically looking to the redressing of Shareholders' and Investors' complaints in respect to Dematerialization of Shares, Issue of Duplicate Share Certificate, Non-receipt of Annual Report and Non-receipt of declared Dividends etc.

Further, the Board of Directors has authorized the M/s. Big Shares Services Private Limited and Mr. Vimal Tank, Company Secretary to attend all the grievances of the shareholders received directly through SEBI, Stock Exchange, Ministry of Corporate Affairs and ROC etc. The Minutes of meetings of the Stake holders Relationship Committee are circulated to members of the Committee and the Board; the continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the Investor.

ii) Investors Complaints received and resolved during the year

The Company has received 4 letters/complaints from Investors which have been resolved during the year. There was one complaint remaining unresolved as on 31st March, 2018 which has been resolved on 2nd April, 2018. Share holder complaints generally attended within seven working days except where constrained by dispute or legal impediment. The details of complaints received by the Company and Registrar & Share Transfer Agent and resolved as quarter wise during the year 2018-19 are as under:



Quarter ended on	No. of Complaints received	No. of Complaint Resolved	No. of Complaints Pending
30.06.2018	1	2	-
30.09.2018	1	1	-
31.12.2018	4	4	-
31.03.2019	4	4	-
Total	10	11	-

The above table also includes the complaint received through SEBI Scores.

7) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility (CSR) Committee comprises of Three Directors. Mr. K.L Sonthalia, Independent Director is the Chairman of the Committee and the other members of the CSR Committee include Mr. R.N Sharma & Mr. Rahul Shroff. The Composition of CSR Committee is in accordance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Company has formulated CSR Policy, which is uploaded on the website of the Company www.reliancechemotex.com. The CSR Committee met once during the year on 17.05.2018. The table below provides the attendance of CSR Committee members;

Name of Member	Category	No. of Meetings held during Tenure	Number of Meetings attended
Mr. Rahul Shroff	Executive Director	1	1
Mr. R.N Sharma	Non-Executive Director	1	1
Mr. K.L. Sonthalia	Non-Executive Director	1	1

8) FINANCE COMMITTEE

The company has constituted a Finance Committee comprising of Mr. Sanjiv Shroff, Mr. Rahul Shroff and Mr. K.L Sonthalia as members for approval of the financial decisions, and acceptance of sanction, to execute the required documents in respect of loan/limits granted by banks. During the year, four meetings of Finance Committee was held which is on 02.07.2018, 13.08.2018, 02.11.2018 and 08.03.2019 and the attendance of the members at the meeting is as follows:

Name of Member	Category	No. of Meetings held during Tenure	Number of Meetings attended
Mr. Sanjiv Shroff	Non-Executive Director	4	4
Mr. Rahul Shroff	Non-Executive Director	4	4
Mr. K.L. Sonthalia	Independent Director	4	2

9) MEETING OF INDEPENDENT DIRECTORS

As per provision of Regulation 16 of Listing Regulations and Section 149 of the Companies Act, 2013. A Meeting of Independent Directors of the Company was held on 9th February, 2019 and Mr. K.L Sonthalia & Mr. Ramadoss Srinivasan were present in the Meeting.

During the year under review, the Independent Directors discussed the following matters in the Meeting:

- Review the performance of non-independent directors and the board as whole.



- b) Review the performance of the Chairperson of the Company, taking into the Accounts the views of Executive Directors and Non- Executive Directors.
- c) Assess the quality, quantity and time lines of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

During the Meeting, the company has provided the Brief profile of the Business of the Company and also the working of Company's Managing Director, Executive Director and Whole-time Director and also explained their Roles & Responsibilities in the company.

POLICY ON DEALING WITH RELATED PARTY TRANSACTION

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with Related Parties during the financial years. Related party transactions have been disclosed under the note 27 of significant accounting policies and notes forming part of the Financial Statements in accordance with Accounting Standard. A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval. As required under Regulation 23(1) of Listing Regulations the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on website of the Company www.reliancechemotex.com.

10. General Body Meetings

(A) Location, date and time of Annual General Meetings held during last three years.

Year	AGM	Location	Date	Time
2015-16	38thAGM	Alka Hotel,Udaipur	12thSept, 2016	10.30 A.M
2016-17	39th AGM	Alka Hotel,Udaipur	28th Aug. 2017	10:30 A.M
2017-18	40Th AGM	Alka Hotel,Udaipur	10Th Sept, 2018	10:30 A.M

(B) Special Resolutions passed in the previous three AGMs:

a) In the AGM held on 10th September, 2018

- 1) To consider continuous appointment of Mr. Kishori Lal Sonthalia as an Independent Director of the Company.
- 2) To consider continuous appointment of Mr. Narayan Shroff as an Independent Director of the Company.
- 3) To re-appoint Mr. Rahul Shroff (DIN: 02301693) as Executive Director of the Company.

b) In the AGM held on 28th August, 2017

- 1) To re-appoint Mr. Sanjiv Shroff (DIN: 00296008) as Managing Director of the company.

c) In the AGM held on 12th September, 2016

- 1) To re-appoint Mr. Ameya Shroff as Executive Director for three years w.e.f 01stAugust, 2016 to 31stJuly, 2019.
- 2) To enhance the remuneration of Mr. Sanjiv Shroff, Managing Director of the company w.e.f from 01stApril, 2016.
- 3) To enhance the remuneration of Mr. Rahul Shroff, Executive Director of the company w.e.f.01stApril, 2016.



11. Disclosures

- i) During the year, there were no materially significant transactions except asset out in financial statement of the Annual Report with the related parties viz Promoters, Directors or the Management or relatives etc. that may have a potential conflict with the interest of the Company at large.
- ii) No penalties or Strictures have been imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority on any matter related to Capital Markets for non-Compliance by the Company during the last three years.
- iii) The Company has Vigil Mechanism/ Whistle Blower Policy the same was posted on the Company website www.reliancechemotex.com. The detailed disclosure on the policy is else wherein the Board's Report.
- iv) The entire mandatory requirement has been appropriately complied with and the non-mandatory requirements are dealt with at the end of this report.

v) Web link

- a) Familiarization programme for Independent Directors. <http://www.reliancechemotex.com/familisationProgramme.html>
- b) Related party transaction policy <http://www.reliancechemotex.com/policyRelatedPartyTransaction.html>
- c) Material Subsidiary: NA
 - i) There have not been any significant changes in the accounting policies during the year.
 - ii) No Pecuniary relationship or transaction of the Non-Executive Directors.
 - iii) There is no material transaction with any Non-Executive as well as Independent Director that require a separate disclosure.
 - iv) There is no such Fund raised through Preferential Allotment or Qualified Institutional Placement in accordance with the Regulation 32(7a) of Listing Regulations.
- v) A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
- vi) Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part is given below:

	Rs. Lakh
Payment to Statutory Auditors	FY 2018-19
Audit Fees	7.04
Tax Audit Fees	2.15
Other Services	0.72
Reimbursement of expenses	0.93
Total	10.84



- i) Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
- Number of complaints filed during the financial year 2018-19 Nil
- Number of complaints disposed off during the financial year Nil
- 2018-19
- Number of complaints pending as on end of the financial year Nil
- ii) During the year, there is no such share certificate which lying in Demat Suspense/Unclaimed suspense account.
- ii) All Accounting Standard mandatorily require have been followed without exception in preparation of financial statement.
- iii) There is no such Special Resolution is being passed in last Annual General Meeting through Postal Ballot and no such Special resolution is proposed to be held.

12. Means of Communication

The quarterly, half yearly financial results along with Statement of Assets and Liabilities and annual audited financial results of the Company have been sent to the Stock Exchange immediately after they are approved by the Board of Directors. The results are normally published in Financial Express (English) and Rashtradoot (Hindi). Financial Results and Share holding Pattern are also available at Company's website www.reliancechemotex.com. Further Press Release and Investor Presentation are also displayed On Company Website. The public announcement for the purpose of Right Issue is being published in Jansatta and Financial Express. Management Discussion and Analysis Report form part of this Annual Report consolidated with the Board Report.

13. General Shareholders' Information

1.	Annual General Meeting Date, Time and Venue	7 th September, 2019 at 10:30 A.M. at Alka Hotel, Shastri Circle, Udaipur, Rajasthan.
2.	Financial Year	2018-19
3.	Dividend payment date and book closure date	On or After 12 th September, 2019
4.	Listing on Stock Exchanges and Stock Code	The shares of the company are listed on BSE Ltd, 25 PJ Tower, Dalal Street, Mumbai, The Annual Listing Fees for the Financial Year 2019-20 has been paid on 09.04.2019.
5.	Stock Code	503162
6.	Registrar and Share Transfer Agent	M/s Bigshare Services Pvt. Ltd.
7.	Share Transfer System	The transfer of shares in physical form is processed and completed by Registrar and Transfer Agent within a period of 15 days from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing Regulations, a Practicing Company Secretary carries out Audit of System of Transfer and a certificate to effect be issue.



8.	Dematerialization of Shares and Liquidity	As on 31 st March, 2019 3713372 Equity Shares are in Demat Form out of 3980850 Listed Equity Shares of the Company.
9.	Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion date and likely impact on equity	Nil
10.	Plant Location	Village Kanpur, Post Box No.73, Distt. Udaipur-313003
11.	Address for Correspondence	Registered Office : Reliance Chemotex Industries Limited Post Box No.73, Village: Kanpur Dist: Udaipur-313003 (Raj.) Ph.No. : 0294-2490488, 2491489, 2491490 FaxNo. : 0294-2490067 E-mail: cs@reliancechemotex.com Website: www.reliancechemotex.com Registrar & Share Transfer Agent : M/s Bigshare Services Pvt. Ltd. E-2 & 3 Ansa Industrial Estate, Saki Vihar Road Saki Naka, Andheri (E), Mumbai-400072 Ph. No. 28470652, 40430200 Fax: 28475207 E-mail: info@bigshareonline.com

b) Tentative Calendar for the Financial Year ending March 31, 2019

The tentative dates for Board Meeting consideration of quarterly/half yearly/Yearly financial result are as follows.

S.No.	Particular of Quarter	Tentative dates
1	First Quarter Result	On or before 14 th August, 2019
2	Second Quarter & Half yearly Result	On or before 14 th , November 2019
3	Third Quarter & Nine Months Result	On or before 14 th February, 2020
4	Fourth Quarter & Annual Audited Result	On or before 30 th May, 2020

Dividend

Pursuant to the approval of the Board on May 04, 2019, your Company paid a dividend of ₹1/- per equity share of face value of ₹10/- each, to shareholders who were on the register of members as on closing hours of June 20, 2019, being the record date fixed for this purpose. Total dividend for the year ended March 31, 2019 will be ₹1/- per equity share of face value of ₹10/- each. The Company has also proposed to declare a Special Dividend of 0.5/- per Equity Share.

Pursuant to Section 124 of Companies Act, 2013, the Company has transferred the unpaid or unclaimed final dividend for the financial year 2010-11 and unpaid or unclaimed interim dividend for the financial year 2011-12, on the due date to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Pursuant to the Rule 5(8) of Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on October 31, 2019 (date of last Annual General Meeting) on the website of the Company (www.reliancechemotex.com/investors) and also on the website of the Ministry of Corporate Affairs. After completion of seven years, no claims shall lie against the said fund or against the Company for the amounts of Dividend so transferred nor shall any payment be made in respect of such claims under the Companies Act, 1956. The Companies Act, 2013 provides for claiming such Dividends from the Central Government.



Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time), equity shares in respect of which final dividend has not been claimed for the financial year 2011-12, have been transferred to the IEPF Authority in accordance with the aforesaid rules.

Details of Unclaimed Dividend as on March 31, 2019 and due dates for transfer are as follows:

SR.NO	FINANCIAL YEAR	UNCLAIMED AMOUNT (Rs.)	DUE DATE FOR TRANSFER TO IEPF ACCOUNT
1.	2010-11	529233	02-11-18
2.	2011-12	432395	02-11-19
3.	2012-13	293862	21-10-20
4.	2013-14	243108 91088	16-03-21 03-11-21
5.	2014-15	336299	31-10-22
6.	2015-16	333538	18-10-23
7.	2016-17	345751	02-10-24
8.	2017-18	308755	12-10-25

Distribution of Share holding as on 31st March 2019 are as under:

i) According to category of holding:

Category	No.of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Clearing Members	24	0.30	2297	0.06
Corporate Bodies	81	1.02	134497	3.38
Corporate Bodies Promoter Company	3	0.04	1153179	28.97
Directors	3	0.04	145900	3.67
IEPF	1	0.01	164032	4.12
Nationalized Banks	1	0.01	150	0.00
Non Resident Indians	53	0.67	54209	1.36
Other Directors	3	0.04	300	0.01
Promoters	5	0.06	708600	17.80
Public	7733	97.79	1616686	40.61
Trusts	1	0.01	1000	0.03
Total	7908	100	3980850	100



ii) According to Number of Equity Shares:

Category	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1-500	7642	96.6363	598079	15.0239
501-1000	148	1.8715	121780	15.0239
1001-5000	71	0.8978	139254	3.4981
5001-10000	16	0.2023	112536	2.8269
Over 10000	31	0.392	3009201	75.5919
TOTAL	7908	100	3980850	100

b) Market Price Data :

Monthly high/low market price of the Company's Equity Shares traded on the BSE Limited and Performance in Comparison to BSE Sensex are as follows:

(Amount in Rs per Share)

RCIL Share Data			BSE Sensex	
Month	High(Rs.)	Low(Rs.)	High	Low
Apr'18	120.35	73.25	35213.3	32972.56
May'18	95.6	80.55	35993.53	34302.89
Jun'18	92.95	75	35877.41	34784.68
Jul'18	81.3	66	37644.59	35106.57
Aug'18	106.5	71	38989.65	37128.99
Sep'18	95	68	38934.35	35985.63
Oct'18	75.8	57	36616.64	33291.58
Nov'18	97.75	62	36389.22	34303.38
Dec'18	88	65	36554.99	34426.29
Jan'19	88	68.5	36701.03	35375.51
Feb'19	77.95	60	37172.18	35287.16
Mar'19	95	65	38748.54	35926.94

Source: BSE website (bseindia.com/hisdata/stockprc2.asp)

i) No security of the Company has been suspended from trading on any stock exchange where they are listed

Mandatory:

- The company has fully complied with the applicable mandatory requirement under Regulation 26 of Listing Regulations.
- A Secretarial Audit Report for the year 2018-19 carried out by M/s. V.M & Associates, Practicing Company Secretary Jaipur, is annexed to the Directors Report and forms a part of the Annual Report.

Declaration regarding affirmation of Code of Conduct

In terms of the requirement of the Regulation 26(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, Code of Conduct as approved by the Board of Directors of the Company has been displayed at Reliance Chemotex Industries Limited's website www.reliancechemotex.com under the head of Code of Conduct. All the members of the Board and the Senior Management personnel have affirmed compliance of the Code for the period ended 31st March, 2019.

Place: Mumbai

Date: 9th August, 2019

(Sanjiv Shroff)

Managing Director

DIN: 00296008



CEO & CFO CERTIFICATION

To,

The Board of Directors

RELIANCE CHEMOTEX INDUSTRIES LTD

We, to the best of our knowledge and belief, certify that;

1. We have reviewed the financial statements and the cash flow statement for the period ended 31st March, 2019 and that of the best of our knowledge and belief;
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company and have disclosed to the auditors and the audit committee, deficiencies in the design or operations of internal controls, pertaining to financial reporting, if any, of which we are aware and the steps we have taken, propose to take to rectify these deficiencies
4. We have indicated to the auditors and the audit committee;
 - (i) Significant changes in internal controls for financial reporting, during the period;
 - (ii) Significant changes in accounting policies during the period and that the same have been disclosed in the Notes to the Financial Statements, and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management of an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai

Dated: 9th August, 2019

Amarindar Singh Jassar
CFO

Sanjiv Shroff
Managing Director & CEO



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,
Reliance Chemotex Industries Ltd
Village Kanpur, Post Box No.73
Udaipur-313003 (Rajasthan)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Reliance Chemotex Industries Ltd having CIN: L40102RJ1977PLC001994 and having registered office at Village Kanpur, Post Box No.73, Udaipur-313003 (Rajasthan) (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility of, for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sr.No	Name of the Director	DIN
1	Nand Gopal Khaitan	00020588
2	Dipika Shroff	00226941
3	Ramadoss Srinivasan	00235831
4	Sanjiv Shroff	00296008
5	Ram Niwas Sharma	00368947
6	Kishori Lal Sonthalia	00899958
7	Rahul Shroff	02301693
8	Narayan Shroff	05207412
9	Ameya Shroff	05315616

Place: Jaipur
Date: 9th August, 2019

For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)

CS Vikas Mehta
Partner
ACS 28964
C P No. : 12789



Independent Auditors' Certificate on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To The Members

Reliance Chemotex Industries Limited

Village Kanpur

Udaipur, (Rajasthan)

Pin: 313003

1. The Corporate Governance Report prepared by Reliance Chemotex Industries Limited ('the Company') contains details as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations') ('applicable criteria') with respect to Corporate Governance for the year ended March 31, 2019. This Certificate is required by the Company for annual submission to the stock exchange and to be sent to the shareholders of the Company.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The management along with the Board of Directors are also responsible for ensuring that the Company compliance with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India .

