

RISHI TECHTEX LIMITED**CIN: L28129MH1984PLC032008**

Registered Office: 612, Veena Killedar Industrial Estate, 10-14 Pais Street, Byculla (West),
Mumbai - 400 011 (T) - 022-23075677/23074585 (F) - 022-23080022
Email: info@rishitechtextex.com Web: www.rishitechtextex.com

NOTICE

NOTICE is hereby given that the Thirty Eighth Annual General Meeting of the Members of Rishi Techtex Limited will be held on Monday, 26th September, 2022 at 11.00 a.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

AS ORDINARY BUSINESS:

- 1 To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2022 and the Report of the Board of Directors and Auditors thereon.**

AS SPECIAL BUSINESS:

- 2 To Appoint Ms. Aakanksha Patel as a 'Non-Executive, Non-Independent' Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other applicable provisions, if any, of the Act and the Rules framed there under, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory amendment(s) / modification(s) / re-enactment(s) thereof for the time being in force) and, upon recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for appointment of Ms. Aakanksha Patel (DIN: 08314319) in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature to the office of Director of the Company, be and is hereby appointed as a "Non-Executive Non-Independent Director", liable to retire by rotation.

RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any Director of the Company or the Chief Financial Officer or the Company Secretary be furnished to the concerned authority(ies) / person(s) and they be requested to act accordingly."

- 3 To approve material transaction with Centennial Fabrics Limited, a Related Party**

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

"RESOLVED THAT pursuant to the provisions of section 188 of Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") for the time being in force (including any statutory modification(s) or re-enactment thereof), read with the applicable provisions of the Act, if any, read with related rules, if any, as amended from time to time and based on to the Company's Policy on Materiality of Related Party Transactions as also dealing with Related Party Transactions, consent of the Members be and is hereby accorded for the Company to enter into and carry on, contract(s) / arrangement(s) / transaction(s) (Whether by way of an individual or transactions taken together or series of transactions or otherwise) with Centennial Fabrics Limited, a related party within the meaning of Section 2(76) of the Act, and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate value upto ₹ 65 crore (Rupees Sixty Five Crore only) over a period of 24 months effective from 1st April, 2022, as set out in the Explanatory Statement annexed hereto on such terms and conditions as may be agreed to by the Board of Directors (hereinafter referred to as "the Board", which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) provided that the transactions so carried out shall at all times be on an arm's length basis and in the ordinary course of the Company's business."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this Resolution."

"RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects"

- 4 To approve re-appointment and remuneration of Mr. Abhishek Harshad Patel (DIN: 05183410) 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, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment thereof) and Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee, and subject to approval of any other authorities that may be required, the Company hereby

approves, the re-appointment of Mr. Abhishek Patel (DIN: 05183410), as the Managing Director of the Company for a period of three (3) years commencing from 01st April, 2023 till 31st March, 2026, at a consolidated remuneration (including perquisites except those mentioned in Section IV of Part II of Schedule V) not exceeding Rs. 12 Lakhs per month, and on such other terms and conditions as laid down in the agreement to be entered into between the Company and Mr. Abhishek Patel;

"RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary and Compliance Officer and / or Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Date: 08.08.2022

Place: Mumbai

Registered Office:

612 Veena Killedar Industrial Estate,
10/14, Pais Street, Byculla (W),
Mumbai-400011.

**By order of the Board
For Rishi Techtex Limited**

**Gauri Gangal
Company Secretary**

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 21/2021 dated 14th December, 2021 and Circular No. 02/2022 dated 05th May, 2022 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (collectively "SEBI Circulars"), have permitted companies to conduct Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of the Companies Act, 2013 ("the Act") and rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 38th AGM of the Company is being held through VC/OAVM on Monday, 26th September, 2022 at 11.00 a.m. The deemed venue for the 38th AGM will be registered office of the Company i.e. 612, Veena Killedar Industrial Estate, 10-14, Pais Street, Byculla (West), Mumbai 400011.
2. The relevant explanatory statement pursuant to section 102 of the Act is annexed hereto.
3. Disclosure pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2), with respect to Directors seeking appointment/re-appointment at the 38th AGM is annexed hereto.
4. 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 his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held pursuant to the MCA Circulars 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.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to askus@kalamkarassociates.com.
8. In case of the Joint holders attending the 38th AGM, only such joint holder who is higher in the order of names will be entitled to vote.
9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and also for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Adroit Corporate Services Private Limited for assistance in this regard.
10. Updation of PAN and other details
SEBI vide Circular dated 03rd November, 2021 and 14th December, 2021 has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, e-mail address, mobile number, bank account details) and nomination details by holders of physical securities through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at www.rishitechtext.com. PAN details are to be compulsorily linked to Aadhaar by 31st March, 2023 or any other date specified by Central Board of Direct Taxes. Folios wherein any of the above cited documents/details are not available, on or after 01st April, 2023, shall be frozen as per the aforesaid circular.

