



RELIANCE CHEMOTEX INDUSTRIES LIMITED

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

NOTICE OF POSTAL BALLOT/E-VOTING

[Pursuant to Section 110 to the companies Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014]

Dear Shareholder(s),

Notice is hereby given in terms of the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**) read with Rule 20 and 22 of The Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the "Listing Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (**"MCA"**) for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 (**"MCA Circulars"**), that the resolutions appended below are proposed to be passed by the shareholders of Reliance Chemotex Industries Limited (**"the Company"**) through postal ballot by way of electronic voting only (**"Postal Ballot"**).

Detailed explanatory statement setting out the material facts concerning the resolutions and instructions for e-voting are annexed to the Notice of Postal Ballot/ e-voting (**the "Notice"**) for your consideration.

Special Business:

1. Re-appointment of Mr. Rahul Shroff (DIN:02301693) as 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 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Articles of Association of the Company and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals as may be applicable, and based on the recommendation of Nomination and Remuneration Committee and board of directors the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Rahul Shroff (DIN: 02301693) as Whole-

time Director designated as Executive Director of the Company for a period of three (3) years with effect from September 26, 2021 to September 25, 2024 on the terms and conditions including remuneration, as set out below, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits as mentioned in this resolution and as specified under Schedule V of the Companies Act, 2013 and/or any statutory modification(s) or re-enactment(s) thereof:-

Name	Mr. Rahul Shroff
Designation	Executive Director
Basic Salary	From Rs. 2,65,000/- upto Rs. 5,30,000/- Per Month
Commission	upto 2.5 % commission on the net profit of the Company, computed in the manner laid down in the Companies Act, 2013. This is also subject to the over and above remuneration payable to all the Whole Time Directors as prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force)
House Rent Allowance/ RFHA	From Rs. 60,450/ upto Rs. 1,21,000/- Per Month
Other Allowances	From Rs. 85,000/ Upto 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 as special incentive to be paid every year 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 the 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 the Executive Director is not Taxable perquisite 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.	
He is liable to Retire by rotation.	



RESOLVED FURTHER THAT the consent of the shareholders be and hereby also accorded for revision in terms and condition including remuneration payable/paid as set above with effect from April 01, 2020 for the remaining period of his present term of appointment also.

RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate, the aforesaid remuneration including the perquisites shall be paid/payable to Mr.Rahul Shroff, Executive Director, subject to the applicable provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof, for the time being in force, or otherwise as may be permissible under the Law.

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 is 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 authorised to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution”

2. Revision in the terms of appointment of Mr. Sanjiv Shroff (DIN: 00296008), 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 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 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 Articles of Association of the Company and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals as may be applicable, and pursuant to

recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the members of the company be and is hereby accorded for revision in the terms and condition including remuneration payable as set out below, with effect from April 01, 2020 for the remaining period of his present term of appointment i.e., up to August 31, 2023 with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits as mentioned in this resolution and as 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
Commission	upto 2.5% commission on the net profit of the Company, computed in the manner laid down in the Companies Act, 2013. This is also subject to the over and above remuneration payable to all the Whole Time Directors as prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force).
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/- up to Rs. 1,06,000/- Per Month
Variable pay	As may be decided by the Board of Directors, on the Performance as special incentive to be paid every year 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 the 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.	
He is liable to Retire by rotation.	



RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Sanjiv Shroff, Managing Director in accordance with the applicable provisions of Schedule V of the Act.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof, for the time being in force, or otherwise as may be permissible under the Law.

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 is 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."

3. Revision in the terms of appointment of Mr. Ameya Shroff, (DIN: 05315616) 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 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Articles of Association of the Company and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals as may be applicable, and pursuant to recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the members of the company be and is hereby accorded for revision in the terms and condition including remuneration payable as set out below, with effect from April 01, 2020 for the remaining period of his present term of

appointment i.e., up to July 31, 2022 with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits as mentioned in this resolution and as 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
Commission	upto 2.5% commission on the net profit of the Company, computed in the manner laid down in the Companies Act, 2013. This is also subject to the over and above remuneration payable to all the Whole Time Directors as prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force).
House Rent Allowance/ RFHA	From Rs. 75,000/ upto Rs. 1,50,000/- Per Month or alternatively fully furnished housing accommodation.
Other Allowances	From Rs. 75,000/ Upto 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 as special incentive to be paid every year 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 the 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 the Executive Director is not a Taxable perquisite 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.	
He is liable to Retire by rotation.	