Auditors' Responsibility

4. Our responsibility is to provide a reasonable assurance that the Company has complied with the conditions of Corporate Governance, as stipulated in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC)1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditors' judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include, but not limited to, verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.
8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our Scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as whole.

Opinion

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2019 referred to in paragraph 1 above.

Other matters and Restriction on Use

10. This Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
11. The Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other persons or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hand it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

For Jain Pramod Jain & Co.

Chartered Accountants

(Firm Registration No. 016746 N)

Place: New Delhi



Independent Auditors' Report To the Members of Reliance Chemotex Industries Ltd. Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of RELIANCE CHEMOTEX INDUSTRIES LIMITED ("the Company"), which comprise the Balance sheet as at March 31 2019, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matters	Auditors' Response
1.	Evaluation of contingent Liability of Income Tax The Company has contingent Liability of Income Tax of Rs. 154.44 Lakh for A.Y. 2011-12 Note No. 40(iii a)	Principal Audit Procedures We involved our Internal experts and they considered legal precedence and other ruling in evaluating management's position to consider the same as contingent liability.

Sr. No.	Key Audit Matters	Auditors' Response
2	Recoverability of Export Incentive receivable AS at March 31, 2019 non-current assets of export incentive receivable of Rs. 439.85 Lakh are outstanding	Principal Audit Procedures We have involved our internal experts to review the nature of the amounts recoverable, the sustainability and the likelihood of recoverability

We have determined that there are no other key audit matter to communicate in each report

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report 2018-19, but does not include the Standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the Standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with [the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going



concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the Standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Ind AS financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance sheet, the statement of Profit and Loss, the cash flow statement and statement of Changes in Equity dealt with by this Report are in agreement with the books of account
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements;
 - ii. As per information & explanation given to us the Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amount, required to be transferred to the investor education and protection fund by the company.

For Jain Pramod Jain & Co.

Chartered Accountants
 (Firm Registration No. 016746N)

Date: 4th May, 2019

Place : Mumbai

(P.K.JAIN)

Partner

M No.010479



“Annexure A” to the Independent Auditors' Report

Industries Limited (Referred to in Paragraph 1 under the heading of “Report on Other Legal and Regulatory Requirements” of our report of even date)

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets;
- (b) Fixed assets have been physically verified by the management according to the regular programme of periodical verification in phased manner designed to cover all items over a period of 3 years, which in our opinion is reasonable having regard to the size of the company and the nature of its fixed assets. No material discrepancies were noticed on such verification;
- (c) The title deeds of immovable properties are held in the name of the company.
- ii. The inventories of the Company at all its locations (except stock in transit) have been physically verified by the management at reasonable intervals and the discrepancies which were noticed on physical verification of inventory as compared to book records were not material;
- iii. The Company has not granted any loan to companies, firms, or other parties covered in the Register maintained under section 189 of the Act. Therefore the provisions of clause 3 (iii) of the order are not applicable to the company and hence not commented upon.
- iv. In our opinion and according to the information and explanations given to us, the company has complied with provisions of section 185 and 186 of the Companies Act, 2013 with respect of loans, investments, guarantees and securities.
- v. The Company has not accepted any deposit from public.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013 and are of the opinion that, prima-facie, prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the said records with a view to determine whether they are accurate and complete;
- vii.(a) According to the information and explanations and records of the Company, the company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Sales tax, Goods and Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other statutory dues with the appropriate authorities. There are no arrears of outstanding statutory dues for a period of more than six months from the date they became payable as on 31st March, 2019;
- (b) According to the records and information and explanations given to us, there are no dues in respect of custom duty and Goods and Service Tax that have not been deposited on account of any dispute. In our opinion and according to the information and explanations given to us, the dues in respect of income tax or sales tax or service tax or excise duty or value added tax that have not been deposited with the appropriate authority on account of dispute and the forum where the dispute is pending are given below

Nature of Statute	Nature of dues	Amount involved in Rs.	Period to which it relates to (Year ended)	Forum where dispute is pending
Income Tax Act 1961	Income Tax	1,54,33,480	F.Y. 2011-12	ITAT Kolkata
Service Tax Act	Service Tax	2,40,837	16.07.2017 to 16.10.2018	The Asst. commissioner Central Excise, Udaipur
Central Excise Act	Excise Duty	23,567	F.Y 1979-80	The Asst. Commissioner Central Excise, Udaipur
Central Excise Act	Excise Duty	63,10,184	F.Y 2012-13 to 2015-16	CESTAT(Department Appeal)

- viii. The Company has not defaulted in repayment of loans or borrowings to a financial institution, banks or government.
- ix. In our opinion the term loans have been applied for the purpose for which the loans were raised,
- x. Based upon the audit procedure performed and information and explanation given to us, we report that no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the course of our audit.
- xi. Managerial Remuneration has been paid or provided in accordance with the requisite approvals mandated by the provision of Section 197 read with schedule V of the Companies Act, 2013.
- xii. Provision of Nidhi Company is not applicable to the Company..
- xiii. According to the information and explanation give to us and based on our examination of the records of the company, all transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the financial statements, etc as required by the applicable accounting standard.
- xiv. The company has not made any preferential allotment or private placements of shares or fully or partly convertible debentures during the year under review.
- xv. The company has not entered into any non-cash transaction with Directors or persons connected with him.
- xvi. The company is not required to be registered under section 45-1A of the Reserve Bank of India Act 1934.

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For Jain Pramod Jain & Co.
Chartered Accountants
(Firm Registration No. 016746N)

Date: 4th May, 2019
Place : Mumbai

(P.K.JAIN)
Partner
M No.010479



Annexure B to the independent Auditors' report of even date on the standalone Financial Statement of Reliance Chemotex Industries Limited .

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of **Reliance Chemotex Industries Limited.** as at March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The company's Management is responsible for establishing and maintaining internal financial controls based on the Internal Control over financial reporting criteria established by the Company considering the essential components of Internal control stated in the Guidance Note on Audit of "the Internal Financial Controls Over Financial Reporting issued by the institute of Chartered Accountants of India." These responsibilities include the design, implementation and maintenance of adequate Internal Financial Controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with Guidance note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standard on Auditing, issued by ICAI prescribed under section 143 (10) of the Companies Act 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those standards and the Guidance Note require that we Comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal financial controls system over financial reporting and their operating effectiveness, our audit of internal financial controls over financial reporting included obtaining and understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable details, accurately and fairly reflect the transactions and disposition of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statement in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitation of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has in all material respect, an adequate internal financial controls systems over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on "the internal control over financial reporting criteria established by the Company Considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India"

For Jain Pramod Jain & Co.
Chartered Accountants
(Firm Registration No. 016746N)

Date: 4th May, 2019
Place : Mumbai

(P.K.JAIN)
Partner
M No.010479



BALANCE SHEET
AS AT 31ST MARCH 2019

PARTICULARS	NOTE NO.	As at 31.03.2019 (Rs. In Lakh)	AS at 31.03.2018 (Rs. In Lakh)
ASSETS			
(1) Non - current assets			
(a) Property, Plant and Equipment	1	13,732.02	14,308.97
(b) Investment - Property	2	214.42	218.11
(c) Other intangible assets	3	9.49	16.01
		13,955.93	14,543.09
(d) Financial assets			
(i) Investments	4	-	-
(ii) Loans	5	342.27	260.45
(iii) Others	6	31.32	-
		373.59	260.45
(2) Current assets			
(a) Inventories	7	3,787.84	4,145.02
(b) Financial Assets			
(i) Trade receivables	8	1,751.68	1,726.50
(ii) Cash and cash equivalents	9	12.76	22.88
(iii) Bank Balances	10	396.10	413.24
(iv) Others	11	700.04	507.07
(c) Current tax assets (net)	12	72.95	97.89
(d) Other current assets	13	756.28	1,060.44
		7,477.65	7,973.04
Total ASSETS		21,807.17	22,776.58
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	14	399.69	399.69
(b) Other Equity	15	6,289.21	6,641.98
		6,688.90	7,041.67
LIABILITIES			
(1) Non - current liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	5,032.10	5,170.32
(ii) Other financial liabilities	17	82.49	70.27
(b) Provisions	18	72.38	186.13
(c) Deferred tax liabilities (net)	19	1,974.62	1,039.73
		7,161.59	6,466.45
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	2,352.00	3,147.10
(ii) Trade payables	21		
- MSME		53.50	-
- OTHERS		3,534.50	3,570.39
(iii) Other financial liabilities	22	1,673.04	2,194.20
(b) Other current liabilities	23	259.97	314.89
(c) Provisions	24	83.67	41.88
		7,956.68	9,268.46
Total EQUITY AND LIABILITIES		21,807.17	22,776.58

Significant Accounting Policies and Notes to Accounts (Note No. 34 to 50)
As per our Report of even date.

For **Jain Pramod Jain & Co.**
Chartered Accountants
(Firm Registration No. 016746N)

P.K. JAIN
Partner
M.No. 010479
Place : Mumbai
Dated : 4th May, 2019

VIMAL TANK
Company Secretary
M.No. 22370

AMARINDER SINGH JASSAR
Chief Financial
Officer

SANJIV SHROFF
Managing Director
DIN- 00296008

RAHUL SHROFF
Executive Director
DIN - 02301693

For & On behalf of Board of Directors



STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED 31st MARCH 2019

PARTICULARS	NOTE NO.	2018-19 (Rs. In Lakh)	2017-18 (Rs. In Lakh)
I Revenue from operations	25	32,319.32	28,545.65
II Other income	26	230.47	140.13
III Total income (I + II)		32,549.79	28,685.78
IV Expenses			
Cost of Materials Consumed	27	18,654.95	15,972.93
(Increase)/Decrease in Inventories of Finished Goods, Work-in-Progress etc.	28	73.92	(447.09)
Employee Benefits Expense	29	3,758.52	3,675.06
Finance Costs	30	1,307.18	1,237.94
Depreciation and Amortisation Expense	31	670.97	739.35
Excise Duty		-	90.72
Other Expenses	32	7,280.59	7,335.39
Total expenses		31,746.13	28,604.30
V Net Profit before tax (III-IV)		803.66	81.48
VI Tax expense	33		
(1)Current Tax		334.00	108.00
(2)Tax for earlier year		10.61	0.39
(2)Deferred Tax		49.91	(254.48)
(3) Mat Credit Entitlement		-	(32.20)
		394.52	(178.29)
VII Net Profit for the year (V - VI)		409.14	259.77
VIII Other comprehensive income			
A (i) Items that will not be reclassified to (loss) or profit			
i) Remeasurement (gain)/loss on defined benefit plan		(5.64)	31.60
ii) Tax (i) above		1.88	(10.45)
IX Total comprehensive Income for the period (VII+VIII)		405.38	280.92
X Earnings per equity share			
(1) Basic		10.28	6.53
(2) Diluted		10.28	6.53

Significant Accounting Policies and Notes to Accounts (Note No. 34 to 50)
As per our Report of even date.

For & On behalf of Board of Directors

For Jain Pramod Jain & Co.
Chartered Accountants
(Firm Registration No. 016746N)

P.K. JAIN
Partner
M.No. 010479
Place : Mumbai
Dated : 4th May, 2019

VIMAL TANK
Company Secretary
M.No. 22370

AMARINDER SINGH JASSAR
Chief Financial
Officer

SANJIV SHROFF
Managing Director
DIN- 00296008

RAHUL SHROFF
Executive Director
DIN - 02301693



CASH FLOW STATEMENT

	Amount in Lakh	
	Current Year 31 st March, 2019	Previous Year 31 st March, 2018
CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before exceptional Items and tax as per statement of profit and loss	803.66	81.48
Adjustments for:		
Depreciation and amortization expenses	670.97	739.35
Finance cost	1,308.30	1,237.94
Unrealised Exchange difference	-	14.15
Provision for doubtful debts	54.69	-
Interest income	(76.57)	(97.13)
Balances written back	(6.77)	(20.39)
(Profit)/ loss on sale of fixed assets (net)	(0.23)	(2.19)
	2,754.05	1,953.21
Operating profit before working capital changes		
Adjustments for:		
(Increase)/decrease in trade & other receivables	(79.87)	129.12
(Increase)/decrease in inventories	357.18	(335.21)
(Increase)/ Decrease in other current assets	304.16	(572.54)
(Increase)/ Decrease in other financial assets	(306.11)	80.34
Increase/ (Decrease) in other current financial liabilities	(232.03)	(184.56)
Increase/(decrease) in trade & other payables	10.84	57.22
Increase/ (Decrease) in other current liabilities	(54.92)	118.09
Increase/(decrease) in provisions	(66.32)	(63.30)
	(67.07)	1,182.37
Less: Direct taxes paid	106.44	(108.00)
Net cash flows (used in)/ generated from operating activities after exceptional items	2,580.54	1,074.37
CASH FLOW FROM INVESTING ACTIVITIES:		
Inflows		
Sale proceeds of property, plant and equipment	0.32	4.17
Interest received	76.57	97.13
Other Bank Balance	(17.14)	6.85
Outflows		
Purchase of property, plant and equipment/ intangible assets	(83.88)	(118.74)
Net cash (used in) / generated from investing activities	(24.13)	(10.59)
CASH FLOW FROM FINANCING ACTIVITIES:		
Inflows		
Proceeds from issuance of Share Capital	-	0.21
Proceeds from Premium on issue of Shares	-	0.63
Proceeds of short term borrowings (net)	-	1,023.28
	-	1,024.12
Outflows		
Repayment of long term borrowings	(415.12)	(857.07)
Repayment of Short Term Borrowings	(795.10)	-
Dividend paid on Preference Share	(230.75)	(230.75)
Dividend distribution tax on Preference Share	(47.43)	(46.98)
Divident and DDT paid on Equity Share	(47.99)	(47.86)
Interest paid	(1,030.12)	(960.22)
Net cash (used in) / generated from financing activities	(2,566.51)	(1,118.77)



RELIANCE
CHEMOTEX INDUSTRIES LIMITED
 CIN L40102RJ1977PLC 001994

NET INCREASE/(DECREASE) IN CASH AND BANK BALANCES	(10.12)	(54.99)
Add : Cash and cash equivalence at beginning of the year	22.88	77.86
Cash and cash equivalence at end of the year	12.76	22.87

Notes:

- 1 The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.
2. Cash and Cash equivalent as per above comprises of the following

Balances with Banks		
- In Current Accounts	6.49	15.29
- In Saving Accounts (against Employee's Security)	2.27	1.59
Cash on Hand	4.00	5.99
Balances as per statement of Cash Flows	12.76	22.87

As per our Report of even date.

For & On behalf of Board of Directors

For **Jain Pramod Jain & Co.**
 Chartered Accountants
 (Firm Registration No. 016746N)

P.K. JAIN
 Partner
 M.No. 010479
 Place : Mumbai
 Dated : 4th May, 2019

VIMAL TANK
 Company Secretary
 M.No. 22370

AMARINDER SINGH JASSAR
 Chief Financial
 Officer

SANJIV SHROFF
 Managing Director
 DIN- 00296008

RAHUL SHROFF
 Executive Director
 DIN - 02301693



Statement Of Change In Equity For The Year Ended 31st March 2019

A. Equity Share Capital

Particulars	Amount(Rs. in Lakh)
Balance at 01.04.2017	399.48
Movement during the year	0.21
Balance at 31.03.2018	399.69
Movement during the year	-
Balance at 31.03.2019	399.69

B. Other Equity

Particulars	Reserve and Surplus			Other Comprehensive	Total
	Securities Premium	General Reserve	Retained Earning	Re-measurement Gain/(Loss) on Defined Benefit Plans	(Rs. in Lakh)
Balance as at 31st March 2017	643.33	644.79	5124.05	(3.88)	6408.29
Profit for the year	-	-	259.77	-	259.77
Premium Received during the year	0.63	-	-	-	0.63
Other comprehensive income for the year	-	-	-	21.15	21.15
Final Dividend and Tax	-	-	(47.86)	-	(47.86)
Balance as at 31st March 2018	643.96	644.79	5335.96	17.27	6641.98
Profit for the year	-	-	409.14	-	409.14
Deferred Tax in earlier year	-	-	(710.16)	-	(710.16)
Other comprehensive income	-	-	-	(3.76)	(3.76)
Financial Dividend & Tax	-	-	(47.99)	-	(47.99)
Balance as at 31st March 2019	643.96	644.79	4986.95	13.51	6289.21

As per our Report of even date.