Effective from 01st January, 2022, any service requests/complaints received from a member holding physical securities will not be processed by the Registrar till the aforesaid details/documents are provided to the Registrar.

The Company has sent individual letters to all the members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination.
11. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Adroit Corporate Services Private Limited in case the shares are held by them in physical form.
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, Endorsement, Sub-division/ splitting

of securities certificate, Consolidation of securities certificates/folios, Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 available at www.rishitechtext.com.

13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Adroit Corporate Services Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. In compliance with the MCA Circulars and the Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Notice of the 38th AGM along with the Annual Report for Financial Year 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories"). A copy of this Notice along with the Annual Report for Financial Year 2021-22 is uploaded on the Company's website www.rishitechtext.com, at website of the Stock Exchange i.e. The BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.
15. Members can avail nomination facility in terms of extant legal provisions in this regard. On request, the necessary Form SH-13 can be obtained from the R & T Agents.
16. Members who wish to inspect the statutory documents or relevant documents referred to in the notice can send an email to info@rishitechtext.com upto the date of the 38th AGM.
17. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The deemed venue for the 38th AGM shall be the Registered Office of the Company.
18. The Register of Members and Share Transfer Books of the Company will remain closed from 20.09.2022 to 26.09.2022 (both days inclusive).
19. At the Thirty Fourth AGM held on September 28, 2018 the Members approved appointment of M/s Attar & Associates, Chartered Accountants (Firm Registration No. 116443W) as Statutory Auditors of the Company to hold office for a period of five years from FY 18-19 and subsequent 4 Financial Years, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Thirty Eighth AGM.
20. Any person, who acquires Shares of the Company and become Member of the Company after dispatch of the Notice and holding Shares as on the cut-off date for remote E-voting i.e. Monday, 19th September, 2022 may follow the same instructions as mentioned below for E-voting.
21. All documents referred to in the Notice shall be made available for inspection by the Members of the Company, without payment of fees upto the date of AGM. Members desirous of inspecting the same may send their requests at info@rishitechtext.com from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection.

22. Voting through electronic means (Remote E-Voting):

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members who have not casted their vote by remote e voting prior to the Annual General Meeting ("AGM") can exercise their voting rights at the AGM. The Members who have already exercised their right to vote by remote e-voting may also attend/participate in the AGM through VC / OAVM but shall not be entitled to vote at the AGM.
3. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut off date viz. 19th September, 2022.
4. A person, whose name is recorded in Register of Members or in the Register of Beneficial Ownership maintained by the RTA/ Depositories, as the case may be, as on the cut-off date only shall be entitled to avail the facility of remote e voting or voting at the AGM. Any person who has ceased to be the member of the Company as on the cut-off date will not be entitled for remote e voting or voting at the AGM and should treat this Notice for information purpose only.
5. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

6. Sudhanwa S Kalamkar & Associates, Practicing Company Secretary (Membership No.18795, CP No.7692) has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, and make not later than 48 hours of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
8. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.rishitechtext.com and on the website of CDSL www.cdslindia.com immediately after the result is declared and shall be simultaneously forwarded to Bombay Stock Exchange Limited.

10. The Procedure and Instructions for Remote e-voting are as under:

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

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

- (i) The voting period begins on Thursday, 22nd September, 2022 a (9:00 a.m IST) and ends on Sunday, 25th September, 2022 (5:00 p.m. IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 19th September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	* Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> (Rishi Techtex Limited) on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; askus@kalamkarassociates.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@rishitechtext.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@rishitechtext.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

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

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

Date: 08.08.2022

Place: Mumbai

Registered Office:

612 Veena Killedar Industrial Estate,
10/14, Pais Street, Byculla (W),
Mumbai-400011.

By order of the Board
For Rishi Techtex Limited

Gauri Gangal
Company Secretary

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT 2013**Item No. 2****Appointment Of Ms. Aakanksha Harshad Patel as A "Non-Executive Non-Independent Director" of the Company:**

The Nomination and Remuneration Committee and the Board of Directors of the Company at its Meetings held on Monday, August 08, 2022, had recommended and approved appointment of Ms. Aakanksha Harshad Patel (DIN: 08314319) as an "Additional Director (Non-Executive)" of the Company with effect from August 08, 2022, subject to approval of the Shareholders of the Company. In compliance with the provisions of Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s) / modification(s) / re-enactment(s) thereto), it is necessary to obtain the approval of Shareholders of the Company for appointment of Ms. Aakanksha Harshad Patel as a "Director (Non- Executive Non-Independent)" of the Company within a time period of 3 (three) months from the date of appointment.