RESOLVED FURTHER THAT when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Ameya Shroff, Executive Director in accordance with the applicable provisions of Schedule V of the Act.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof, for the time being in force, or otherwise as may be permissible under the Law.

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 is 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."

Registered Office:
Village Kanpur
Udaipur (Raj.) - 313003
CIN: L40102RJ1977PLC001994
Email: cs@reliancechemotex.com
Place: Udaipur
Date: 10.02.2021

4. Appointment of Mr. Ram Niwas Sharma (DIN: 00368947) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and provisions of Articles of Association of the Company and as per recommendation of Nomination and Remuneration Committee and board of Directors, Mr. Ram Niwas Sharma (DIN 00368947), being eligible, be and is hereby re-designated as an Independent Director of the Company, not liable to retire by rotation, to hold the office for the period of five years w.e.f. February 10, 2021.

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

By order of the Board of Directors
For **Reliance Chemotex Industries Limited**

Chirag Gupta
Company Secretary
M. No.: A50843



Notes:

1. The explanatory statement pursuant to Section 102 of the Act, read with Rule 22 of the Rules, setting out the material facts and reasons, for the proposed resolutions is annexed herewith and forms part of this notice.
2. As per Section 110 and other applicable provisions of the Act read with Rule 20 & 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is Friday, February 19, 2021 (“**cut-off Date**”). A person who is not a shareholder as on the Cut-off Date should treat this Notice for information purpose only.
3. In accordance with the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Shareholders, whose e-mail addresses are registered with Bigshare Services Private Limited the Company's Registrar and Transfer Agent (“**RTA**”) or with the Depositories/ Depository Participants and whose names appear in the Register of Shareholders/list of Beneficial Owners as on the Cut-off Date.

All the Shareholders of the Company as on the Cut-off Date shall be entitled to vote in accordance with the process specified in Note No. 8. As per the MCA Circulars and on account of threat posed by COVID-19 pandemic situation and in view of limited postal and courier services, physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Shareholders for this Postal Ballot.

The Company hereby requests all its Shareholders to register their e-mail IDs if not yet registered, to promote green initiative and to enable the Company to provide all communications to the Shareholders through e-mail.

4. Those Shareholders who have not yet registered their email addresses are requested to get their email addresses and mobile numbers registered with Bigshare Services Private Limited, The Company's Registrar and Transfer Agent (“**RTA**”).

For voting on the resolution proposed in this postal ballot through remote e-voting, members who have not registered their email address may send an email at cs@reliancechemotex.com/**RTA's** email id at investor@bigsharesonline.com. The members shall provide the following details in the email –

- Full Name
- No of shares held
- Folio number (if shares held in physical)
- Share certificate number (if shares held in physical)
- DP ID & Client ID (if shares are held in demat)
- Email id and Mobile No.

On receipt of the email, the member would get soft copy of the notice and the procedure for e- voting along with the User ID and Password to enable e- voting for this Postal Ballot. In case of

any queries, member may write to cs@reliancechemotex.com /**RTA's** email id at investor@bigsharesonline.com.

It is clarified that for permanent registration of email address, members are required to register their email address, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Secretarial Department, Reliance Chemotex Industries Limited, Post Box No. 73, Village Kanpur, Udaipur 313003 (Rajasthan) or e-mail at cs@reliancechemotex.com / **RTA's** email id at investor@bigsharesonline.com.