For & On behalf of Board of Directors

For **Jain Pramod Jain & Co.**
Chartered Accountants
(Firm Registration No. 016746N)

P.K. JAIN
Partner
M.No. 010479
Place : Mumbai
Dated : 4th May, 2019

VIMAL TANK
Company Secretary
M.No. 22370

AMARINDER SINGH JASSAR
Chief Financial Officer

SANJIV SHROFF
Managing Director
DIN- 00296008

RAHUL SHROFF
Executive Director
DIN - 02301693



NOTES TO FINANCIAL STATEMENTS

Note No. 1

PROPERTY, PLANT AND EQUIPMENT

Rs. in Lakhs

	Free Hold Land	Leasehold Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Total
Gross Block								
Cost as at 1st April, 2017	350.00	3970.40	3374.05	7460.22	205.31	167.50	53.43	15580.91
Additions during the year	0.00	0.00	21.76	57.53	4.96	21.25	12.14	117.64
Deduction/Adjustment during the year	0.00	0.00	0.00	0.22	1.93	18.62	0.00	20.77
Balance as at 31st March, 2018	350.00	3970.40	3395.81	7517.53	208.34	170.13	65.57	15677.78
Additions during the year	0.00	0.00	11.14	54.63	7.00	0.00	10.02	82.79
Deduction/Adjustment during the year	0.00	0.00	0.00	0.00	1.72	0.00	0.00	1.72
Balance as at 31st March, 2019	350.00	3970.40	3406.95	7572.16	213.62	170.13	75.59	15758.85
Accumulated Depreciation								
Balance as at 1st April, 2017	0.00	65.09	123.57	393.25	25.96	32.42	19.49	659.78
Depreciation for the year	0.00	65.09	127.84	459.50	27.69	31.39	16.32	727.83
Deduction/Adjustment during the year	0.00	0.00	0.00	0.19	0.91	17.70	0.00	18.80
Balance as at 31st March, 2018	0.00	130.18	251.41	852.56	52.74	46.11	35.81	1368.81
Depreciation for the year	0.00	65.09	137.75	394.64	22.90	28.34	10.93	659.65
Deduction/Adjustment during the year	0.00	0.00	0.00	0.00	1.63	0.00	0.00	1.63
Balance as at 31st March, 2019	0.00	195.27	389.16	1247.20	74.01	74.45	46.74	2026.83
Net Block								
Balance as at 31st March, 2018	350.00	3840.22	3144.40	6664.97	155.60	124.02	29.76	14308.97
Balance as at 31st March, 2019	350.00	3775.13	3017.79	6324.96	139.61	95.68	28.85	13732.02

Note No. 2

INVESTMENT PROPERTY

Particulars	Amount(Rs. in Lakh)
Gross Block	
Cost as at 1st April, 2017	225.52
Additions during the year	-
Deduction/Adjustment during the year	-
Balance as at 31st March, 2018	225.52
Additions during the year	-
Deduction/Adjustment during the year	-
Balance as at 31st March, 2019	225.52
Accumulated Depreciation	
Balance as at 1st April, 2017	3.70
Depreciation for the year	3.70
Deduction/Adjustment during the year	-
Balance as at 31st March, 2018	7.40
Depreciation for the year	3.70
Deduction/Adjustment during the year	-
Balance as at 31st March, 2019	11.10
Net Block	
Balance as at 31st March, 2018	218.12
Balance as at 31st March, 2019	214.42

The Fair Value of Investment Property as at 31st March, 2019 is Rs. 225.73 Lakh (as 31st March, 2018 Rs. 225.73 Lakh) after considering the rental income from Current Lease and other assumptions that market participants would use while pricing Investment Property under current market condition.



Information regarding Income and Expenditure of Investment Property	Year ended 31.03.2019	Year ended 31.03.2018
Rental Income derived from Investment Property	3.60	3.60
Less : Direct Operating Expenses (including Repair & Maintenance for generating Rental Income	-	-
Less : Depreciation	3.69	3.70
Profit (Loss) arising from Investment Properties	(0.09)	(0.10)

	As at 31 st March, 2019 (Rs. In Lakh)	As at 1 st April, 2018 (Rs. In Lakh)
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NOTE NO. 3

INTANGIBLE ASSETS '(Computer Software)

Gross Block

Opening Balance

Additions during the year 31.01 29.90

Deduction/Adjustment during the year 1.09 1.11

Closing Balance - -

Amortisation

Opening Balance 32.10 31.01

Amortization during the year - -

Deduction/Adjustment during the year 14.99 7.16

Closing Balance 7.62 7.83

Net Block

9.49 16.01

NOTE NO. 4

INVESTMENTS (UNQUOTED)

("Class A" Shares of M/s V S Lignite Power Pvt.Ltd.)

16,74,719 Equity Shares of Rs.10/- each 167.47 167.47

14,85,629, 0.01% Cumulative Redeemable Preference Shares of Rs.10/- each 148.56 148.56

Less:- Provision for diminution in value of Investment (316.03) (316.03)

Aggregate book value of unquoted Investment - -

NOTE NO. 5

LOANS

Security Deposits 176.98 110.19

Security Deposit For Rental Premises 165.29 150.26

NOTE NO. 6

OTHERS

Other Advances 31.32 -

31.32 -



	As at 31 st March, 2019	As at 31 st March, 2018
NOTE NO. 7		
INVENTORIES		
Raw Materials (including in Transit Rs. 47.76 P.Year Rs. 74.04)	892.71	1,175.41
Stores and Spares (including in Transit Rs. 28.17 P.Year Rs. 14.22)	141.98	142.54
Work-in-Progress	1,421.88	1,022.94
Finished Goods (including in Transit Rs. 409.24 P.Year Rs.487.28)	1,301.66	1,790.46
Waste	28.68	10.89
Scrap and Residual Materials	0.93	2.78
	3,787.84	4,145.02
NOTE NO. 8		
TRADE RECEIVABLES (Unsecured) Considered Good		
Considered Good	1,751.68	1,726.50
Trade Receivables which have significant increase in Credit Risk	54.69	-
	1,806.37	1,726.50
Less : Allowances for Doubtful Receivables	54.69	-
	1,751.68	1,726.50
NOTE NO. 9		
CASH AND CASH EQUIVALENTS		
Balances with Banks		
- In Current Accounts	6.49	15.29
- In Saving Accounts (against Employee's Security)	2.27	1.59
Cash In Hand	4.00	6.00
	12.76	22.88
NOTE NO. 10		
OTHER BANK BALANCES		
In Unpaid Dividend Account	24.31	26.05
In Fixed Deposit Accounts (Includes Rs. 11.92 (PY Rs. 3.39) having maturity more then 12 months)	371.79	387.19
	396.10	413.24
NOTE NO. 11		
OTHER FINANCIAL ASSETS		
(Unsecured and Considered good)		
Export Incentive Receivable	439.85	232.27
Staff & Other Advances	86.69	150.82
Interest Subsidy Receivable	169.74	119.23
Interest receivable on deposits	3.76	4.75
	700.04	507.07
NOTE NO. 12		
CURRENT TAX ASSETS (NET)		
Advance Income Tax/Tax Deducted at Source	281.32	205.89
Less:- Provision for Income Tax	(208.37)	(108.00)
	72.95	97.89
NOTE NO. 13		
OTHER CURRENT ASSETS		
(Unsecured and Considered good)		
Prepaid Expenses	75.35	58.61
Balance With Government Authorities	479.34	845.41
Advance to Suppliers	88.62	56.66
Other Advances	112.97	99.76
	756.28	1,060.44



	As at 31 st March, 2019	As at 31 st March, 2018
NOTE NO.14		
EQUITY SHARE CAPITAL		
Authorised		
1,35,00,000 Equity Shares of Rs. 10/- each	1,350.00	1,350.00
30,25,000 Preference Shares of Rs. 100/- each	<u>3,025.00</u>	<u>3,025.00</u>
	4,375.00	4,375.00
Issued, Subscribed and Fully Paid-Up		
40,22,100 Equity Shares of Rs. 10/- each	<u>402.21</u>	<u>402.21</u>
	402.21	402.21
Subscribed and Fully Paid		
39,80,850 (P.Y. 39,80,850) Equity Shares of Rs.10/- each	398.08	398.08
# Forfeited Shares (amount originally paid up Rs. 5/-)		
	1.61	1.61
Total Subscribed and Paid up Capital		
	<u>399.69</u>	<u>399.69</u>

Amount Originally paid on 41250 forfeited shares during earlier year.

(a) Reconciliation of the number of equity shares:

DESCRIPTION	As at 31 st March, 2019	As at 31 st March, 2018
Outstanding at the beginning of the year	3,980,850	3,976,650
Addition	-	4,200
Outstanding at the end of the year	3,980,850	3,980,850

(b) Term/Right attached to Equity Shares:

The Company has issued only one class of shares referred to as equity share having a face value of Rs.10/- per share ranking paripassu. The holders of equity shares are entitled to one vote per share.

(c) Details of Shareholders holding more than 5% shares based on legal ownership in the Equity share capital of the Company :

Name of the Shareholder	As at 31st March, 2019		As at 31st March, 2018	
	No. of Shares	No. of Shares	No. of Shares	No. of Shares
Modern Fibotex India Limited	783179	19.67%	783179	19.67%
Mrs. Dipika Shroff	231150	5.81%	231150	5.81%



	As at 31 st March, 2019 (Rs. In Lakh)	As at 31 st March, 2018 (Rs. In Lakh)
NOTE NO.15		
OTHER EQUITY		
Securities Premium Account		
Opening Balance	643.96	643.33
Add : Received during the year	-	0.63
Closing Balance	643.96	643.96
General Reserve		
Opening Balance	644.79	644.79
Add : Transferred from Retained Earning	-	-
Closing Balance	644.79	644.79
Retained Earnings		
Opening Balance	5,335.96	5,124.05
Add : Profit for the year	409.14	259.77
Less: Appropriations		
Dividend paid on Equity Shares	39.81	39.76
Tax on Dividend on Equity Shares	8.18	8.10
Deferred Tax of earlier years	710.16	-
Closing Balance	4,986.95	5,335.96
Other Comprehensive Income (OCI)		
Opening Balance	17.27	(3.88)
Add: Re-measurement of Defined Benefit Plans	(3.76)	21.15
Closing Balance	13.51	17.27
TOTAL	6,289.21	6,641.98
NOTE NO.16		
BORROWINGS (NON CURRENT)		
(I) 23,07,500 10% Cumulative Redeemable Preference Shares . (Unsecured)	2,307.50	2,307.50
	2,307.50	2,307.50
(ii) Term Loans from Banks (Secured)		
(b) State Bank of India	108.56	325.16
(c) SBI Corporate Loan	250.00	500.00
(d) Export Import Bank of India (including buyers credit)	758.33	975.00
(e) HDFC Bank Ltd. (Vehicle Loan)	3.54	9.81
(f) ICICI Bank Ltd. (Vehicle Loan)	8.75	14.73
	1,129.18	1,824.70
(iii) Term Loan from Others Parties - (Secured)		
Rajasthan State Industrial Development & Investment Corporation Limited (RIICO)	520.60	895.70
	520.60	895.70
	1,649.78	2,720.40
Less: Installments payable of Term Loan under (ii) & (iii) above shown in Current Liability in Note No. 22	793.68	1,070.58
	856.10	1,649.82



	As at 31 st March, 2019 (Rs. In Lakh)	As at 1 st April, 2018 (Rs. In Lakh)
(iv) Loans and Advances (Unsecured)		
Loans from other parties (Bodies Corporate)	863.00	594.00
Loans from related parties (Bodies Corporate)	874.50	599.00
Loans from related parties (Director)	131.00	20.00
	<u>1,868.50</u>	<u>1,213.00</u>
	<u>5,032.10</u>	<u>5,170.32</u>

REMARKS :

(i) 10% Redeemable Preference Shares

No. of 10% Redeemable Preference Shares Allotted	Dates of Allotment
216000	28.03.2002 (a)
16000	31.10.2002 (a)
11000	31.01.2003 (a)
82000	29.04.2006 (a)
275000	28.01.2011 (a)
72000	24.03.2011 (a)
133000	26.03.2011 (a)
500000	31.03.2011 (a)
325000	07.03.2013 (a) (b)
277500	30.03.2013 (a) (b)
100000	01.03.2014 (a) (b)
<u>300000</u>	<u>17.01.2015 (a) (b)</u>
<u>2307500</u>	

- (a) Preference Shares have a face value of Rs 100/- Each, these shares are redemable ar par on expiry of 20 years from their respective date of allotment.
- (b) However the Company can redeem the Preference Shares before the date of maturity.

(ii) Term Loans from Banks (Secured)

a) Term Loan from State Bank of India

"Term Loan of Rs.1300.00 Lakh, Outstanding of Rs.108.56 Lakh (P.Y.325.16 Lakh) including Rs. 108.56 Lakh (P.Y. 216.60 Lakh) shown under the head Other Financial Liabilities for Current Maturities of Long Term Debts in Note 22, is secured by way of joint first charge ranking pari-passu of all immovable properties (by way of deposit of Title Deeds of Lease Hold Land), both present and future and hypothecation charge over movable (save and except book debts) machinery, spares, tools and accessories, present and future, subject to prior charges created in favour of Bankers for working capital facilities. The above loans of Rs.1300.00 Lakh have also been guaranteed by the Managing Director and one other Director of the Company and are also secured by way of extension of pledge of Preference Shares of the face value of Rs. 175.00 Lakh of the Company belonging to Directors and pledge of Preference Shares of the face value of Rs. 150.00 Lakh belonging to a Promoter Company.

This loan is repayable in 72 monthly Instalments from Oct.2013 and last instalment is payable by September 2019 and carry floating interest rate at base rate + 3%."

- b) "Corporate Loan from State Bank of India of Rs.1000.00 Lakh, Outstanding of Rs.250.00 Lakh (P.Y. 500.00Lakh) including Rs. 250.00 Lakh (P.Y. Rs. 249.99 Lakh) shown under the head Other Financial Liabilities for Current Maturities of Long Term Debts in Note 22, is secured by First Pari Passu charges on Entire Current Assets of the Company present and future. Collateral security by way of 1st paripassu charge on Entire Fixed Assets of the Company including Factory Building at Village : Kanpur, Udaipur. The above loans of Rs.1000.00 Lakh have also been guaranteed by the Managing Director and one other Director of the Company.**

This loan is repayable in 48 monthly Instalments starting from April 2016 and last instalment is payable by March 2020 and carry floating interest rate at base rate + 3.60%."



c) Term Loan from Export Import Bank of India

"Term Loan of Rs.1300.00 Lakh , Outstanding Rs. 758.33 Lakh as on 31.03.19 (P.Y. 975.00 Lakh) from EXIM Bank, including Rs. 216.66 Lakh (P.Y. Rs. 216.66 Lakh) shown under the head Other Financial Liabilities for Current Maturities of Long Term Debts in Note 22, is secured by way of joint first charge ranking pari-passu of all immovable properties (by way of deposit of Title Deeds of Lease Hold Land), both present and future and hypothecation charge over movable (save and except book debts) machinery, spares, tools and accessories, present and future, Finished and semi finished products, other goods and uncalled capital, subject to prior charges created in favour of Bankers for working capital facilities. The above loans of Rs.1300.00 Lakh have also been guaranteed by Managing Director and one other Director of the Company. This loan is repayable in 24 quarterly equal installments from November 2016 and last installment is payable by August 2022. The above term loan carry interest @LTMLR + 2.60% p.a. "

d) Term Loans (Vehicle Loans) from HDFC Bank Limited

- i) Vehicle Loan from HDFC Bank Ltd. of Rs. 6.00 Lakh outstanding Rs.1.49 Lakh as on 31.03.2019 (P.Y. 3.55 Lakh) including Rs. 1.49 Lakh (P.Y. 3.54 Lakh) shown under the head Other Financial Liability for Current maturity of Long Term debts in Note 22 is secured by way of Hypothecation of respective car acquired out of the said loan. This Loan is repayable in 36 monthly instalment commencing from December, 2016 along with interest @ 9.66% per annum and the last instalment is payable by November, 2019 .
- ii) Vehicle Loan from HDFC Bank Ltd. of Rs. 6.00 Lakh outstanding Rs.1.49 Lakh as on 31.03.2019 (P.Y. 3.55 Lakh) including Rs. 1.49 Lakh (P.Y. 3.54 Lakh) shown under the head Other Financial Liability for Current maturity of Long Term debts in Note 22 is secured by way of Hypothecation of respective car acquired out of the said loan. This Loan is repayable in 36 monthly instalment commencing from December, 2016 along with interest @ 9.66% per annum and the last instalment is payable by November, 2019 .
- iii) Vehicle Loan from HDFC Bank Ltd. of Rs. 6.00 Lakh outstanding Rs.0.57 Lakh as on 31.03.2019 (P.Y. 2.71 Lakh) including Rs.0.57 Lakh (P.Y. 2.71 Lakh) shown under the head Other Financial Liability for Current maturity of Long Term debts in Note 22 is secured by way of Hypothecation of respective car acquired out of the said loan. This Loan is repayable in 36 monthly instalment commencing from July, 2016 along with interest @ 9.75% per annum and the last instalment is payable by June 2019 .

e) Term Loans (Vehicle Loans) from ICICI Bank Limited

Vehicle Loan from ICICI Bank Ltd. of Rs. 18.50 Lakh outstanding Rs.8.74 Lakh as on 31.03.2019 (P.Y. 14.73) including Rs.6.51 Lakh (P.Y. 5.99 Lakh) shown under the head Other Financial Liability for Current maturity of Long Term debts in Note 22 is secured by way of Hypothecation of respective car acquired out of the said loan. This Loan is repayable in 36 monthly instalment commencing from August, 2017 along with interest @ 8.25% per annum and the last instalment is payable by July 2020 .

