



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 SECOND (42nd) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE (42nd) FORTY SECOND ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF RELIANCE CHEMOTEX INDUSTRIES LIMITED (“THE COMPANY”) WILL BE HELD ON MONDAY, SEPTEMBER 28, 2020 at 10:15 A.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- To adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2020, together with reports of the Board of Directors and Auditors thereon.
- To declare Final dividend of Rs. 1/- per equity share of Rs. 10 each.
- To appoint a Director in place of Mr. N.G. Khaitan, (DIN: 00020588) who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- To Re-appoint Mr. Sanjiv Shroff (DIN: 00296008) As Managing 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. Sanjiv Shroff (DIN: 00296008) as the Managing Director of the Company with effect from September 01, 2020 for three years at a remuneration up to Rs. 10.00 Lakh 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, 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. Sanjiv Shroff
Designation	Managing Director
Basic Salary	From Rs. 4,00,000/- upto Rs. 5,30,000/- Per Month
House Rent Allowance/ RFHA	From Rs. 80,000/- upto Rs. 1,80,000/- Per Month
Other Allowances	From Rs. 85,000/- upto Rs. 1,70,000/- Per Month
Ex-gratia in lieu of Bonus	From Rs. 75,000/- upto 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.	
Encashment 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.

5. To ratify the remuneration of cost auditors for the financial year 2020-21.

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

“**RESOLVED THAT** pursuant to provisions of Section 148 and other applicable provisions, if any, of The Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the payment of the remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) plus applicable 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 on March 31, 2021, 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, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”.

Date: Udaipur
Place: August 26, 2020

By the order of the Board
For Reliance Chemotex Industries Limited

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

Sd/-
Chirag Gupta
Company Secretary
M.No: 50843



NOTES FOR MEMBERS' ATTENTION

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 ("MCA Circulars") and Securities and Exchange Board of India vide its circular dated 12th May, 2020 ("SEBI Circular"), permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars and SEBI Circular. The AGM of the Company will be held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the 42nd AGM of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith.
2. National Securities Depository Limited ("NSDL") will be providing facility for remote e-voting, participation in the AGM through VC/OAVM and e-voting during the AGM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on poll on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

However, pursuant to Section 113 of the Act, Institutional/Corporate Members (i.e. other than Individuals / HUF, NRI, etc.) can appoint their representatives to attend the AGM through VC/OAVM and vote through e-voting. They are requested to send the scanned copy (PDF/JPEG Format) of their Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM to the company by e-mail through its registered e-mail address to cs@reliancechemotex.com with a copy marked to evoting@nsdl.co.in.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM inter-alia, indicating the process and manner of voting through electronic means along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members may

note that the Notice and Annual Report 2019-20 will also be available on the Company's website i.e. www.reliancechemotex.com along with website of the Stock Exchange i.e. at BSE Limited at www.bseindia.com and on the website of NSDL i.e. <https://www.evoting.nsdl.com>.

5. In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of maximum 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination cum Remuneration Committee and Stakeholders Relationship Committee, auditors, Scrutinizer etc. can attend the AGM without any restriction on account of first come first-served principle.
8. Explanatory Statements setting out the material facts concerning each item of Special Business to be transacted at the AGM pursuant to Section 102 of the Companies Act, 2013 are annexed hereto and forms part of the Notice. Information on all the Directors proposed to be appointed/reappointed at the AGM as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS 2 is provided and is forming part of the Notice.
9. 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.
10. All unclaimed dividend of Financial Year FY 2011-12 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 2012-13 will fall due for transfer



to the said funds in due time. Those members who have not encashed their dividend for the Financial year 2012-13 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.