5. In compliance with the provisions of Section 108 and 110 of the Act read with the Rules made thereunder, MCA Circulars and Regulation 44 of the Listing Regulations, the Company has extended e-voting facility to its Shareholders to enable them to cast their votes electronically. The Company has engaged the services of National Securities Services Limited (NSDL) as the agency to provide e-voting facility.
6. The voting rights of the Shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off Date.
7. The e-voting shall commence on Tuesday, February 23, 2021 at 9.00 A.M. (IST) and ends on Wednesday, March 24, 2021 at 5.00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. During this period, the Shareholders of the Company (including those Shareholders who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) holding shares in physical form or dematerialized form, as on the Cut-off Date, may cast their vote by electronic means in the manner as set out here in Note No. 8. Once the vote on a resolution(s) is cast by the Shareholder, he/she shall not be allowed to change it subsequently.
8. The instructions and other information relating to remote e-voting process shall be as under :
 - 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 follows:



Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - 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:
- Click on "Forgot User Details/Password : (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password: (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
- 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.
 - 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.
 - Select "EVEN" of RELIANCE CHEMOTEX INDUSTRIES LTD., to cast your vote.
 - Now you are ready for e-voting as the Voting page opens.
 - 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.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- C. General Guidelines for shareholder**
- 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.nsdl.com to reset the password.
 - 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.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- 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 login details for e-voting:



Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, M/s Bigshare Services Pvt. Ltd. At investor@bigshareonline.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.</p> <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <ol style="list-style-type: none"> Name and Branch of the Bank in which you wish to receive the dividend, the Bank Account type, Bank Account Number allotted by their banks after implementation of Core Banking Solutions 9 digit MICR Code Number, and 11 digit IFSC Code a scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	<p>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. However, for temporary registration of e-mail addresses, shareholder are requested to send and e-mail to cs@reliancechemotex.com with their necessary details.</p>

- The Board of Directors of the Company has appointed CS Manoj Maheshwari (FCS 3355), Practicing Company Secretary, and partner of M/s V. M. & Associates as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.
 - The Scrutinizer's decision on the validity of the Postal Ballot shall be final. Upon completion of scrutiny of the e-voting, the Scrutinizer shall submit his report within Forty-Eight (48) Hours from the end of the remote e-voting to the Chairman or any other person authorized by him. The result of the Postal Ballot will be announced by the Chairman or the authorized person by Friday, March 26, 2021 on or before 5:00 P.M. at the registered office of the Company.
- The result of the Postal Ballot along with Scrutinizer Report will also be displayed on the Company's website (www.reliancechemotex.com), on the website of Bigshare Services Pvt Ltd i.e. www.bigshareonline.com and on the website of NSDL at https://www.evoting.nsdl.com. The results shall simultaneously be communicated to the Stock Exchanges where company's shares are listed.
- The Resolution(s) if passed by requisite majority shall be deemed to have been passed as if the same have been passed at duly convened General Meeting of the members. The resolution(s), if approved by requisite majority of shareholders by means of Postal Ballot shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. March 24, 2021 at 5:00 P.M.
 - All the relevant documents referred in this Postal Ballot Notice and Explanatory Statement are available for inspection by the Shareholders at the registered office of the Company on all working days except Saturdays and National Holidays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of Notice up to the last date of e-voting i.e. Wednesday, March 24, 2021 at 05:00 P.M.
 - Any query/grievances in relation to the resolution proposed to be passed by Postal Ballot may be sent to Mr. Chirag Gupta, Company Secretary & Compliance officer at the Registered Office of the Company situated at Post Box No. 73, Village Kanpur, Udaipur 313003 (Rajasthan). E-mail ID: cs@reliancechemotex.com, Contact No. 0294-2490488.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

Mr. Rahul Shroff was appointed as the Executive Director of the Company for a period of 3 years with effect from 26.09.2018, with the approval of the Members. The present term of Mr. Rahul Shroff will come to an end on September 25, 2021. The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the reappointment of Mr. Rahul Shroff as Executive Director for a further period of 3 years w.e.f. September 26, 2021.

Further, considering the contribution of Mr. Rahul Shroff and the progress made by the company under his leadership and guidance and as per the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on February 10, 2021 has approved the revision in terms including remuneration payable/paid to Mr. Rahul Shroff, Executive Director for his remaining period also with effect from April 01, 2020 on the terms and condition enumerated in the Resolution no. 1.

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

Mr. Rahul Shroff is liable to retire by rotation and shall not be paid any sitting fees.