(iii) Term Loan from Rajasthan State Industrial Development & Investment Corporation Limited (RIICO)

- i) "Term Loan of Rs.1000.00 Lakh , Outstanding Rs. NIL as on 31.03.19 (P.Y. 166.70 Lakh) including Rs.NIL (P.Y. 166.70 Lakh) shown under the head Other Financial Liabilities for Current Maturities of Long Term Debts in Note 22, is secured by way of joint first charge ranking pari-passu of all immovable properties (by way of deposit of Title Deeds of Lease Hold Land), both present and future and hypothecation charge over movable (save and except book debts) machinery, spares, tools and accessories, present and future, Finished and semi finished products, other goods and uncalled capital, subject to prior charges created in favour of Bankers for working capital facilities. The above loans of Rs.1000.00 Lakh have also been guaranteed by Managing Director and one other Director of the Company.

This loan is repayable in 24 quarterly equal installments from May 2013 and last installment is payable by February 2019. The above term loan carry interest @11.00% p.a. "

- ii) "Term Loan of Rs.1250.00 Lakh , Outstanding Rs. 520.60 Lakh as on 31.03.19 (P.Y. 729.00 Lakh) including Rs. 208.40 Lakh (P.Y. 208.40 Lakh) shown under the head Other Financial Liabilities for Current Maturities of Long Term Debts in Note 22, is secured by way of joint first charge ranking pari-passu of all immovable properties (by way of deposit of Title Deeds of Lease Hold Land), both present and future and hypothecation charge over movable (save and except book debts) machinery, spares, tools and accessories, present and future, Finished and semi finished products, other goods and uncalled capital, subject to prior charges created in favour of Bankers for working capital facilities. The above loans of Rs.1250.00 Lakh have also been guaranteed by Managing Director and one other Director of the Company. This loan is repayable in 24 quarterly equal installments from November 2015 and last installment is payable by August 2021. The above term loan carry interest @11.5% p.a. "



(iv) Terms of Repayment of Unsecured Loans

Aggregate Amount outstanding	Rate of Interest	
Rs.1868.50 Lakh	09 to 12 %	There are no stipulations for repayments. However the Company has
(P.Y. Rs.1213 Lakh)		obtained letters/ undertakings from lenders that they will seek
		repayments of their outstanding Loans as on 31.03.2019, only after
		31.03.2020 (P.Y. as on 31.03.2018, only after 31.03.2019)

	As at 31 st March, 2019 (Rs. In Lakh)	As at 1 st April, 2018 (Rs. In Lakh)
NOTE NO.17		
Other financial liabilities		
Security Deposits	8.58	7.92
Other Payables	73.91	62.35
	82.49	70.27

NOTE NO.18

PROVISIONS (NON CURRENT)

Provision for Employee Benefits	-	146.17
Provision for Gratuity	72.38	39.96
Provision for compensated absence	72.38	186.13

NOTE NO.19

DEFERRED TAX LIABILITIES (NET)

(a) Deferred Tax Liabilities	2,408.57	1,570.66
	(a) 2,408.57	1,570.66
(b) Deferred Tax Assets	282.51	202.78
(c) MAT credit Entitlement	151.44	328.15
	(b) 433.95	530.93
Total (a-b)	1,974.62	1,039.73

NOTE NO.20

SHORT TERM BORROWING (CURRENT)

Loan repayable on demand from banks (Secured)	2,352.00	3,147.10
	2,352.00	3,147.10

- (a) Borrowings of Rs. 2352.00 Lakh- (P.Y. Rs 3147.10Lakh) from SBI, IDBI Bank Ltd. and ICICI Bank Ltd. for working capital are secured on pari passu basis by way of joint hypothecation first charge on entire inventories, trade receivables and other current assets present & future and secured by second pari passu charge on fixed assets of the Company. Such borrowings are also guaranteed by the Managing Director and one other Director of the Company.

NOTE NO.21

TRADE PAYABLES (Unsecured)

Micro Enterprises and Small Enterprises*	53.50	-
Others	3,534.50	3,570.39
Total	3,588.00	3,570.39

* Principal amount outstanding as at the year end, there is no overdue amount of principal and interest due to Micro and Small Enterprises . During the period, no interest has been paid to such parties. This information has been determined to the extent such parties have been identified on the basis of information available with the company.



	As at 31 st March, 2019 (Rs. In Lakh)	As at 1 st April, 2018 (Rs. In Lakh)
NOTE NO.22		
OTHER FINANCIAL LIABILITIES		
Interest Accrued but not due on Loans	45.90	63.59
Premium on Exchange Forward Contract payable	-	46.72
Unclaimed Dividend	24.31	26.05
Expenses Payable	809.15	987.26
Current maturities of Long Term Borrowings	793.68	1,070.58
Total	1,673.04	2,194.20
NOTE NO.23		
OTHER CURRENT LIABILITIES		
Statutory dues	83.89	61.11
Advance From Custmores	176.08	253.78
Total	259.97	314.89
NOTE NO.24		
PROVISIONS (CURRENT)		
Provision for Employee Benefits		
Provision for Gratuity	53.83	-
Provision for compensated absence	29.84	41.88
Total	83.67	41.88
NOTE NO.25		
REVENUE FROM OPERATIONS		
A Sale of Products	31,528.25	27,006.90
B Other Operating Revenue		
Net Gain/(Loss) on Foreign Currency translation and transactions - sales	81.22	306.28
Duty drawback benefits	355.14	789.59
Premium on transfer of Duty credit scripts	322.82	365.45
Sale of Scrap	31.89	33.71
Claim Receipt	-	43.72
	32,319.32	28,545.65
NOTE NO.26		
OTHER INCOME		
Interest Income	76.57	97.13
Unspent Liabilities/Sundry Balances Written Back (Net)	6.77	20.39
Rent Received	3.60	3.60
Profit on Disposal of Fixed Assets (Net)	0.23	2.20
Net Gain/(Loss) on Foreign Currency transactions - other	123.12	-
Gain on Security Deposit	15.03	13.66
Misc Receipt	5.15	3.15
	230.47	140.13



	As at 31 st March, 2019 (Rs. In Lakh)	As at 31 st March, 2018 (Rs. In Lakh)
NOTE NO.27		
COST OF MATERIAL CONSUMED		
Opening Stock of Raw Material	1,175.41	1,267.92
Add:- Purchases and incidental Expenses	18,372.25	15,880.42
Less:- Closing Stock of Raw Materials	892.71	1,175.41
	18,654.95	15,972.93
NOTE NO.28		
(INCREASE)/DECREASE IN INVENTORIES ON FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS, ETC.		
Closing Inventories		
Work-in-Progress	1,421.88	1,022.94
Finished Goods	1,301.66	1,790.46
Waste	28.68	10.89
Scrap and Residual Materials	0.93	2.78
Total	2,753.15	2,827.07
NOTE NO.29		
EMPLOYEE BENEFITS EXPENSES		
Salaries, Wages, Bonus and Benefits, etc.	3,445.85	3,321.10
Contribution to Provident and Other Funds, etc.	259.20	271.19
Employees Welfare Expenses	40.00	51.66
Workman Compensation	13.47	31.11
	3,758.52	3,675.06
NOTE NO.30		
FINANCE COSTS		
Interest Expense*	679.10	574.75
Dividend on Preferenace share	230.75	230.75
Dividend Distribution Tax on Preference shares	47.43	46.98
Other Borrowing Costs	351.02	371.31
Net (Gain)/ Loss on foreign currency Transactions & Tanslations	(1.12)	14.15
Buyer's Credit / FCNR(B) Loans.		
	1,307.18	1,237.94
*(After adjustment of Rs 93.14 Lakh (PY Rs 159.89 Lakh) towards interest subsidies under TUFs/ state schemes.		
NOTE NO.31		
DEPRECIATION AND AMORTISATION EXPENSE		
On Property, Plant and Equipment & Intangible Assets	667.28	735.66
On Investment Properties	3.69	3.69
	670.97	739.35
NOTE NO.32		
OTHER EXPENSES		
Consumption of Stores and Spares	885.01	902.48
Packing Materials	524.42	576.45
Power and Fuel	3,460.99	3,542.14
Freight and Transportation	825.98	782.53
Rent	97.51	101.81



	As at 31 st March, 2019 (Rs. In Lakh)	As at 31 st March, 2018 (Rs. In Lakh)
Repair & Maintenance		
- Plant & Equipments	79.48	48.98
- Buildings	66.36	49.90
Insurance	34.71	24.38
Rates & Taxes	18.57	8.49
Travelling and Conveyance	196.01	139.86
Payment to Auditors	13.16	10.84
Commission and Brokerage on sales	611.96	692.80
Loss on Sale/discard of Store Items	-	1.47
Net (gain)/ Loss on Foreign Currency Transactions & translations - others	-	44.59
Miscellaneous Expenses	404.77	396.09
Corporate Social Responsibility (CSR) Expenses	6.97	12.58
Provision for Doubtful Debts	54.69	-
	7,280.59	7,335.39
NOTE NO.33		
Income Tax		
Amount Recognised in the Statement of Profit and Loss		
Current Tax	334.00	108.00
Tax for earlier year	10.61	0.39
Deferred Tax	49.91	(254.48)
Mat Credit Entitlement	-	(32.20)
Total Tax Expense	394.52	(178.29)
Reconciliation of effective tax rate:		
Particulars		
Net profit before income tax	803.66	81.48
Applicable Statutory Income Tax Rate	33.380%	33.063%
Computed Tax Expenses	268.26	26.94
Add:- Tax Incidence on additions		
i) Dividend and DDT on Preference Share Capital	92.86	91.82
ii) Exp etc disallowed /other Deductions	75.48	46.40
TOTAL- A	436.59	165.16
Less:- Tax incidence on additions		
i) Difference of Book Dep and Income tax Dep	10.89	25.27
ii) Allowance u/s 43-B	45.99	28.61
iii) Others	46.11	5.12
TOTAL- B	102.99	58.99
Reported Income Tax Expenses	NET (A-B)	
Current Tax	334.00	108.00
TAX FOR EARLIER YEAR	10.61	0.39
DEFFEREAD TAX ASSETS/LIABILITES	49.91	(254.48)
MAT CREDIT ENTITLEMENT	-	(32.20)
TOTAL	394.52	(178.29)



NOTE NO. 34

Significant Accounting Policies and Notes on Financial Statements:

1 CORPORATE INFORMATION :

Reliance Chemotex Industries Limited (CIN No.L40102RJ1977PLC001994) is a public limited company domiciled and incorporated in India and its shares are publicly traded on the BSE, in India. The registered office of Reliance Chemotex Industries Limited is at Village Kanpur, Post Box No 73, Udaipur District, Rajasthan 313003. The Company is primarily engaged in the manufacturing and sale of Synthetic & blended Yarn.

A. Basis of Preparation of Financial Statements:

a. The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and relevant provisions of the Companies Act, 2013. Date of Transition to Ind AS 2017 is 01.04.2016.

b. Historical cost convention

"The financial statements have been prepared on a historical cost basis, except for the following:

- 1) certain financial assets and liabilities that are measured at fair value;
- 2) defined benefit plans - plan assets measured at fair value."

c. Use of estimates and judgments

"The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date."

d. Current non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Companies Act., 2013.

e. The financial statements of the Company are presented in Indian Rupee (INR), which is also the functional currency of the Company.

B. Significant Accounting Policies

(i) Property, Plant and Equipment

The company consider the previous GAAP carrying value of all its Properties, Plants and Equipment except freehold and leasehold land as deemed cost at the transition date i.e. 1st April 2016. The Company has adopted optional exception under IND AS 101 to measure free hold land & lease hold land at fair value and consequently the fair fair value has been assumed to be deemed cost in case of free hold land & lease hold land on the date of transition.

Property, Plant and Equipment acquired after the transition dates are stated at cost less accumulated depreciation. Cost include expenses directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management.

(ii) Intangible Assets :

Intangible assets comprise of computer software. These assets are stated at cost.

(iii) Depreciation/Amortisation

"Depreciation on Property , Plant & Equipment is calculated on straight line method using the rates arrived at based on the estimated useful life given in schedule II of the Company's Act. 2013 except as under : -

- Lease hold Land is amortised over the period of lease.
- Office Equipment are depreciated over 10 years.



The remaining useful life of property, Plant & Equipment is reviewed at each financial year end and is in accordance with life as per schedule II of the Company's Act, 2013.

Intangible Assets (Computer Software) is amortised over 5 Years.

Individual Assets costing below 5000/- are depreciated on prorata basis over one year from the date of acquisition. "

(iv) Investment Property

"Investment properties are measured at deemed cost less accumulated depreciation and impairment losses, if any.

The cost and related accumulated depreciation are eliminated from the financial statements, upon sale, disposition and withdrawal from permanent use of the assets and when no future economic benefits are expected from its disposal. The resultant gains or losses are recognised in statement of profit and loss. "

(v) Non Current Investments :

Investment are valued at fair market value on the reporting date either through other comprehensive income, or through the Statement of Profit and Loss.

(vi) Valuation of Inventories:

Inventories of Raw Materials, Work-in-Progress, Stores and spares, Finished Goods are stated 'at cost or net realisable value, whichever is lower'. Goods-in-Transit are stated 'at cost'. Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of stores and spares has been computed on weighted Average method and raw material has been computed on First-in-First-out Method, Scrap and waste has been valued on net realisable value. Due allowance is estimated and made for defective and obsolete items, wherever necessary. Scrap and waste has been valued at net realisable value.

(vii) Lease

"Leases under which the Company assumes substantially all risks and rewards of ownership are classified as finance lease. When acquired such assets are capitalised at fair value or present value of minimum lease payments at the inception of the lease, whichever is lower lease payment.

Lease payments under operating lease are recognised as an expenses on a straight line basis in the Statement of Profit and Loss account over the lease term."

(viii) Revenue/Income Recognition:

Effective April, 2018, the company adopted Ind As 115 "Revenue from Contracts with Customers" using Cumulative Catch up Transition method applied to contracts that were not completed as of 01.04.2018. In accordance with the Cumulative Catch up method, the comparatives have not been retrospectively adjusted.

(a) Revenue from contract with customers

"Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customers at an amount that reflects the consideration to which the company expects to be entitled in exchange of promised performance obligations.

In case of sale of goods, transfer of control of the goods to the customer generally coincides with dispatch of goods to customer and is measured at a transaction value representing the related performance obligation. Transaction price is determined after considering the impact of variable considerations, returns, claims, rebates and other pricing allowances, trade & volume discounts (if any). "

(b) Other Operating Revenue Export Incentives

Revenue in respect of the export incentives is recognized on post export basis. Duty Drawback benefits are accounted for on accrual basis.

(c) Interest:-

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable

(d) Insurance and Other Claim:-

Revenue in respect of insurance & other claims is recognized when no significant uncertainty exists with regard to the amount to be realized and the ultimate collection thereof.



(ix) Employee benefits

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the reporting period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

Defined Contribution Plans:

Provident Fund

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

Defined Benefit Plans

Gratuity and Compensatory Absence

The Company provides for Gratuity and Compensatory Absence, a defined benefit retirement plan covering eligible employees of the Company. The present value of the obligations under such defined benefit plans is determined based on actuarial valuations using the Projected Unit Cost Method.

Actuarial gain /loss, if any, arising from or adjustments and change in actuarial assumptions are charged or credited to Other Comprehensive income in the period in which they arise. Net Interest Cost are charged as interest Cost in statement of profit and Loss account.

(x) (a) Foreign Currency Transactions:

Transactions and balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

(b) Exchange Forward Contracts:

The company uses Exchange Forward Contracts to hedge its risks associated with foreign currency related to firm commitments and highly probable forecasted transactions. The company does not enters into any forward contracts which are intended for trading or speculation purposes.

Profit/ Loss on cancellation of unutilised portion of forward Exchange contracts is accounted for as income/ Expense for the period in which cancellation of contract take place.

The company accounts for Mark to Market (MTM) gains/losses on unutilised foreign exchange forward contracts at the end of each reporting period.