11. 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.
12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection during the meeting in electronic mode and same may be accessed upon log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
13. Members may note that the Board of Directors, in its meeting held on June 26, 2020 has recommended a final dividend of Rs. 1 per share. The record date for the purpose of final dividend for fiscal 2020 will be September 21, 2020. The final dividend, once approved by the members in the ensuing AGM will be made within 30 days of the date of declaration i.e. September 28, 2020, electronically through various online transfer modes to those members who have updated their bank account details. The books of the company shall remain closed from September 22, 2020 till September 28, 2020 for annual closing and in connection with payment of final dividend, if confirmed by the members in AGM. For members who have not updated their bank account details, dividend warrants / demand drafts /

cheques will be sent out to their registered addresses once the postal facility is available. To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

14. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend as per the requirement of the Income Tax Act, 1961 for the eligible shareholders.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA viz. Big share Services Private Limited/ Company.
16. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 & Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from 1st April, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Hence, Members holding shares in physical form are requested to dematerialize their holdings immediately. However, Members can continue to make request for transmission or transposition of securities held in physical form.
17. The Companies Act, 2013 in line with the measures undertaken by the Ministry of Corporate Affairs for promotion of Green Initiative, has introduced enabling provisions for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail address with the Company/RTA and Members holding shares in demat mode are requested to register their e-mail address with their respective Depository Participants (DPs). If there is any change in the e-mail address already registered with the Company, Members are requested to immediately notify such change to the



Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form .

18. Instructions for voting through electronic means (e-voting), joining the AGM & other instructions relating thereto are as under:

VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
- ii. The Company has engaged the services of NSDL as the Agency to provide remote e-voting facility and e-voting during the AGM
- iii. The Board has appointed CS Manoj Maheshwari, Practicing Company Secretaries (FCS 3355) as the scrutinizer for conduct of e-voting in a fair and transparent manner for the purpose of 42nd AGM of the Company.
- iv. Voting rights of the Members for voting through remote e-voting and voting during the AGM shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. September 21, 2020. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting and voting during the AGM
- v. The remote e-voting facility will be available during the following period:
 - a. Commencement of remote e-voting: 9.00 A.M. (IST) on September 25, 2020
 - b. End of remote e-voting: 5.00 P.M. (IST) on September 27, 2020
 - c. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by NSDL upon expiry of aforesaid period.
- vi. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- vii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- viii. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holds shares as of the cut-off date, may obtain the login ID and

password by sending a request at evoting@nsdl.co.in mentioning their demat account number/folio number, PAN, name and registered address. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

- ix. Process and manner for Remote e-voting:

A. Step 1: Log-in to NSDL e-voting system:

- i. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/>.
- ii. Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholders” section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. Internet Based Demat Account Statement (IDeAS), you can log-in at <https://eservices.nsd.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.
- iv. Your User ID details are as given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	User ID
A) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
B) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001**

- v. Your Password details are as follows:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you (See point “c” below). Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.



- c. How to retrieve your 'initial password'?
- If your e-mail address is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - In case you have not registered your e-mail address with the Company/ Depository, please follow instructions mentioned below in this notice.
- vi. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- a. Click on “Forgot User Details/Password : (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b. Physical User Reset Password: (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- viii. Now, you will have to click on “Login” button.
- ix. After you click on the “Login” button, Home page of e-Voting will open.

B. Step 2: Cast your vote electronically on NSDL e- voting system.

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- III. Select “EVEN” of RELIANCE CHEMOTEX INDUSTRIES LTD., to cast your vote.
- iv. Now you are ready for e-voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

- vi. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

C. General Guidelines for shareholder

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option(s) available on www.evoting.nsd.com to reset the password.
- ii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- iii. In case of any grievances connected with facility for remote e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4 Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, pallavid@nsdl.co.in, Tel: 022-24994545/1800-222-990.

- D. In case you have not registered your e-mail address with the Company/Depository, please follow below instructions for registration of e-mail address for obtaining Annual Report and /or login details for e-voting:

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, M/s Bigshare Services Pvt. Ltd. At investor@bigsharesonline.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) for registering email address. Following additional details need to be provided in case of updating Bank Account Details: a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions d) 9 digit MICR Code Number, and e) 11 digit IFSC Code f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.



INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM

- i. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
 - ii. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis. Further, an additional time of 15 minutes after the commencement of the meeting shall also be provided for joining the meeting.
 - iii. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/1800-222-990.
19. Members seeking any information with regard to the annual accounts for 2019-20 or any business to be dealt at the AGM, are requested to send an e-mail on cs@reliancechemotex.com from September 22, 2020 to September 26, 2020 (up to 4:00 p.m. IST) along with their name, DP ID and Client ID/folio number, PAN and mobile number. The same will be replied by the Company suitably.
20. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting September 28, 2020.

21. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
22. The Results of voting will be declared within 48 hours from the conclusion of the AGM. The declared Results, along with the Scrutinizer's Report will be submitted with the Stock Exchanges where the Company's equity shares are listed (BSE Limited) and shall also be displayed on the Company's website www.reliancechemotex.com and NSDL's website <https://www.evoting.nsdl.com>. The Scrutinizer's decision on the validity or otherwise of the E-voting will be final. The relevant information w.r.t. voting by electronic means shall be under the safe custody of the scrutinizer till the Chairperson/or any other director so authorized consider, approves and sign the minutes.
23. Since the AGM will be held through VC / OAVM, the Route Map is not annexed with Notice.

Date: Udaipur

Place: August 26, 2020

By the order of the Board

For Reliance Chemotex Industries Limited

Registered Office:

Village- Kanpur

Post Box No. 73

Udaipur- 313003

Sd/-

Chirag Gupta

Company Secretary

M.No: 50843



ANNEXURE TO THE NOTICE

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

Item No. 4

Mr. Sanjiv Shroff was appointed as the Managing Director of the Company for a period of 3 years with effect from September 01, 2017 with approval of the Members. The present term of Mr. Sanjiv Shroff comes to an end on August 31, 2020. The Board has, based on the recommendation of the Nomination and Remuneration Committee, Board of Directors and subject to the approval of the Members, approved the re-appointment of Mr. Sanjiv Shroff as Managing Director for a further period of 3 years, post completion of his present term in August 2020.

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

A brief profile of Mr. Sanjiv Shroff, including nature of his expertise, is annexed with the notice.

Name	Mr. Sanjiv Shroff
Designation	Managing Director
Basic Salary	From Rs. 4,00,000/- upto Rs. 5,30,000/- Per Month
House Rent Allowance/ RFHA	From Rs. 80,000/- upto Rs. 1,80,000/- Per Month
Other Allowances	From Rs. 85,000/ upto Rs. 1,70,000/- Per Month
Ex-gratia in lieu of Bonus	From Rs. 75,000/- upto 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.	
Encashment of leave as per rules of the Company.	
Club Fees is subject to a maximum of two clubs, this will not include admission and life membership fees.	



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

1. General Information

Nature of industry	Manufacturing and marketing of Synthetic Blended Yarn	
Date or expected date of commencement of commercial production.	The Company 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 31.03.2020	(Rs. in Lakh)
	Sales including other Income	30,085.02
	Profit (before exceptional & extraordinary items & tax)	1,077.37
	Profit After Tax before other comprehensive income	933.11
Foreign Investment and Collaborations, if any	No such foreign investment or collaboration except minor shareholding of Non Resident Indians, if any.	

2. Information about the appointee

Name	Mr. Sanjiv Shroff
Background Details	Mr. Sanjiv Shroff has a Bachelor of Science in Chemistry (Honours) from St. Xavier's College, Kolkata University and has been the Managing Director of Reliance Chemotex Industries Limited since 1988. He has been associated with the textile industry for the last 30 years.
Past Remuneration paid during the year 2019-20	Rs. 84,63,155 Paid during the year. Currently he is drawing the same salary.
Recognition or awards	N.A
Job profile and his suitability	He routinely holds review meetings to analyses the Company's overall performance. The Whole-Time Directors, President and Vice-President Works, Chief Financial Officer and Vice Presidents of all departments are required to attend these meetings. The Company's performance is reviewed in detail from cost, production and marketing perspectives with a view to further improve the Company's performance in the future; Factory overheads, raw material prices, power and fuel expenses, and logistics are also discussed in depth. He is an expert in financial engineering and operational control. All the Company's new proposals are sent, evaluated and monitored by him.
Remuneration proposed	Up to Rs. 10.00 Lakhs Per Month
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	The Nomination and Remuneration Committee constituted by the Board of Directors, in terms of Schedule V of the Companies Act, 2013 peruse 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. Sanjiv Shroff, Managing Director, before approving the remuneration as proposed herein above.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Father of Mr. Rahul & Mr. Ameya Shroff, Executive Directors & husband of Mrs. Dipika Shroff, Director of the Company