Brief resume and other additional information as per Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), as annexed herewith to the notice may also be regarded as disclosure under the provisions of the Act.

Save and except Mr. Sanjiv Shroff, Mrs. Dipika Shroff, Mr. Rahul Shroff and Mr. Ameya Shroff none of the Directors, Key Managerial Personnel of the company and their relatives, directly or indirectly, concerned or interested in the resolution set out at **Item No. 1**.

The Board of Directors recommends the Resolution as set out in **Item no. 1** of the Notice for approval of the Members by means of Special Resolution.

This explanatory statement along with the additional information as required under clause (iv) of section II of Schedule V of the companies act, 2013 and additional information as required under Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), as annexed herewith may also be regarded as disclosure under the provisions of the Act.

Item No.2

Mr. Sanjiv Shroff, was re-appointed as Managing Director of the

Company in the Annual General Meeting held on September 28, 2020. Further, considering the contribution of Mr. Sanjiv Shroff and the progress made by the company under his leadership and guidance as per the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on February 10, 2021 has approved the revision in terms including remuneration payable to Mr. Sanjiv Shroff, Managing Director for his remaining period with effect from April 01, 2020 up to August 31, 2023 on the terms and condition enumerated in the **Resolution no. 2**.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised terms and conditions for Mr. Sanjiv Shroff as recommended by Nomination and Remuneration Committee and Board of Directors is required to be approved by the members.

The terms of remuneration specified in **resolution no. 2** placed before the Members for their approval.

Mr. Sanjiv Shroff is liable to retire by rotation and shall not be paid any sitting fees.

Save and except Mr. Sanjiv Shroff, Mrs. Dipika Shroff, Mr. Rahul Shroff and Mr. Ameya Shroff none of the Directors, Key Managerial Personnel of the company and their relatives, directly or indirectly, concerned or interested in the resolution set out at **Item No. 2**.

The Board of Directors recommends the Resolutions set out in **Item no. 2** of the Notice for approval of the Members by means of **Special Resolution**.

This explanatory statement along with the additional information as required under clause (iv) of section II of Schedule V of the companies act, 2013 and additional information as required under Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), as annexed herewith may also be regarded as disclosure under the provisions of the Act.

Item No. 3

Mr. Ameya Shroff, was re-appointed as Executive Director of the Company in the Annual General Meeting held on 07th September, 2019 for a period of three year w.e.f. 01.08.2019. Further, considering the contribution of Mr. Ameya 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 February 10, 2021 has approved the revision in remuneration payable to Mr. Ameya Shroff, Executive Director for his remaining period with effect from April 01, 2020 up to July 31, 2022 on the terms and condition enumerated in the **Resolution no. 3**.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised terms and conditions for Mr. Ameya Shroff as recommended by Nomination and Remuneration Committee and



Board of Directors is required to be approved by the members at their meeting.

The terms of remuneration specified in **resolution no. 3** placed before the Members for their approval.

Mr. Ameya Shroff is liable to retire by rotation and shall not be paid any sitting fees.

Save and except Mr. Sanjiv Shroff, Mrs. Dipika Shroff, Mr. Rahul Shroff and Mr. Ameya Shroff none of the Directors, Key Managerial Personnel of the company and their relatives, directly or indirectly,

concerned or interested in the resolution set out at **Item No. 3.**

The Board recommends the Resolutions at **Item no. 3** of the Notice for approval of the Members by means of **Special Resolution.**

This explanatory statement along with the additional information as required under clause (iv) of section II of Schedule V of the companies act, 2013 and additional information as required under Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), as annexed herewith may also be regarded as disclosure under the provisions of the Act.

Pursuant to clause (iv) of section II of Schedule V of the companies act, 2013 the following statement is given:

I. GENERAL INFORMATION

Sr. No.	Particulars/Subject	Information	
1.	Nature of industry	Manufacturing and marketing of Synthetic Blended Yarn	
2.	Date or expected date of commencement of commercial Production	The Company has already commenced commercial production in the month of August, 1979.	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4.	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 item & tax)	1,077.37
		Profit after tax before other comprehensive Income	933.11
5.	Foreign Investments or collaborators, if any.	No such investment or collaboration except minor shareholding of Non-Resident Indians, if any.	