(C) Borrowing Costs:

Interest and other costs connected with the borrowing for the acquisition / construction of qualifying fixed assets are capitalised up to the date such asset are put to use and other borrowing cost are charged to statement of profit & loss. Borrowing cost includes exchange rate difference to the extent regarded as an adjustment to the borrowing cost

(xi) Research and Development:

Revenue expenditure on Research and Development is charged as expenses under the head "Research and Development" in the year in which it is incurred. Capital expenditure incurred on equipment and facilities that are acquired for research and development activities is capitalised and depreciated according to the policy followed by the Company

(xii) Taxation:

Income tax expense represents the sum of current and deferred tax (including MAT)

(a) Current tax :-

Current income tax assets and liabilities are measured at the amount to be recovered from or paid to taxation authorities. The tax rates and tax laws used to compute the amount are according to the prevailing tax Law on the reporting date. Income tax expense



is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or other comprehensive income, in such cases the tax is recognised directly in equity or in other comprehensive income.

(b) Deferred tax:

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred tax assets and deferred tax liabilities are off set, and presented as net. The carrying amount of deferred tax asset / liability is reviewed at each reporting date and necessary adjustments are made in the books of accounts accordingly.

(c) MAT:

Credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the profit and loss account and shown as MAT credit entitlement.

(xiii) Government Grant/ Interest Subsidy:

Government Grants are recognised where there is reasonable assurance that the grant will be received and all attached condition will be complied with. Grants related to specific fixed assets are deducted from the gross value of the concerned assets in arriving at their book values. Investment subsidy/employment generation subsidy / Interest rate subsidy and other revenue grants are credited to Statement of Profit and Loss or deducted from the related expenses.

(xiv) Impairment of Non Financial Assets:

The Management periodically assesses using external and internal sources whether there is any indication that an asset may be impaired. Impairment of an asset occurs where the carrying value exceeds the present value of the cash flow expected to arise from the continuing use of the asset and its eventual disposal. A provision for impairment loss is made when the recoverable amount of the asset is lower than the carrying amount.

(xv) Provisions and Contingent liabilities and Contingent Assets

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense. Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. Contingent assets are not recognised in the financial statements.

(xvi) Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(xvii) Dividend:-

Final dividend on Equity shares are recorded as a liability on the date of approval by the shareholders and interim dividend are recorded as a liability on the date of declaration by the company's Board of Directors.

(xviii) Earning Per Share -

Basic earning per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earning per equity share is computed by



dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earning per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

NOTE NO. 35

Fair value of Financial Assets and Financial Liabilities

Rs. In Lakh

Sr.No.	Particulars	Fair Value Hierarchy	Note No.	As at 31 st March , 2019		As at 31 st March , 2018	
				Carrying Value	Fair Value	Carrying Value	Fair Value
I	Financial Assets						
(a)	At Fair Value :- - Equity, Investment and unquoted Shares	Level 3	A	-	-	-	-
(b)	At Amortised Cost						
	- Trade Receivables			1,751.68	1,751.68	1,726.50	1,726.50
	- Loans, Security Deposit and Others			1,073.63	1,073.63	767.52	767.52
	- Cash and Cash Equivalents		B	12.76	12.76	22.88	22.88
	- Other Bank Balances			396.10	396.10	413.24	413.24
	Total Financial Assets			3,234.17	3,234.17	2,930.13	2,930.13
II	Financial Liabilities						
(a)	At Amortised Cost						
	- Borrowings			7,384.10	7,384.10	8,317.42	8,317.42
	- Trade Payables		B	3,588.00	3,588.00	3,570.39	3,570.39
	- Other Financial Liabilities			1,755.53	1,755.53	2,264.46	2,264.46
	Total Financial Liabilities			12,727.63	12,727.63	14,152.27	14,152.27

The fair value of financial assets and liabilities are included at the amount at which instruments could be exchanged in a current transaction between the willing parties. The following methods and assumptions were used to estimate the fair value:

- (A) The Company has opted to fair value its unquoted equity instruments at its Net Asset Value through Retained Earnings.
- (B) The fair values of cash and cash equivalents, other bank balances, trade receivables, loans, other financial assets, short term borrowings, trade payables, and other financial liabilities approximates their carrying amounts largely due to the short-term maturities of these instruments. Company has adopted Effective Interest Rate Method (EIR) for fair valuation of long term borrowings.

Fair Value Hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

NOTE NO. 36

Financial Risk Management Objectives and Policies:

The Company's activities are exposed to a variety of Financial Risk from its Operations. The key financial risk include Market risk, Credit risk and Liquidity risk.

- (a) **Market Risk:** Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly three types of risk:, Foreign currency risk, Interest rate risk and other price risk such as Equity price risk and Commodity Price risk.



(b) "Foreign Currency Risk:

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign exchange risk arising from foreign currency transactions of imports, exports and borrowing primarily with respect to USD and Euro. The Company's exports are denominated generally in USD, providing a natural hedge to some extent against foreign currency payments on account of imports of raw materials and/or the payment of borrowings. The foreign currency transaction risk are managed through selective hedging programmes by way of forward contracts including for underlying transactions having firm commitments or highly probable forecast of crystallisation.

The Company uses forward exchange contracts to hedge its exposure in foreign currency. The details of foreign currency exposures hedged by derivative instruments and those have not been hedged are as follows:

Particulars	Currency	As at 31 st March, 2019		As at 31 st March, 2018	
		In Foreign Currency	in Rs. Lakh	In Foreign Currency	in Rs. Lakh
Hedged :					
Forward exchange contracts outstanding					
Long-term borrowing	USD				
Total	USD	-	-	-	-
Unhedged :					
Long-term borrowings	USD	-	-	-	-
	EUR	-	-	-	-
Long-term borrowings FCNR	USD	-	-	-	-
	EUR	-	-	123,067.12	99.45
Commission in F Export Sales	USD	191,788.12	133.55	498,141.78	327.52
	EUR	40,382.81	32.34	215,561.15	174.77
Bank/ Cash Balances	USD	2,200.00	1.52	2,600	1.65
	EUR	150.00	0.12	150	0.12
Total	USD	193,988.12	135.07	500,741.78	329.16
	EUR	40,532.81	32.46	338,778.27	274.34

(c) Foreign Currency Sensitivity:

The following table demonstrates the sensitivity to a reasonably possible change in USD with all other variables held constant. The impact on company's profit before tax is due to changes in the foreign exchange rate for:

Particulars	As at	As at
	31 st March, 2019	31 st March, 2018
Change in USD	+5%	+5%
Effect on profit before tax (Rs. In Lakh)	6.75	16.46
Change in USD	-5%	-5%
Effect on profit before tax (Rs. In Lakh)	(6.75)	(16.46)
Particulars	As at	As at
	31 st March, 2019	31 st March, 2018
Change in EUR	+5%	+5%
Effect on profit before tax (Rs. In Lakh)	1.62	13.72
Change in EUR	-5%	-5%
Effect on profit before tax (Rs. In Lakh)	(1.62)	(13.72)

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.



(d) Interest Rate Risk and Sensitivity:

The Company is having fixed rate long term borrowings which are not exposed to any risk of changes in market interest rates.

(e) Commodity price risk:

The Company is affected by the price volatility of certain commodities. Its operating activities require the purchase of raw material and therefore, require a continuous supply of certain raw materials. To mitigate the price risk, the company has an approved supplier base to get the best competitive prices for the commodities and to manage the cost without any compromise on quality.

(f) Equity price risk:

The Company's exposure to equity instruments price risk arises from investments held by the company and classified in the balance sheet at fair value through OCI. Having regard to the nature of securities, intrinsic worth, intent and long term nature of securities held by the company, fluctuation in their prices are considered acceptable and do not warrant any management estimation.

(g) Credit Risk:

Credit risk is the risk that counterparty might not honor its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables).

Trade Receivables:

Customer credit risk is managed based on company's established policy, procedures and controls. The company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Credit risk is reduced by receiving pre-payments and export letter of credit to the extent possible. The Company has a well defined sales policy to minimize its risk of credit defaults. Outstanding customer receivables are regularly monitored and assessed. The Company follows the simplified approach for recognition of impairment loss and the same, if any, is provided as per its respective customer's credit risk as on the reporting date

(h) Deposits with Bank:

The deposits with banks constitute mostly the investment made by the company against bank guarantee and letter of credits and are generally not exposed to credit risk.

(i) Liquidity Risk:

Liquidity risk is the risk, where the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

The table below summarises the maturity profile of company's financial liabilities based on contractual undiscounted payments:

				Rs. in Lakhs
Particulars	Carrying Value	Payable on Demand	Upto 12 Months	1 to 5 years
As at 31st March 2019				
Borrowings*	5,870.28	2,352.00	793.68	2,724.60
Preference Share Capital	2,307.50			243.00
Trade and Other Payables	3,588.00		3,588.00	
Total	11,765.78	2,352.00	4,381.68	2,967.60
As at 31st March 2018				
Borrowings*	7,080.49	3,047.65	1,170.03	2,862.82
Preference Share Capital	2,307.50			243.00
Trade and Other Payables	3,570.39	-	3,570.39	-
Total	12,958.38	3,047.65	4,740.42	3,105.82

* Including working capital facility from consortium banks renewed every year and current maturity of long-term borrowings.



NOTE NO. 37

Capital Management:

The Company's policy is to maintain an adequate capital base so as to maintain creditor and market confidence and to sustain future development. Capital includes issued capital, share premium and all other equity reserves attributable to equity holders.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net Debt is calculated as borrowings less cash and cash equivalents.

Particulars	Rs. in Lakhs	
	As at 31 st March, 2019	As at 31 st March, 2018
Borrowings*	5870.28	7080.49
Less: Cash and Cash equivalents	12.76	22.88
Net debt	5857.52	7057.61
Equity Share Capital	399.69	399.69
Preference Share Capital	2307.50	2307.50
Other Equity	6289.21	6641.98
Total Capital	8996.40	9349.17
Capital and net debt	14853.92	16407.78
Gearing ratio	0.39	0.43

* Borrowings does not includes Preference Share Capital.

NOTE NO. 38

Recent Accounting Pronouncements

Ind AS 116- Leases

Ministry of Corporate Affairs ("MCA") has notified the Ind AS 116, effective accounting period beginning 1st April, 2019, Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. The core principle of the new standard is that an entity should recognise in the Balance Sheet the right - of - issue assets and financial liabilities for future payment obligations related to long term operating leases. The impact on the financial statements of the Company on adoption of Ind AS 116 shall not be material.

NOTE NO. 39

Estimated amount of contracts remaining to be executed on Capital Account and not provided for

Particulars	31st March, 2019 Rs. In Lakh	31st March, 2018 Rs. In Lakh
	NIL	NIL

NOTE NO. 40

Particulars	31st March, 2019 Rs. In Lakh	31st March, 2018 Rs. In Lakh
Contingent Liabilities not provided for in respect of		
i) Bonds executed in favour of Customs and Excise Authorities	100.00	100.00
ii) Foreign bills discounting with Banks against letter of credit	109.12	173.83
iii) Claims not acknowledged as debts (Disputed by the Company and or appealed against);		
a) Demand of Income Tax	154.44	159.90
b) "Demands by Excise department (including Service Tax)"	63.38	63.38
c) Demands of Sales Tax.	-	0.31
d) Demands of workers	10.52	9.36
iv) Others	389.23	389.23



NOTE NO. 41

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
A) Amount Paid/Payable to Auditors:		
a) Statutory Audit Fee	7.04	7.04
b) Tax Audit Fee	2.15	2.15
c) Other Certification Charges	0.74	0.72
d) Reimbursement of Expenses	3.23	0.93
	13.16	10.84
B) Amount Paid/Payable to Cost Auditors Included in Misc. Expenses		
a) Audit Fees	0.60	0.45
b) Reimbursement of Expenses	0.29	0.23
	0.89	0.68

NOTE NO. 42

Accounts in respect of Current and Non-Current Liabilities, Trade Receivables, Other Current Assets, Loans and Advances and Deposits are subject to confirmations of respective parties.

NOTE NO. 43

Disclosure as required under the Micro, Small and Medium Enterprises Development Act., 2006, to the extent ascertained and as per per notification number GSR 679 (E) dated 4th September, 2015.

Particulars	As at 31st March , 2019 (Rs. In Lakh)	As at 31st March , 2018 (Rs. In Lakh)
(i) The Principal amount and interest due thereon remaining unpaid to any supplier at the end of each financial year.	53.50	NA
(ii) The amount of interest paid by the buyer.	NIL	NIL
(iii) The amount of interest due and payable for the period of delay in making payment.	NIL	NIL
(iv) The amount of interest accrued and remaining unpaid	NIL	NIL
(v) The amount of further interest remaining due and payable in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro Small and Medium Enterprise Development Act, 2006	NIL	NIL

NOTE NO. 44

Particulars	As at 31st March , 2019 (Rs. In Lakh)	As at 31st March , 2018 (Rs. In Lakh)
Earnings Per Share (EPS)-		
The numerators and denominators used to calculate Basic and Diluted Earnings Per Share:		
i) Net Profit (after tax)	409.14	259.77
Add :		
ii) Basic/Weighted average number of Equity Shares outstanding during the year (B)	3980850	3976708
iii) Nominal value of Equity shares (Rs.)	10	10
iv) Basic/Diluted Earnings per Share (Rs.) (A) / (B)	10.28	6.53



NOTE NO. 45

Segment Information :

- (a) The Company has only one reportable Primary Business Segment i.e Yarn. Hence, no separate segment wise information of revenue, results and capital employed is given.
- (b) The following table shows the distribution of Company's Revenue from operations by geographical market, regardless of where the goods were produced :

Sr.No.	Geographical Segments	2018-2019	2017-2018
1	Domestic Market (Within India)	13818.68	10,101.68
2	Overseas Market (Outside India)	17709.57	16,905.22
	Total	31528.25	27006.90

- (c) Sales to one Export Customer of the Company is Rs. 4283.92 Lakh -(Previous Year RS 3092.10 Lakh-) which is more than 10% of the Company's total turnover.

Note No. 46

Revenue from contracts with customers :

- (a) With effect from 1st April 2018, Ind AS 115 "Revenue from Contract with Customers" supersedes Ind AS 18 "Revenue". The core principle of the new standards is that an entity should recognise revenue when the control of the goods or services underlying the particular performance obligation is transferred to customers. The said Transition does not have any significant effect on the financial statement of the Company.
- (b) Disaggregated revenue information (Refer Note No. 45)
- (c) Contract Balances

Particulars	(in Lakh)	
	As at 31 st March, 2019	As at 31 st March, 2018
Trade Receivables	1751.68	1726.50
Contract Liabilities	176.08	253.77 *

* Converted into Sales in 2018-2019 Rs. 253.77 Lakh

Trade Receivables are generally non-interest bearing and are on payment terms of 30 to 45 days. Contract liabilities include Advances received against delivery of Yarn. The Performance obligation in relation to revenue recognition arising from contract with customer is satisfied upon customer's clearance of goods sold.

(d) Reconciling the amount of revenue recognised in the statement of Profit & Loss with the contracted price :

Particulars	Rs. in Lakhs	
	As at 31 st March, 2019	As at 31 st March, 2018
Revenue as per the Contracted Price	31537.95	27019.11
Adjustment		
Customer Claim	9.71	12.21
Revenue from Contract with Customers	31528.24	27006.90



NOTE NO. 47

- (i) The Board of Directors has recommended a dividend of Rs 1/- per share of Face value of Rs 10/- each aggregating Rs 47.99 Lakhs including Dividend Distribution Tax of Rs 8.18 Lakhs for the year ended 31st March 2019.
- (ii) The Board of Directors has recommended a 5% Special Dividend i.e Rs 0.50 per share of Face value of Rs 10/- each aggregating Rs 23.99 Lakhs including Dividend Distribution Tax of Rs 4.09 Lakhs for the year ended 31st March 2019.

NOTE NO. 48

The disclosures required as per the Indian Accounting Standards (Ind-AS 19 - Employee Benefits) notified under the Companies (Indian Accounting Standards) Rules, 2015 are as under :

"Defined - Contribution Plans

The Company offers its employees defined contribution plan in the form of provident fund(PF), family pensions fund (FPF) and Employees State Insurance Scheme (ESI) which covers substantially all regular employees. Contribution are paid during the year into separate funds under certain fiduciary-type arrangements. Both the employees and the company pay pre determined contribution into the provident funds, family pension fund and the Employees State Insurance Scheme. The Contributions are normally based on a certain proportion of the employee's salary."