3. Other Information

Reasons of inadequate profit	The Company has earned a profit of Rs. 933.11 Lakh during the year ended on 31st March, 2020. The Company has Managed to increase the Profit on Year to Year Basis but still the profit is inadequate to meet the minimum payment required to retain the top Managerial Person (KMP).
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 strong performance during the Financial Year 2019-20. The company is cautiously optimistic for 2020-21. The Company looking at modernization of old ring frame and to continued focus on value-added products, consistent quality and versatile product mix and cost cutting will result in increased profit by 2% (approx.) of the revenue in the next fiscal.

4. Disclosures

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

The terms of remuneration specified above are now being placed before the Members for their approval.

Mr. Sanjiv Shroff, Mrs. Dipika Shroff, Mr. Rahul Shroff, Mr. Ameya Shroff and Mr. N.G Khaitan Directors of the company for themselves and through their relatives to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested, financially or otherwise, in the Resolution at Sr. Nos. 4, 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. 4 of the Notice for approval of the Members by means of Special Resolution.

ITEM NO. 5

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 on March 31, 2021.

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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending on March 31, 2021.



RELIANCE
CHEMOTEX INDUSTRIES LIMITED
CIN L40102RJ1977PLC 001994

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. 5 of the Notice.

The Board recommends the Ordinary Resolution set forth in Item No. 5 of the Notice for approval of the members.

Date: August 26, 2020

Place: Udaipur

By the order of the Board
For Reliance Chemotex Industries Limited

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

Sd/-
Chirag Gupta
Company Secretary
M.No. 50843



Details of Director seeking appointment/re-appointment at the AGM (Pursuant to Regulation 26(4) and 36(3) of the Listing Regulation and Secretarial Standards -2 of General Meeting):

Name of Director	Mr. Sanjiv Shroff	Mr. N.G. Khaitan
DIN	00296008	00020588
Date of Birth & Age	17.05.1961/ 59 Years	21.05.1951/ 69 Years
Date of Appointment on the Board	01.09.1988	23.08.1977
Qualification	Bachelor of Science	Chartered Accountant
Experience and Expertise	Mr. Sanjiv Shroff has a Bachelor of Science in Chemistry (Honours) from St. Xavier's College, Kolkata University and has been the Managing Director of Reliance Chemotex Industries Limited since 1988. He has been associated with the textile industry for the last 30 years and having vast experience in the domain of Finance, Operation and Marketing.	Shri N G Khaitan is a Senior Partner of Khaitan & Co. based in Kolkata. He passed his Attorney ship Examination from the Calcutta High Court in the year 1974 and stood first in the Preliminary, Intermediate and Final Examinations, and was awarded Bell Chamber's Gold Medal by the Incorporated Law Society, High Court, Calcutta. He is a Notary Public appointed by the Government of India. He has rich experience in all aspects of law and more particularly, Real Estate, Corporate laws and has handled important litigations covering different branches of law including Mergers and Acquisition, Restructuring and De-mergers. He has advised several large industrial houses and multinational corporations on multifarious legal matters.
Terms and conditions of appointment/ re-appointment	Refer Item No. 4 of Notice	Appointed as Non-Executive Director liable to retire by rotation
No. of Equity Shares held In the Company	1,45,800	100
Directorship held in other the Public Companies	-	HSIL LIMITED INDIA POWER CORPORATION LIMITED MANGALAM CEMENT LTD CHASE BRIGHT STEEL LIMITED JK LAKSHMI CEMENT LIMITED SOMANY HOME INNOVATION LIMITED
Membership/chairmanship of committees of other companies	-	Stakeholders Relationship Committee 1. JK Lakshmi Cement (Member) 2. HSIL Limited (Chairman) 3. Somany Home Innovation Limited (Member) Audit Committee 1. JK Lakshmi Cement (Chairman) 2. HSIL Limited (Member) 3. Mangalam Cement (Chairman) 4. India Power Corporation Limited (Member) 5. Somany Home Innovation Limited (Member)

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors please refer to the corporate governance report which is a part of this Annual Report.