II. Information

Name	Mr. Rahul Shroff	Mr. Sanjiv Shroff	Mr. Ameya Shroff
Details	Mr. Rahul Shroff, Executive Director of the Company since August 01, 2010. He is a US Citizen and has a Bachelor of Science in Management Science and Master of Engineering in Electrical Engineering and Computer Science from Massachusetts Institute of Technology, Cambridge USA. He has been the Wholetime Director cum Executive Director of Reliance Chemotex Industries Limited for last 11 Years and has been associated with Textile Industry since then.	Mr. Sanjiv Shroff, Managing Director of the Company since 1988. He is an Indian Citizen and possesses a Bachelor Degree in Chemistry honours from Calcutta University. He is a promoter of the Company and joined organization in the year 1983 and has been associated with Textiles Industries since then.	Mr. Ameya Shroff, Executive Director of the Company since 2013. He is Bachelors in Science in Management Science, and Bachelor of Engineering in Electrical Engineering and Computer Science and Master of Engineering in Electrical Engineering and Computer Science from Massachusetts Institute of Technology, Cambridge USA. He has been the Wholetime Director cum Executive Director of Reliance Chemotex Industries Limited for last 7 Years and has been associated with Textile Industry since then.
Past Remuneration paid during the year 2019-20	Rs. 72,49,410 Paid during the year. During the FY 2020-21 Mr. Rahul Shroff is withdrawing the same salary.	Rs. 84,63,155 Paid during the year. During the FY 2020-21 Mr. Sanjiv Shroff is withdrawing the same salary.	Rs. 64,09,404 Paid during the year During the FY 2020-21 Mr. Ameya Shroff is withdrawing the same salary.



Name	Mr. Rahul Shroff	Mr. Sanjiv Shroff	Mr. Ameya Shroff
Recognition or awards	N.A	N.A.	N.A.
Job profile and his suitability	He looks after the day-to-day running of the company and has substantial power under supervision, control, direction of Managing Director. He focuses on streamlining the company's manufacturing processes with specific emphasis on lean ideologies, analytical reasoning and increased flexibility. He is responsible for the organization's increased exports and it's focus on diversifying into quality-conscious industrial and medical textile markets.	He is Managing Director of the Company and Responsible for the overall activities of the company and entrusted with substantial powers of management of the affairs of the company with an emphasis on expansion of textiles business.	He looks after the day-to-day running of the company and has substantial power under supervision, control, direction of Managing Director. He focuses on streamlining the company's manufacturing processes with specific emphasis on lean ideologies, analytical reasoning and increased flexibility. He is responsible for the organization's increased exports and it's focus on diversifying into quality-conscious industrial and medical textile markets.
Remuneration proposed	Salary, perquisites and other terms as fully set out in item no. 1 of the Notice.	Salary, perquisites and other terms as fully set out in item no. 2 of the Notice.	Salary, perquisites and other terms as fully set out in item no. 3 of the Notice.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Taking into account the 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.	Taking into account the responsibilities of the Managing Director, remuneration proposed to be paid to him is reasonable and in line with the remuneration levels in the industry across the country.	Taking into account the responsibilities of the Executive Director, remuneration proposed to be paid to him is reasonable and in line with the remuneration levels in the industry across the country.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Son of Mr. Sanjiv Shroff, Managing Director & Mrs. Dipika Shroff, Director and brother of Mr. Ameya Shroff, Executive Director of the Company. .	Husband of Mrs. Dipika Shroff, Director & Father of Mr. Rahul Shroff and Ameya Shroff, Executive Director (s) of the Company.	Son of Mr. Sanjiv Shroff, Managing Director & Mrs. Dipika Shroff, Director and brother of Mr. Rahul Shroff, Executive Director of the Company.

III. 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 upcoming years. 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 upcoming years.