Contribution to Defined Benefit Plan, recognized and charged off for the year are as under (excluding for on contracts payments):

	2018-2019	2017-2018
	Rs. In Lakh	Rs. In Lakh
Provident Fund	60.03	67.30
Family Pension Fund	99.46	99.69
Employees State Insurance Scheme	87.33	83.99

"Defined - Benefit Plans

The Company offers its employees defined- benefit Plans in the form of a Gratuity Scheme. Benefits under the defined benefit plan is typically based either on years of service and the employee's compensation (generally immediately before retirement). The Gratuity scheme covers substantially all regular employees. The Company contributes funds to Life Insurance Corporation of India, which is irrevocable. Commitments are actuarially determined at year end. The actuarial valuation is done based on ""Projected Unit Credit"" method. Gains & Losses of changed actuarial assumptions are charged to the profit and loss account. The obligations for leave encashment is recognised in the same manner as gratuity. "

Particulars	Gratuity (Funded) Rs. In Lakh	Compensated Absence (Unfunded) Rs. In Lakh	Gratuity (Funded) Rs. In Lakh	Compensated Absence (Unfunded) Rs. In Lakh
a. Reconciliation of opening and closing balances of Defined Benefit Obligation	2018-19	2018-19	2017-18	2017-18
Defined Benefit obligation at beginning of the year	368.20	81.85	371.76	71.04
Current Service Cost	67.32	35.92	47.96	37.49
Interest Cost	26.87	5.97	24.81	4.86
Past Service Cost	-	-	9.32	-
Acturial (gain)/ Loss	1.20	(13.39)	(8.92)	(20.23)
Benefits paid	(35.70)	(8.14)	(76.63)	(11.32)
Defined Benefit Obligation at year end	427.89	102.21	368.20	81.85
b Reconciliation of opening and closing balance of fair value of plan assets	-	-	-	-
Fair value of plan assets at beginning	-	-	-	-



Particulars	Gratuity (Funded) Rs. In Lakh	Leave Encashment (Unfunded) Rs. In Lakh	Gratuity (Funded) Rs. In Lakh	Leave Encashment (Unfunded) Rs. In Lakh
of the year	222.03	-	148.82	-
Expected return on plan assets	(4.45)	-	(3.59)	-
Interest Incurred	22.18	-	13.43	-
Employer contribution	170.00	-	140.00	-
Benefits Paid	(35.70)	-	(76.63)	-
Fair Value of plan assets at year end	374.06	-	222.03	-
c Fair value of Plan assets	222.03	-	148.82	-
Interest Income	22.18	-	13.43	-
d Current Service Cost	67.32	35.92	47.86	37.49
Net Interest Cost	4.69	5.97	11.38	4.86
Past Service Cost (vested benefit)	-	(13.39)	9.32	(20.23)
Actuarial (gain)/ Loss	-	(20.23)	-	(9.57)
Expenses Recognised in P/L account	72.01	8.27	68.56	12.55
e Other Comprehensive Income				
Actuarial (Gain) / Loss for the year	1.20	-	-8.92	-
Return of Plan Assets	4.45	-	3.59	-
Actuarial (Gain) / Loss for the year recognised in OCI	5.65	-	-5.33	-
f Major Categories of Plan Assets as % of the Total plan Assets Interest based Scheme with Insurance Companies	100%	-	100%	
g Sensitive Analysis				
Discount Rate 1 % increase	395.91	97.05	342.42	77.87
Discount Rate 1 % Decrease	466.04	108.40	398.93	86.55
Change in Salaries increase 1 % increase	467.09	108.57	399.78	86.68
1 % Decrease	394.59	96.84	341.35	77.70
h. Estimated expected benefit payments (in absolute terms i.e. undiscounted) F.Y.				
2019-20	37.24	17.34	12.07	41.89
2020-21	33.30	15.87	28.09	17.69
2021-22	27.87	16.20	25.15	20.38
2022-23	36.21	16.75	31.56	21.49
2023-24	34.93	16.90	29.35	22.47
FROM 2023-24 TO 2028 -29	223.28	71.70	225.30	25.81
i. Acturial Assumption				
Particulars				
Discount Rates	7.64%	7.64%	7.67%	7.67%
Salary Escalation	4.00%	4.00%	4.00%	4.00%
Mortality Rates	IALM (2006-08)	IALM (2006-08)	IALM (2006-08)	IALM (2006-08)
Retirement age	58 Years	58 Years	58 Years	58 Years



NOTE NO. 49

Related Party Disclosures

(As certified by the Management)

Disclosures in respect of Related Parties as defined in Indian Accounting Standard 24(Ind AS 24), with whom transactions were entered into at an arm's length and in the ordinary course of business during the year are given below:

(i) Key Management Personnel and Relatives of Key Management Personnel

Mr. Ramadoss Srinivasan - Chairman
Mr. Sanjiv Shroff (Managing Director)
Mr. Rahul Shroff (Wholetime Director Designated as Executive Director)
Mr. Ameya Shroff (Wholetime Director Designated as Executive Director)
Mr. N.G.Khaitan (Non Executive Director)
Mrs. Dipika Shroff, Non- Executive Director
Mr. K.L.Sonthalia (Non Executive Director)
Mr. R N Sharma (Non Executive Director)
Mr. Narayan Shroff (Non Executive Director)
Mr. Amar Inder Singh Jassar (CFO)
Mr. Vimal Tank (Company Secretary)

Relative of Key Managerial Person

Mr. Shanker Lal Shroff, Chairman Emeritus (Father of Mr. Sanjiv Shroff)
Mrs. Bimla Devi Shorff (Mother of Mr. Sanjiv Shroff)
Mrs. Kavisha Rahul Shroff (Wife of Mr. Rahul Shroff)

(ii) Enterprises over which key Management Personnel and relative of such personnel is able to exercise significant influence or control

- a) Indo Textiles & Fibres Limited
- b) Spell Fashions Pvt.Ltd.
- c) A.R.Fibtex Pvt. Ltd.
- d) Khaitan & Co. LLP
- e) A.R. Commercial Private Limited
- f) A.S. Chemotex pvt. Ltd.
- g) Sunrise Producers Pvt. Ltd.
- h) Sunrise Cotton Industries Limited
- i) Modern Fibotex India Limited

(b) Description of the nature of transactions with the related parties :-



Particulars	Key Managerial Person refer to (i)		Enterprises over which KMP is able to exercise significant influence , refer to (ii)	
	31.03.2019 Rs. in Lakh	31.03.2018 Rs. in Lakh	31.03.2019 Rs. in Lakh	31.03.2018 Rs. in Lakh
Legal & Professional Expenses Paid	-	-	4.81	3.18
Lease Rent Received	-	-	3.60	3.60
Interest on Security Deposit	-	-	15.03	13.66
Interest paid/ payable on Loans taken	4.45	1.69	81.04	55.98
Loan Received	134.00	105.00	524.00	243.00
Repayment of Loans Received	23.00	85.00	248.50	47.50
Rent paid/Payable	-	-	83.25	83.25
Purchase of Finished Goods	-	-	8.60	4.80
Sale of Yarn	-	-	3.12	4.22
Year end Balance receivable			165.74	150.56
Year End Balance payable	136.27	21.23	889.85	614.86
Compensation to Key managerial Person #				
Short Term employee benefit	276.42	251.23		
Sitting Fees to Non Executive Director	2.75	2.61		

Note:

The remuneration to Key Managerial Personnel's stated above does not include provision/payment towards incremental liability on account of gratuity and compensated absences since actuarial valuation is done for the Company as a whole.

NOTE NO. 50

Previous Year, figures have been regrouped / rearranged, wherever necessary.

Signatures to Notes 1 to 50

As per our Report of even date.

For & On behalf of Board of Directors

For **Jain Pramod Jain & Co.**
Chartered Accountants
(Firm Registration No. 016746N)

P.K. JAIN
Partner
M.No. 010479
Place : Mumbai
Dated : 4th May, 2019

VIMAL TANK
Company Secretary
M.No. 22370

AMARINDER SINGH JASSAR
Chief Financial
Officer

SANJIV SHROFF
Managing Director
DIN- 00296008

RAHUL SHROFF
Executive Director
DIN - 02301693



RELIANCE CHEMOTEX INDUSTRIES LIMITED

Registered Office: Village Kanpur, Udaipur-313003 (Raj)
CIN: L40102RJ1977PLC001994 Contact: 0294-2490488, Fax No. : 0294 -2490067
Email: udaipur@reliancechemotex.com Website: www.reliancechemotex.com

NOTICE OF FORTY FIRST (41st) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FORTY FIRST ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF RELIANCE CHEMOTEX INDUSTRIES LIMITED WILL BE HELD AT ALKA HOTEL, NEAR SHASTRI CIRCLE, UDAIPUR- 313001 ON 07th SEPTEMBER, 2019 AT 10:30 A.M TO TRANSACT THE FOLLOWING BUSINESSES:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend on 10% Cumulative Preference Shares of Rs. 100/- each.
3. To declare the dividend of Rs. 1/- per Equity share of Rs. 10 each and special dividend of Rs. 0.5/- per equity share of Rs. 10 each as proposed by the Board of Directors.
4. To appoint a Director in place of Mrs. Dipika Shroff, (DIN: 00226941) who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

5. **To re-appoint Mr. Ramadoss Srinivasan as an Independent Director of the company.**

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

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) Mr. Ramadoss Srinivasan (DIN: 00235831), who was appointed as an Independent Director at the 36TH Annual General Meeting of the Company who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent

Director of the Company, not liable to retire by rotation, who will hold office for a second term of five years up to 31st March, 2024.

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

6. **To re-appoint Mr. Kishori Lal Sonthalia as an Independent Director of the company.** To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) Mr. Kishori Lal Sonthalia (DIN: 00899958), an Independent Director at the 36TH Annual General Meeting of the Company who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, who will hold office for a second term of five years up to 31st March, 2024.

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

7. **To re-appoint Mr. Narayan Shroff as an Independent Director of the company**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time,



(including any statutory modification(s) or re-enactment(s) thereof for time being in force) Mr. Narayan shroff (DIN: 05207412, an Independent Director at the 36TH Annual General Meeting of the Company who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, who will hold office for a second term of five years up to 31st March, 2024.

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

8. To re-appoint Mr. Ameya Shroff as an whole time Director designated as Executive Director of the company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Article of Association, and subject to all other requisite approvals, permissions and sanctions and subject to other requirements under the Act, if any and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, approval of the members of the company be and is hereby accorded for the re-appointment of Mr. Ameya Shroff (DIN: 05315616) as the Executive Director of the Company with effect from 01.08.2019 for three years at a remuneration up to Rs. 10.00 Lakhs per month inclusive of all allowances and perquisites, as may be decided by the Board and on such other terms and conditions defined as under f, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and / or any statutory modification(s) or re-enactment(s) thereof.

Name	Mr. Ameya Shroff
Designation	Executive Director
Basic Salary	From Rs. 2,25,000/- upto Rs. 4,50,000/- Per Month
House Rent Allowance/ RFHA	House rent allowance ranging from Rs. 75,000/- -up to Rs. 1,50,000/- Per Month or alternatively fully furnished housing accommodation.
Other Allowances	From Rs. 75,000/- up to Rs. 1,50,000/- Per Month
Ex-gratia in lieu of Bonus	From Rs. 45,000/- up to Rs. 90,000/- Per Month
Variable pay	As may be decided by the Board of Directors, on the performance of the Company but shall not exceed Rs. 30.00 Lakh Annually.
Leave Travel Concession	For family and self, once in a year as per rules of the Company, but shall not exceed one month basic salary.
Medical Reimbursement	Medical Reimbursement expenses incurred for self and family, but shall not exceed One month basic salary a year or 3 Months' basic Salary over a period 3 Years.
Personal Accident /Medical Insurance	Actual premium on personal accidental/ medical insurance for self and the family.
Provident Fund, Superannuation fund and Gratuity as per rules of the Company, subject to ceiling as per guidelines for Managerial Remuneration.	
Car with Driver and telephone at residence are provided to our Executive Director for business purpose as well as for personal use. Perquisite value for the use of Car with Driver has been included in his Computation of Income as per Section 17(2) of the Income Tax Act, 1961. However telephone provided to our Executive Director is not a taxable perquisite as per section 17(2) of the Income Tax Act, 1961.	
Encasement of leave as per rules of the Company.	
Club Fees is subject to a maximum of two clubs, this will not include admission and life membership fees.	

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said terms of agreement between the Company and Mr. Ameya Shroff, Executive Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

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

9. Revision in the terms of payment of remuneration to Mr. Rahul Shroff, Executive Director

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the



Companies Act, 2013 read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or provisions of the Article of Association, and subject to all other requisite approvals, permissions and sanctions and subject to other requirements under the Act, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) if any and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, approval of the members of the company be and is hereby accorded for revision in the maximum remuneration payable up to Rs. 10.00 Lakh per months inclusive of all allowances and perquisites, as may be decided by the Board and on such other terms and conditions defined as under of, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and / or any statutory modification(s) or re-enactment(s) thereof to Mr. Rahul Shroff (DIN:02301693) as the Executive Director of the Company with effect from 01.04.2019 for the remaining period of his present term of appointment Up to 25th September, 2021.

Name	Mr. Rahul Shroff
Designation	Executive Director
Basic Salary	From Rs. 2,65,000/- upto Rs. 5,30,000/- Per Month
House Rent Allowance/ RFHA	From Rs. 60,450/- up to Rs. 1,21,000/- Per Month
Other Allowances	From Rs. 85,000/- Up to Rs. 1,70,000/- Per Month
Ex-gratia in lieu of Bonus	From Rs. 53,000/- up to Rs. 1,06,000/- Per Month
Variable pay	As may be decided by the Board of Directors, on the performance of the Company but shall not exceed Rs. 30.00 Lakh Annually.
Leave Travel Concession	For family and self, once in a year as per rules of the Company, but shall not exceed one month basic salary.
Medical Reimbursement	Medical Reimbursement expenses incurred for self and family, but shall not exceed One month basic salary a year or 3 Months' basic Salary over a period 3 Years.
Personal Accident /Medical Insurance	Actual premium on personal accidental/ medical insurance for self and the family.
Provident Fund, Superannuation fund and Gratuity as per rules of the Company, subject to ceiling as per guidelines for Managerial Remuneration.	
Car with Driver and telephone at residence are provided to our Executive Director for business purpose as well as for personal use. Perquisite value for the use of Car with Driver has been included in his Computation of Income as per Section 17(2) of the Income Tax Act, 1961. However telephone provided to our Executive Director is not a taxable perquisite as per section 17(2) of the Income Tax Act, 1961.	
Encasement of leave as per rules of the Company.	
Club Fees is subject to a maximum of two clubs, this will not include admission and life membership fees.	

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said terms of agreement between the Company and Mr. Rahul Shroff, Executive Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

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

10. Revision in the terms of payment of remuneration to Mr. Sanjiv Shroff, Managing Director

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or provisions of the Article of Association, and subject to all other requisite approvals, permissions and sanctions and subject to other requirements under the Act, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) if any and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, approval of the members of the company be and is hereby accorded for revision in the maximum remuneration payable up to Rs. 10.00 Lakh per months inclusive of all allowances and perquisites, as may be decided by the Board and on such other terms and conditions defined as under of, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and / or any statutory modification(s) or re-enactment(s) thereof to Mr. Sanjiv Shroff (DIN: 00296008) as the Managing Director of the Company with effect from 01.04.2019 for the remaining period of his present term of appointment Up to 31st August, 2020.



Name	Mr.Sanjiv Shroff
Designation	Managing Director
Basic Salary	From Rs. 2,65,000/- upto Rs. 5,30,000/- Per Month
House Rent Allowance/ RFHA	From Rs. 60,450/- up to Rs. 1,21,000/- Per Month
Other Allowances	From Rs. 85,000/- Up to Rs. 1,70,000/- Per Month
Ex-gratia in lieu of Bonus	From Rs. 53,000/- up to Rs. 1,06,000/- Per Month
Variable pay	As may be decided by the Board of Directors, on the performance of the Company but shall not exceed Rs. 30.00 Lakh Annually.
Leave Travel Concession	For family and self, once in a year as per rules of the Company, but shall not exceed one month basic salary.
Medical Reimbursement	Medical Reimbursement expenses incurred for self and family, but shall not exceed One month basic salary a year or 3 Months' basic Salary over a period 3 Years.
Personal Accident /Medical Insurance	Actual premium on personal accidental/ medical insurance for self and the family.
Provident Fund, Superannuation fund and Gratuity as per rules of the Company, subject to ceiling as per guidelines for Managerial Remuneration.	
Car with Driver and telephone at residence are provided to our Managing Director for business purpose as well as for personal use. Perquisite value for the use of Car with Driver has been included in his Computation of Income as per Section 17(2) of the Income Tax Act, 1961. However telephone provided to our Executive Director is not a taxable perquisite as per section 17(2) of the Income Tax Act, 1961.	
Encasement of leave as per rules of the Company.	
Club Fees is subject to a maximum of two clubs, this will not include admission and life membership fees.	

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013, or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said terms of agreement between the Company and Mr. Sanjiv Shroff, Managing Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval.