The Company has received the consent from Ms. Aakanksha Harshad Patel to act as "Director" along with her declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. She has also confirmed that she is not debarred from holding office of Director by virtue of any order of SEBI or any other such authority. The brief profile of Ms. Aakanksha Harshad Patel, along with her other details are attached with this Notice.

Ms. Aakanksha Patel holds a Bachelor's Degree in Fashion Marketing and Promotion and has a vast experience of approximately 10 years in independently handling client account related activities, client management, business development which in the opinion of Board will help the Company in aggressive marketing of its products and may help to create a new segment of customers apart from conventional customers.

The Board is of the opinion that Ms. Aakanksha Harshad Patel's expertise in the fields of business management and capital strategy and investments would be an asset to the Company's development and progress. Ms. Aakanksha Harshad Patel is part of the Promoter Group of the Company. She is the sister of Mr. Abhishek Harshad Patel, Managing Director. Mr. Abhishek Harshad Patel and Ms. Aakanksha Harshad Patel, are interested in the resolution.

Details as required pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards-2 on General Meetings, as applicable are provided as an Annexure to the Notice as **Annexure A**.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise in the said Resolution except to the extent of their respective shareholding, if any.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the ORDINARY RESOLUTION set out for approval of the Members.

Item No. 3**Approval of Material transaction with Centennial Fabrics Limited, a Related Party**

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, does not require prior approval of the shareholders unless the value of transaction with related party exceeds the threshold provided by Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014. Effective 1st April, 2022 a new provision contained in Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), transactions between the Company and related parties of the Company, if material, require the approval of Members through a resolution, notwithstanding the fact that the same are on an arm's length basis and in the ordinary course of business.

With effect from 1st April, 2022, Regulation 23 of the Listing Regulations, mandates obtaining prior approval of the Members through ordinary resolution for all 'material' Related Party Transactions'. For this purpose, a Related Party Transaction will be considered 'material' if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

The Company in the ordinary course of its business and on arm's length basis, purchase Liner for the purpose of insertion in Plastic Laminated bags manufactured by it from Centennial Fabrics Limited. Mrs. Smita Patel, is a part of Promoter group of Rishi Techtex Limited who holds majority stake in Centennial Fabrics Limited and Mr. Jagdish Dokwal, Key Managerial Personnel of Rishi Techtex Limited is Director of Centennial Fabrics Limited; therefore Centennial Fabrics Limited is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations.

During the Financial Year 2022-2023 the Company has entered into a contract with Centennial Fabrics Limited, a related party. The transaction is in the nature of purchase of plastic liner, from Centennial Fabrics Limited which is used as part of packaging bag in Cement Industry. Although the aggregate sum for which the transaction so far entered with Centennial Fabrics Limited has not exceeded threshold in terms of value of transaction as defined in section 188 read with Rule 15, it will attain the threshold of 10% of turnover as per company's latest audited financials and we therefore termed it as material transaction pursuant to Regulation 23 and therefore it is propose to seek prior approval of members for carrying out transaction with related party for a term of 24 months effective from 1st April, 2022.

Accordingly, the value of the transactions proposed to be undertaken for two years i.e. financial years 2022-23 to 2023-24 duly extrapolated and marked appropriately for any exigencies, price variation, impact of annual inflation, and increase in demand, etc., is estimated to be for an amount not exceeding ₹ 65 crore in aggregate.

The Company has in place a policy and process for approval of Related Party Transactions. The Policy provides the details required to be provided to the Audit Committee for the purpose of review of such transactions and grant of approval for the proposed transactions. A justification for each and every related party transaction is provided to the Audit Committee which enables them to arrive at the right decisions. Additionally, an update on the actual related party transactions entered during every quarter is provided to the Audit Committee. The aforesaid proposed transactions between Rishi Techtex Limited and Centennial Fabrics Limited, being material were approved by the Audit Committee, at its meeting held on 8th August, 2022, and also recommended by the Board at its meeting held on 8th August, 2022 for approval by the Members.

The transaction with the related party not only smoothen business operations for both the Companies, but also ensure consistent flow of desired quality and quantity of material and services without interruptions and generation of revenue and business for both the Companies to cater to their business requirements.

This Explanatory Statement may also be regarded as a disclosure of the information required pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended.

The details of the proposed transactions between Rishi Techtex Limited and Centennial Fabrics Limited as required under SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, are given in **Annexure - B** hereto, and form a part of this Notice.

Members may note that as per the provisions of the Listing Regulations, no related party shall vote to approve the resolution, irrespective of whether they are a party to the transaction or not.