Item No. 4

With a view to re-align the constitution of the Board of Directors in line with the Listing Regulations, as amended, based on the recommendation of the Nomination and Remuneration Committee, it is proposed to re-designate Mr. Ram Niwas Sharma as an Independent Director of the Company. Further, the Board of Director re-designated Mr. Ram Niwas Sharma as Independent Director of the Company in their Meeting held on February 10, 2021. Pursuant to the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, and provisions of Listing Regulations appointment of an Independent Director requires approval of members.

The Company has received a notice in writing pursuant to the provisions of Section 160(1) of the Act, from a member of the Company proposing his candidature to the office of Independent Director. Mr. Ram Niwas Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Ram Niwas Sharma that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16 of Listing Regulation and any other applicable regulation, if any. In the opinion of the

Board, Mr. Ram Niwas Sharma fulfills the conditions of his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Ram Niwas Sharma is independent of the management and possesses appropriate skills, experience and knowledge.

This explanatory statement along with the additional information as required under Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), as annexed herewith may also be regarded as disclosure under the provisions of the Act.

The Board considers that the continued association of Mr. Ram Niwas Sharma would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ram Niwas Sharma as an Independent Director, as set out in **Item no. 4** of the Notice for the approval by the shareholders of the Company by means of Special Resolution.

Save and except Mr. Ram Niwas Sharma none of the Directors, Key Managerial Personnel of the company and their relatives, directly or indirectly, concerned or interested in the resolution set out at **Item No. 4**.



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

Position/Post	Executive Director– Wholetime Director	Executive Director – Managing Director	Executive Director – Wholetime Director	Non Executive – Independent Director
Name of the Director	Mr. Rahul Shroff	Mr. Sanjiv Shroff	Mr. Ameya Shroff	Mr. Ram Niwas Sharma
DIN	02301693	00296008	05315616	00368947
Date of Birth	31.12.1986	17.05.1961	24.08.1990	29.12.1947
Age	34 Years	59 Years	30 Years	73 Years
Date of Appointment/Re-appointment	26.09.2018	01.09.1988	01.08.2019	09.04.2016 (Non – Executive, Non Independent)
Qualification (s)	Bachelor of Science in Management Science and Master of Engineering in Electrical Engineering and Computer Science	Bachelor of Science	Bachelor of Science in Management Science and Master of Engineering in Electrical Engineering and Computer Science	Bachelor’s degree in Textile technology from TIT
Relationships between the Directors inter- se	Related to Mr. Sanjiv Shroff, Mr. Ameya Shroff & Mrs. Dipika Shroff	Related to Mr. Rahul Shroff, Mr. Ameya Shroff & Mrs. Dipika Shroff	Related to Mr. Sanjiv Shroff, Mr. Rahul Shroff & Mrs. Dipika Shroff	N.A.
Nature of expertise in specific functional areas	Overall more than 10 years of experience in textile industry	Overall more than 35 years of experience in textile industry	Overall more than 7 years of experience in textile industry	Overall more than 48 years of experience in textile industry
Name(s) of the other Public Companies in which directorship held as on Date.	1. Indo Textile & Fibres Limited 2. Sunrise Cotton Industries Limited	1.Sunrise Cotton Industries Limited	NIL	NIL
Membership / Chairmanship of the Committees of Boards of other companies	NIL	NIL	NIL	NIL
No. of Shares held in the Company	NIL	1,45,800 Equity Shares	1,24,000 Equity Shares	50 Equity Shares
Remuneration Sought to be paid	As per Resolution set out in the Item No. 1 of the Notice	As per Resolution set out in the Item No. 2 of the Notice	As per Resolution set out in the Item No. 3 of the Notice	NA
Remuneration last drawn	Rs. 72,49,410/- paid during 2019-20.	Rs. 84,63,155/- paid during 2019-20.	Rs. 64,09,404/- paid during 2019-20.	Rs. 27,500/- sitting fees paid for FY 2019-20.
Terms & Conditions of appointment/re-appointment	As per Resolution set out in the Item No. 1 of the Notice	As per Resolution set out in the Item No. 2 of the Notice	As per Resolution set out in the Item No. 3 of the Notice	As per Resolution set out in the Item No. 4 of the Notice
The number of meetings of the Board attended during the year 2020-21 (up to February 10, 2021)	4 (Four)	4 (Four)	4 (Four)	4 (Four)