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

11. To Authorise the board under Section 62(3) of Companies Act, 2013

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 62(3) and other applicable provisions of the Companies Act, 2013, consent of

the Company be and is hereby accorded to the Board of Directors of the Company to borrow, an amount not exceeding the amount as approved by the Shareholders of the Company under Section 180(1)(c) of the Companies Act, 2013 from time to time, (hereinafter referred to as "Borrowing Limit") within which the Company may have availed/to be avail by way of loan facilities/or financial assistance (hereinafter referred to as "Loan Facility(ty/ties)") from the banks and/or financial institutions (hereinafter referred to as the "Lender(s)", which expression shall, unless it is repugnant to the subject or context thereof, includes its successors and the banks and financial institutions to whom Lenders may assigns, novates, or otherwise transfers its rights and/or obligations under the financing documents) for the purpose of repayment and/or prepayment of aforesaid the Loans Facility and/or any other outstanding amounts or any part thereof payable to any of the Lender in terms of the respective loan agreements and other financing documents in relation thereto (hereinafter referred to as "Financing Documents") and for other general corporate purposes, by giving an option to the Lender(s) in terms of the respective Financing Documents entered into/to be entered into by the Company with such Lender(s), to convert either the whole or any part of the outstanding principal amount under the Loan Facility (whether then due and payable or not) and/or interest, payable to such Lender(s), into fully paid up and voting equity shares of the Company at par and in the manner specified in the written notice, provided by such Lender(s) to the Company, of their respective intention to convert the loans.

RESOLVED FURTHER THAT the fully paid up equity shares so allotted and issued to the Lenders pursuant to their exercising the right of conversion shall carry the right to receive the dividends and other distributions declared or to be declared for the period commencing from the date of conversion till the end of relevant financial year, save as aforesaid, the fully paid up equity shares allotted to the Lenders shall rank pari passu in all respects with other equity shares of the Company, provided further that the Company shall increase, if required, the authorized capital of the Company to satisfy the conversion for the time being available to the Lenders. The conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions according to the provisions of the respective financing documents.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to the above resolution.



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable or as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection with or incidental thereto as the Board in its absolute discretion any deem fit, without it being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any Committee of Directors or any person(s), as it may in its absolute discretion deem fit in order to give effect to this resolution."

12. To ratify the remuneration of cost auditors for the financial year 2019-20.

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

"RESOLVED THAT pursuant to provisions of Section 148 and all other applicable provisions, if any, of The Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the payment of the remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) plus applicable Service Tax and reimbursement of out of pocket expenses at actual to M/s. N.N & Associates, Cost Accountants (Firm Registration No. 002322) who were appointed by the Board of Directors of the Company, as "Cost Auditors" to conduct the audit of the cost records maintained by the Company for Financial Year ending March 31, 2020, be and is hereby ratified and approved.

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

Place : Mumbai
Date : 9 August 2019

By order of the Board
For Reliance Chemotex Industries Limited

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

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



NOTES FOR MEMBERS' ATTENTION

1. An Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of business to be transacted at Annual General Meeting (AGM), as set put under item no.(s), 5, 6, 7, 8,9, 10,11 and 12 above and relevant details of the directors seeking re-appointment under item no. 5, 6, 7,& 8 above as required by Regulation 16 , 26 (4) and 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed hereto.
 2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll in the meeting instead of himself/herself and the proxy need not be a member of the company. Pursuant to Section 105 of the Act, a person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than ten percent (10%) of the total paid up share capital of the Company carrying voting rights. However, a member holding more than 10% of the total paid up share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. The instrument appointing the proxy in order to be effective should be, duly stamped, completed and signed and must be deposited at the registered office of the company not less than 48 hours before commencement of the AGM. A proxy form is annexed to the annual report.
 3. Corporate Members/ Trust intending to send their authorized representatives to attend the meeting are requested to send a duly certified true copy of the Resolution and incase of HUF, are request to send the authority letter to with their representatives to attend and vote on their behalf at the AGM.
 4. Members may now avail the facility of nomination as permitted under Section 72 of the Companies Act, 2013 in respect of physical shares held by them in the Company, by nominating in the prescribed form SH-13 which can be procured from Registrar and Share Transfer Agent (Big Shares Services Private Limited) a person to whom their shares in the Company shall vest in the event of their death. Members holding shares in demat form may contact their respective depository participants for such nominations.
 5. Members/Proxies/authorized representatives should bring copy of Annual Report and the duly filled attendance slip enclosed herewith to attend the meeting.
 6. Members are informed that in case of joint holders attending the Meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.
 7. During the period beginning 24 hrs. before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company
- 8. Book Closure and Dividend:**
- A. 31st August, 2019 to 6th September, 2019 (both days inclusive) for annual closing and in connection with the payment of final dividend, if declared, for the financial year 2018-19.
 - B. Payment of Dividend for the Financial Year ended 31st March, 2019:
- Financial Year ended 31st March, 2019:**
- i. Final Dividend for Financial Year ended 31st March, 2019 and the Special Dividend, as recommended by Board of Directors, if approved by the members at the AGM, will be paid on or after 07.09.2019 to those members whose names appear on the Register of members as on 20.06.2019.
 - ii. Members holding shares in dematerialized form are hereby informed that bank particulars registered with their respective depository participants (DP), with whom they maintain their DEMAT Accounts will be used by the company for the payment of dividend. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then automatically be reflected in the Company's record which will help the Company and the Company's Registrars and Transfer Agents to provide better services. The company or RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the DP of the members.
 - iii. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for the payment of dividend are requested to intimate to Big Share Services Private Limited and/or the company.
 - iv. Members are encouraged to update their details to enable expeditious credit of dividend into their respective bank accounts electronically through Automated Clearing House (ACH) mode or such other permitted mode for credit of dividend.



9. In accordance with the amendments to regulation 40 of Listing Regulations, to be made effective later, the Securities and Exchange Board of India (SEBI) has revised the provision relating to transfer of Listing securities and has decided that request for effective transfer of listed securities shall not be processed unless the securities are held in dematerialized form with Depository (National Security Depository Limited) and (Central Depository Services India Limited). This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in DEMAT form will improve ease; facilitate convenience and safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.
- Members holding shares in physical form under multiple folios are requested to send Company's Registrar and Share Transfer Agent details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
10. Members desiring any information as regards the Accounts and/or operation of the Company are requested to write to the Company at least Seven days before the date of meeting so as to enable the Management to keep the information ready at the meeting.
11. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which Directors are interested, maintained under Sections 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the members at AGM.
12. All the documents referred in the notice will be available for inspection by the shareholders at the registered office of the Company between 02.00 P.M. to 04.00 P.M. on all the working days excluding Saturdays hereof upto the date of the meeting.
13. Members are requested to address all their correspondence including demat applications, request for share transfers, intimation of change of address and other correspondence to the Company's RTA: -
- M/s Bigshare Services Pvt. Ltd.**
Bharat Tin works Building, 1st Floor,
Opposite Vasant Oasis, next to Keys Hotel Marol Maroshi Road,
Andheri East, Mumbai – 400059, Tel- 022-62638200/210
Email id: Investors@bigsharesonline.com
- Members are requested to quote their Regd. Folio Number / DP and Client ID Nos. in all their correspondence with the Company or its RTA.
14. Non Resident Indian Members are requested to inform RTA of the Company any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.
15. Pursuant to Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Company or its RTA by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
16. The annual report and the notice of Annual General Meeting is available at the website of the company at www.reliancechemotex.com and also on the website of Service Provider www.cdslindia.com
17. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as Agency to provide e-voting facility.
18. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on 30.08.2019 (Cut-off date).
19. A copy of Audited Financial Statements for the financial year ended 31st March, 2019 together with the Board's and Auditor's Report thereon are enclosed herewith.
20. The notice of the meeting along with the Annual Report 2018-19 is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2018-19 are being sent by the permitted mode.
21. To support the "Green Initiative" Members who have not registered their e-mail addresses are requested to register the same with Company's Registrar and Share Transfer Agent.
22. In compliance with Section 108 of Companies Act, 2013, read with Rule 20 of The Companies (Management & Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, the Company has provided a



facility to the members to exercise their votes electronically from a place other than the venue of the AGM through the electronic voting service facility arranged by CDSL. The facility for voting, through ballot paper, will also be made available at the AGM and members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for remote e-voting are annexed to the Notice.

23. The Board of Directors has appointed CS Manoj Maheshwari, FCS 3355 Practicing Company Secretary, Jaipur as the Scrutinizer for the conduct of remote e-voting and polling process in a fair and transparent manner and also for polling at the time of 41ST AGM of the company.
24. The Voting period will begin on Tuesday, 3rd September, 2019 at 9.00 A.M and ends on Friday 6th September, 2019 at 5.00 P.M. During this period shareholders of the company, holding shares either in physical form or demat form as on the cut-off date 31.08.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
25. The final result including remote e-voting & poll results shall be declared on within 48 hours from conclusion of the Annual General Meeting. The final result along with the Scrutinizers Report shall be placed on the Company's website www.reliancechemotex.com and on the website of CDSL within two days of passing of resolution at the Annual General Meeting of the Company on 07.09.2019 and communicate to BSE Limited simultaneously.
26. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e 09.08.2019 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote.
27. A Route map showing direction to reach the venue of the 41st Annual General Meeting is given at the end of the Annual Report as part of Notice under requirement of the Secretarial Standard-2 of General Meeting.
28. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (including any amendments made therein) ('The Rules'), all shares in respect of which dividend has not been paid or claimed by the shareholders for 7 (seven) consecutive years or more would be transferred to the DEMAT Account created by Investor Education and Protection Fund (IEPF) Authority. The

Company has sent reminder letters to the shareholders whose shares are proposed to be transferred to IEPF, relating to transfer of underlying shares. The details of unclaimed dividends along with full details of such shareholders are available on company's website www.reliancechemotex.com.

29. All unclaimed dividend of Financial Year FY 2010-11 has been transferred into Investor Education Protection Fund of the Central Government. Pursuant to provision of Investor Education Protection Funds Rules, the Company has uploaded the details of the unpaid and unclaimed dividends amounts lying with the Company on the website of the Company. Unclaimed dividend of the FY 2011-12 will fall due for transfer to the said funds in due time. Those members who have not encashed their dividend for the Financial year 2011-12 are requested to claim it from company or Big shares Services private limited, the Registrar and share transfer agent of the Company, immediately, those members who have not so far claimed their dividend for the subsequent Financial year are also advised to claim it from company.

The Members/Claimants whose shares, unclaimed dividend, amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with applicable requisite fee. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

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

- (i) The voting period begins on Tuesday 3rd September, 2019 at 9.00 A.M and ends on Friday, 06th September, 2019 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30th August, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:



For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha -numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RAO 0000001 in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Reliance Chemotex Pvt. Ltd. on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click

on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

(B) The voting period begins on Tuesday 3rd September, 2019 at 9.00 A.M and ends on Friday, 6th September, 2019 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30th August, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.



ANNEXURE TO THE NOTICE

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

Item No. 5

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Ramadoss Srinivasan (DIN : 00235831), as Independent Director, for a second term of five years up to 31st March 2024, not liable to retire by rotation. Mr. Ramadoss Srinivasan was appointed as Independent Director at the 36th Annual General Meeting ("AGM") of the Company. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Ramadoss Srinivasan would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM. Further details and current directorships have been given in the Annexure to this Notice. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Mr. Ramadoss Srinivasan as Independent Director is now being placed before the Members for their approval by way of Special Resolution. The Board recommends the Special Resolution at Item No. 5 of this Notice for approval of the Members. Except Mr. Ramadoss Srinivasan and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 5 of the Notice. We hereby affirm that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Item No. 6

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Kishori Lal Sonthalia (DIN : 00899958) as Independent Director, for a second term of five years up to 31st March 2024, not liable to retire by rotation. Mr. Kishori Lal Sonthalia was appointed as Independent Director at the 36th Annual General Meeting ("AGM") of the Company. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Kishori Lal Sonthalia would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM. Further details and current directorships have been given in the Annexure to this Notice. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Mr. Kishori Lal Sonthalia as Independent Director is now being placed before the Members for their approval by way of Special Resolution. The Board recommends the Special Resolution at Item No. 6 of this Notice for approval of the Members. Except Mr. Kishori Lal Sonthalia and his



relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 6 of the Notice. we hereby affirm that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Item No. 7

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Narayan Shroff (DIN : 05207412), as Independent Director, for a second term of five years up to 31st March 2024, not liable to retire by rotation. Mr. Narayan Shroff was appointed as Independent Director at the 36th Annual General Meeting ("AGM") of the Company. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Narayan Shroff would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM. Further details and current directorships have been given in the Annexure to this Notice. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Mr. Narayan Shroff as Independent Director is now being placed before the Members for their approval by way of Special Resolution. The Board recommends the Special Resolution at Item No. 7 of this Notice for approval of the Members. Except Mr. Narayan Shroff and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 7 of the Notice. we hereby affirm that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Item No. 8

Mr. Ameya Shroff was appointed as the Executive Director of the Company for a period of 3 years with effect from 01.08.2016, with approval of the Members. The present term of Mr. Ameya Shroff comes to an end on 31st July, 2019. The Nomination and Remuneration Committee in its meeting held on 04th May, 2019 recommended and the Board in its meeting held on 04th May, 2019 has approved the re-appointment of Mr. Ameya Shroff as Wholetime Director designated as Executive Director for a further period of 3 years w.e.f 01st August, 2019.

Mr. Ameya Shroff is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Executive Director of the Company. Mr. Ameya Shroff satisfies all the conditions as set out in Section 196(3) of the Act and Part-II of Schedule V to the Act, for being eligible for his appointment.

Mr. Ameya Shroff is liable to retire by rotation and shall not be paid any sitting fees for attending the Meeting of Board or committee thereof.

Brief resume and other details of Mr. Ameya Shroff is provided in annexure to the Notice pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.



Statement of Particulars pursuant to Schedule-V of The Companies Act, 2013

1. General Information

Nature of industry	Manufacturing and marketing of Synthetic Blended Yarn	
Date or expected date of commencement of commercial production.	The Company has already commenced commercial production in the month of August, 1979.	
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable	
Financial performance based on given indicators.	Particulars for the Financial year ended 31.03.2019	(Rs. in Lakh)
	Sales including other Income	32549.79
	Profit (before exceptional & extraordinary items & tax)	803.66
	Profit After Tax before other comprehensive income	409.14
Foreign Investment and Collaboration if any	No such foreign investment or collaboration except minor shareholding of Non Resident Indians, if any.	

2. Information about the appointee

	Mr. Ameya Shroff
Background Details	Mr. Ameya Shroff, Executive Director of the Company since 1st August, 2013. He has a Bachelor of Science in Electrical Engineering and Computer Science, a Bachelor of Science in Management Science and a Masters of Engineering in Electrical Engineering and Computer Science from the Massachusetts Institute of Technology, Cambridge USA. He has been the Whole Time Director cum Executive Director of Reliance Chemotex Industries Limited for 6 years. He has been associated with the with Textile Industry from Last 8 Years.
Past Remuneration paid during the year 2018-19	Rs. 64,69,404 Paid during the year
Recognition or awards	N.A
Job profile and his suitability	He looks after the day-to-day running of the company and has substantial responsibilities under overall supervision, control, direction of Managing Director. He focuses on streamlining the company's administrative framework , Enterprise resource planning, inventory management and stores procurement. He is also responsible for giving the Company's domestic marketing a new direction.
Remuneration proposed	Maximum up to Rs. 10.00 Lakh Per Month
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	The Nomination and Remuneration Committee constituted by the Board of Directors, in terms of Schedule V of the Companies Act, 2013 pursue remuneration of Managerial Person in the Textile Industry and other Companies comparable with the size of the Company, industry benchmark in general, profile and responsibilities of Mr. Ameya Shroff, Executive Director, before approving the remuneration as proposed herein above. Taking into account the turnover of the company and responsibilities of the Executive Director, remuneration proposed to be paid to him is reasonable and in line with the remuneration levels in the industry across the country.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Son of Mr. Sanjiv Shroff, Managing Director & Mrs. Dipika Shroff, Director and brother of Mr. Rahul Shroff, Executive Director of the Company.



3. Other Information

Reasons of inadequate profit	The current fiscal 2019-20 has been better as compared to the immediately preceding fiscal in terms of the higher sales and better profits but still the economic slowdown being experienced by the country in addition to the financial sector turmoil on account of NBFC's defaults impacted the performance of the company during the year.
Steps taken or proposed to be taken for improvement	The Indian textile market is gaining momentum and is set for resurgence on account of strong growth in the domestic and export markets. Your Company intends to leverage this along with its long-standing customer relations, deep focus on understand its customer's needs, excellent post-sales service, innovative product development and versatile product mix to further strengthen its sales both globally and in the domestic market. Furthermore, in its efforts to remain ahead of the curve, the company has actively taken steps to enhance economies of scale, increase productivity, reduce costs, shrink delivery schedules, invest in the research and development of new products and aggressively pursue opportunities in new markets. Finally, Your Company is also evaluating the feasibility of a diversification and expansion project which will further improve the Company's bottom line. .
Expected increase in the productivity and profits in measurable terms.	Looking to the Company's comparatively better performance during the Financial Year 2018-19, the company is cautiously optimistic for 2019-20. The Company is looking to replace and modernize part of its machinery which is more than 205 years old with new machinery and the continued focus on value-added products, consistent quality and versatile product mix and cost cutting will help the company in achieving better results in the coming fiscal.

4. Disclosures

Information on the remuneration package of the managerial personnel	The shareholders are notified of the remuneration package of managerial personnel through abstracts of terms circulated to them as well as explanatory statement annexed to the notice of meeting in which proposal of their appointment is placed before the shareholders.
Disclosure on remuneration package and other terms of Board under Corporate Governance' Report	The Board Report and Corporate Governance Report forms part of the Annual Report for the year and the remuneration package and other terms applicable to the Directors have been disclosed therein.

The terms of remuneration specified in resolution no. 8 placed before the Members for their approval.

Mr. Sanjiv Shroff, Mrs. Dipika Shroff, Mr. Rahul Shroff, Mr. Ameya Shroff and Mr. N.G Khaitan Directors of the company for themselves and through their relatives to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested, financially or otherwise, in the Resolution at Sr. Nos. 8, respectively.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said Resolution. The Board recommends the Resolutions at Item no. 8 of the Notice for approval of the Members by means of Special Resolution

Item No. 9

Mr. Rahul Shroff, was re-appointed as Executive Director in the Annual General Meeting held on 10th September, 2018 for a period of three year. Further, considering the contribution of Mr. Rahul Shroff and the progress made by the company under his leadership and guidance as per recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 9th August, 2019 has approved the revision in remuneration payable to Mr. Rahul Shroff, Executive Director for his remaining period up to 25th September, 2021 on the terms and condition enumerated in the Resolution No. 9.

Pursuant to Section 197 read with Schedule V of the Companies Act., 2013, the revised remuneration of Mr. Rahul Shroff as decided by the Board is required to be approved by the members at their meeting due to inadequacy of profits.

The terms of remuneration specified in resolution no. 9 placed before the Members for their approval.



Mr. Sanjiv Shroff, Mrs. Dipika Shroff, Mr. Rahul Shroff, Mr. Ameya Shroff and Mr. N.G Khaitan Directors of the company for themselves and through their relatives to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested, financially or otherwise, in the Resolution at Sr. Nos. 9, respectively.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said Resolution. The Board recommends the Resolutions at Item no. 10 of the Notice for approval of the Members by means of Special Resolution

Item No. 10

Mr. Sanjiv Shroff, was re-appointed as Managing Director in the Annual General Meeting held on 28th August, 2017. Further, considering the contribution of Mr. Sanjiv Shroff and the progress made by the company under his leadership and guidance as per recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 9th August, 2019 has approved the revision in remuneration payable to Mr. Sanjiv Shroff, Managing Director for his remaining period up to 31st August, 2020 on the terms and condition enumerated in the Resolution No.10

Pursuant to Section 197 read with Schedule V of the Companies Act., 2013, the revised remuneration of Mr. Sanjiv Shroff as decided by the Board is required to be approved by the members at their meeting due to inadequacy of profits.

The terms of remuneration specified in resolution no. 10 placed before the Members for their approval.

Mr. Sanjiv Shroff, Mrs. Dipika Shroff, Mr. Rahul Shroff, Mr. Ameya Shroff and Mr. N.G Khaitan Directors of the company for themselves and through their relatives to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested, financially or otherwise, in the Resolution at Sr. Nos. 10, respectively.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said Resolution. The Board recommends the Resolutions at Item no. 9 of the Notice for approval of the Members by means of Special Resolution

ITEM NO. 11

In terms of the provisions of Section 180(1)(c), the Shareholders of the Company have already accorded approval to the Board of Directors of the Company to borrow money/moneys upto an amount of Rs.500 Crores (Rupees Five Hundred Crores Only) in excess of and in addition to the aggregate of paid-up capital and free reserves of the Company by passing a Special Resolution by way of postal ballot on 29th August, 2014.

In line with the regulatory changes in the recent past, the changes in the Companies Act, 2013 and in line with various directives issued by Reserve Bank of India, from time to time, the Company has been advised to pass Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made there under to enable the banks and financial institutions (hereinafter referred to as the "Lenders") to convert the facilities together with the outstanding loans or any other financial assistance (hereinafter referred to as the "Loans"), in Foreign Currency or Indian Rupee, already availed from the lenders or as may be availed from the lenders, from time to time, at their option, into equity shares of the Company at par and in the manner specified in the written notice, provided by the Lenders to the Company, of their respective intention to convert the loans.

Accordingly, the Board recommends the resolution as set out above, to enable the Lenders, in terms of the lending arrangements, entered/ to be entered and as may be specified under the Financing Documents already executed or to be executed in respect of the Loans availed/to be availed, at their option, to convert the whole or part of their respective Loans into equity shares of the Company, at par and in the manner specified in the written notice provided by the Lenders to the Company, of their respective intention to convert the loans.

Since decision of raising the financial assistances or agreeing to terms and conditions for raising the financial assistances including option to convert loan into equity are required to be taken on quick basis, especially keeping in view the interest of the Company, it may not be feasible for the Company to seek shareholders consent each and every time, in view of the timings and expenses involved.



Pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution requires approval of the members by way of passing of a Special Resolution. Hence, the Board recommended the said resolution for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be interested/concerned in this resolution, except to the extent of their respective shareholdings in the Company, if any.

ITEM NO. 12

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s N.N & Associates, Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 12 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2020.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 12 of the Notice.

The Board recommends the Ordinary Resolution set forth in Item No. 12 of the Notice for approval of the members.

Place : **Mumbai**
Date : **4th May, 2019**

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

By order of the Board
For Reliance Chemotex Industries Limited

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

Name of Director	Mr. Ameya Shroff	Mr. Ramadoss Srinivisan	Mr. K.L. Sonthalia	Mr. Narayan Shroff
DIN	05315616	00235831	00899958	05207412
Date of Birth & Age	24.08.1990 29 Years	26.10.1946 72 Years	12.10.1937 81 Years	06.05.1937 81 Years
Date of Appointment on the Board	29.08.2016	01-04-2014	02-12-1987	14-02-2012
Qualification	Bachelor of Science in Management Science and Master of Engineering in Electrical Engineering and Computer Science	B.Sc. (AMII) Chem, DFM From IMD Business School at Lausanne	Commerce Graduate	Commerce Graduate
Experience and Expertise	6 years of experience in the Textile Industry.	48 years' experience in the Banking Sector.	40 year of experience in Business and Industry.	40 year of experience in Business and Industry.
Terms and conditions of appointment/ re-appointment	Refer Item no. 8 of Notice of AGM.	Appointed as Non-Executive/Independent Director, not liable to retire by rotation.	Appointed as Non-Executive/Independent Director, not liable to retire by rotation.	Appointed as Non-Executive/Independent Director, not liable to retire by rotation.
Number of Meeting attended during the year	5	4	5	1
Relation between Director inter se	Related to Mr. Sanjiv Shroff, Mr. Rahul Shroff, Mrs. Dipika Shroff & Mr. N.G. Khaitan	Mr. Ramadoss is not related to any other director.	Mr. K.L. Sonthalia is not related to any other director.	Mr. Narayan Shroff is not related to any other director.
Details of Remuneration Last Drawn	Rs. 64.69 Lakhs	Sitting Fees of Rs. 58000/-	Sitting Fees of Rs. 79000/-	Sitting Fees of Rs. 15000/-
No. of Shares held in the Company	1,24,000	NIL	200 shares	50 shares
List of Directorship held in the Public Companies as on 31.03.2018	1. AR Commercial Pvt. Ltd. 2. Spell Fashions Pvt. Ltd.	NIL	Gopala Polyplast Limited	NIL



Registered Office: Village Kanpur, Udaipur-313003 (Raj)
CIN: L40102RJ1977PLC001994 Contact: 0294-2490488, Fax No. : 0294 -2490067
Email: cs@reliancechemotex.com Website: www.reliancechemotex.com

PROXY FORM

(Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rule, 2014)

Name of the member (s):	E-mail Id:
	No. of shares held
Registered address:	Folio No.
	DP ID*.
	Client ID*.

* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above named Company hereby appoint:

S.No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual General Meeting of the Company to be held on Saturday, 7th day of September, 2019 at 10.30 A.M at Alka Hotel, Near Shastri Circle, Udaipur -313001 and at any adjournment hereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolution	For	Against
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with reports of the Board of Directors and Auditors thereon.		
2.	To declare a final dividend on 10% Cumulative Preference Shares of Rs. 100/- each.		
3.	To declare the dividend of Rs. 1/- per Equity share of Rs. 10 each and special dividend of Rs. 0.5/- per equity share of Rs. 10 each as proposed by the Board of Directors		
4.	To appoint a Director in place of Mrs. Dipika Shroff, (DIN: 00226941) who retires by rotation, and being eligible, offers herself for re-appointment.		
5.	To re-appoint Mr. Ramadoss Srinivasan as an Independent Director of the company		
6.	To re-appoint Mr. Kishori Lal Sonthalia as an Independent Director of the company		
7.	To re-appoint Mr. Narayan Shroff as an Independent Director of the company		
8.	To re-appoint Mr. Ameya Shroff as a whole time Director designated as Executive Director of the company		
9.	Revision in the terms of payment of remuneration to Mr. Rahul Shroff, Executive Director		
10.	Revision in the terms of payment of remuneration to Mr. Sanjiv Shroff, Managing Director		
11.	To Authorise Board under Section 62(3) of Companies Act, 2013		
12.	To ratify the remuneration of cost auditors for the financial year 2019-20.		

** It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



RELIANCE
CHEMOTEX INDUSTRIES LIMITED
CIN L40102RJ1977PLC 001994

Affix Revenue Stamp

Signed this day of..... 2019

Signature of shareholder.....

Signature of Proxy holder(s) (1).....

Signature of Proxy holder(s) (2).....

Signature of Proxy holder(s) (3).....

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
5. Please complete all details including details of member(s) in above box before submission.



RELIANCE
CHEMOTEX INDUSTRIES LIMITED

Registered Office: Village Kanpur, Udaipur-313003 (Raj)

CIN: L40102RJ1977PLC001994 Contact: 0294-2490488, Fax No. : 0294 -2490067

Email: udaipur@reliancechemotex.com Website: www.reliancechemotex.com

ATTENDANCESLIP

41st ANNUAL GENERAL MEETING ON SATURDAY 7TH SEPTEMBER, 2019 AT 10.30 AM

I/We.....R/o hereby record my presence at the 41st ANNUAL GENERAL MEETING of the Company at Alka Hotel, Near Shastri Circle, Udaipur- 313 001 on Saturday the 7th September, 2019 at 10.30 A.M.

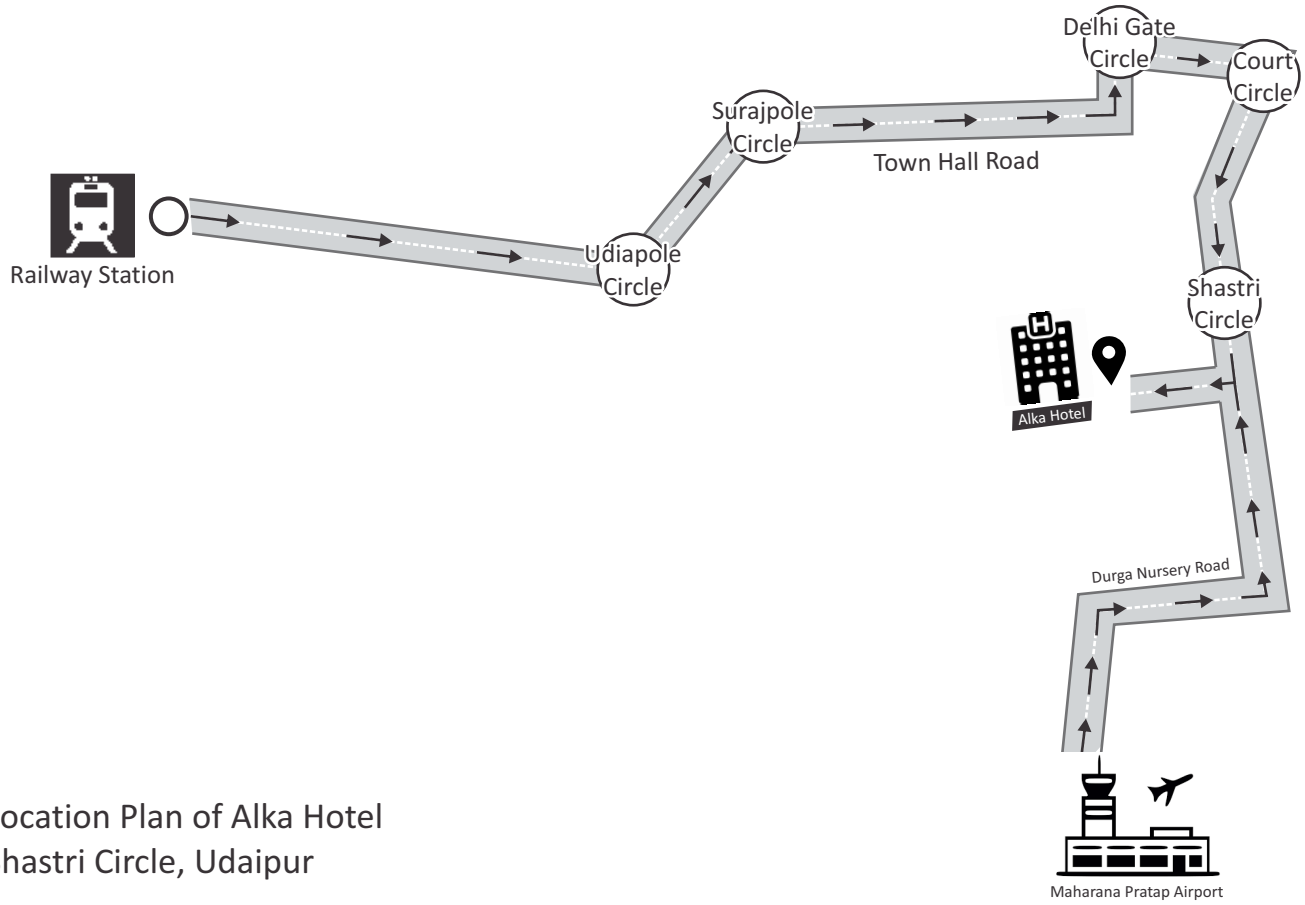
DPID * :	Folio No. :
Client Id * :	No. of Shares :

* Applicable for investors holding shares in electronic form.

Signature of shareholder(s)/ proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
3. Electronic copy of the Annual Report and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
4. Physical copy of the Annual Report and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.





RELIANCE
CHEMOTEX INDUSTRIES LIMITED
CIN L40102RJ1977PLC 001994



RELIANCE
CHEMOTEX INDUSTRIES LIMITED

Registered Office: Village Kanpur, Udaipur-313003 (Raj)

CIN: L40102RJ1977PLC001994 Contact: 0294-2490488, Fax No. : 0294 -2490067

Email: finance.udaipur@reliancechemotex.com Website: www.reliancechemotex.com

Dear Shareholders,

Re: Green Initiative in Corporate Governance

The Ministry of Corporate Affairs has taken Green Initiative in Corporate Governance" vide their circular No. 17 dt 21.04.2011 allows companies to go for paperless compliance by sending Notice, Annual Report and other related documents by e-mail to its Shareholders. Many of the Shareholders have registered their e-mail address and we thank them for the same. Shareholders, who have not registered their e-mail address so far, may, as a support to this initiative, register their e-mail address by sending an e-mail to finance.udaipur@reliancechemotex.com or info@bigshareonline.com in following manner:

Name :
Folio No. :
*DP ID / Client ID :
No. of Shares held :
E-mail address :

Enabling us to send documents in electronic form and registering your e-mail address with us will ensure that we directly connect with you and no important communication from our side is missed by you as a Shareholder of the Company.

For Reliance Chemotex Industries Limited

(Vimal Tank)
Company Secretary

* applicable to investor's holding shares in demat form.

ECS MANDATE FORM

Dear Shareholders,

SEBI, vide its letter No. DCC/FITTC/CIR-3/2001 dt 15.10.2001 has advised to all companies to use the mandatory ECS Facility for distributing the dividend to the Shareholders. In the absence of ECS the company may use the Warrant for distribution of Dividend. Currently ECS Facility is available for location specified by RBI. We request all our shareholders to register their bank details so that all the future dividend payment can be remitted by way of ECS.

Reliance Chemotex Industries Limited
Village Kanpur- 313 003
Udaipur (Rajasthan)

1. Folio No :
2. Name :
3. Address :
4. Bank A/c No. :
5. Bank IFSC Code :
6. Branch Name :
7. MICR Code :
8. Account Type :

Please enclose the copy of Cancel Cheque for verification

I hereby declare that the particulars given above are correct and complete, if the transaction delays by way of incorrect information, I would not hold the company responsible.

Place :

Date :

Signature of Shareholder