Your Directors recommend the resolution at Item No. 3 for approval by the Members as an Ordinary Resolution.

Except Mr. Abhishek Patel, Ms. Aakanksha Patel and Mr. Jagdish Dokwal and their relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives, have any concern or interest, financial or otherwise in the Resolution.

Item No. 4

Mr. Abhishek Patel the present Managing Director, who was originally appointed in the Annual General Meeting held on 30th September, 2014 is subject to the provisions of sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013. The present term of appointment of Mr. Abhishek Patel which is for period of three years will expire on 31st March, 2023. The Board of Directors in their meeting held on 08.08.2022 decided to re-appoint him as Managing Director of the Company for the further period of three years w.e.f. 1st April 2023.

Mr. Abhishek Patel is 36 years of age and is a Commerce Graduate from University of Mumbai and also holds a Bachelor's degree in Economics and Management from London School of Economics and Political Science. He has a decade of business experience. Being a young personality with experience, the Board felt that it is advisable to re-appoint him as Managing director of the Company who will manage the business efficiently and take it forward on a proper growth path.

Further it is propose to pay remuneration and Perquisites not exceeding the maximum limits specified in Schedule V and on such other terms and conditions and as set out in the Agreement to be entered into between the Company and Mr. Abhishek Patel. The Agreement contains *interalia*, the following terms and conditions:

A) Period	1st April, 2023 to 31st March 2026 (3 Financial years)
B) Remuneration	Consolidated remuneration not exceeding ₹ 12 Lakhs per month. This remuneration is payable to the appointee on monthly basis effective from 1st April, 2023 and any variation therein subject to attaining threshold of not exceeding Rs.12,00,000/- per month during the tenure of appointment is subject to resolution of Board of Directors which may be pass from time to time.

Breakup of Monthly Remuneration- payable w.e.f. April 01, 2023

Basic Salary per month	Rs. 5.00 Lakhs
House rent allowance up to 60% of basic salary. In case of rented accommodation, rent up to 60% of Salary will be paid directly to the licensor	Rs. 3.00 Lakhs
Other allowances including monetary value of following perquisites in aggregate	Rs. 4.00 Lakhs
a) Premium for personal accident insurance policy	
b) Vehicle with Driver	
c) Club Membership Fees	

The Company shall reimburse to the Managing Director entertainment, traveling and all other expenses incurred by him for the business of the Company.

Monetary Value of following payments shall not be included while computing perquisites while computing the above limit set on the total remuneration payable to the Appointee:

- a) Contribution towards PF, Superannuation fund or annuity to the extent these either singly or taken together are not taxable under the Income Tax Act.
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and;
- c) Encashment of leave at the end of tenure.

STATEMENT CONTAINING THE INFORMATION AS REQUIRED UNDER SECTION-II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION:																							
1	Nature of industry	Rishi Techtex Limited is mainly engaged in the manufacture of Woven Sacks and Shade Nets.																					
2	Date or expected date of commencement of commercial production	Rishi Techtex Ltd formerly known as Rishi Packers Limited was incorporated on 7.2.1984.																					
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	(Rs. In Lakhs)																					
		<table border="1"> <thead> <tr> <th style="background-color: #f4a460;">Particulars</th> <th style="background-color: #f4a460;">FY 2021-2022</th> <th style="background-color: #f4a460;">FY 2020-2021</th> </tr> </thead> <tbody> <tr> <td>Share Capital</td> <td style="text-align: right;">739.10</td> <td style="text-align: right;">739.10</td> </tr> <tr> <td>Other Equity</td> <td style="text-align: right;">2199.32</td> <td style="text-align: right;">2068.36</td> </tr> <tr> <td>Total Revenue from Operations</td> <td style="text-align: right;">10085.75</td> <td style="text-align: right;">8106.79</td> </tr> <tr> <td>Total Expenses</td> <td style="text-align: right;">9898.97</td> <td style="text-align: right;">8062.39</td> </tr> <tr> <td>Profit before Tax</td> <td style="text-align: right;">209.47</td> <td style="text-align: right;">60.06</td> </tr> <tr> <td>Profit after Tax</td> <td style="text-align: right;">131.85</td> <td style="text-align: right;">41.88</td> </tr> </tbody> </table>	Particulars	FY 2021-2022	FY 2020-2021	Share Capital	739.10	739.10	Other Equity	2199.32	2068.36	Total Revenue from Operations	10085.75	8106.79	Total Expenses	9898.97	8062.39	Profit before Tax	209.47	60.06	Profit after Tax	131.85	41.88
Particulars	FY 2021-2022	FY 2020-2021																					
Share Capital	739.10	739.10																					
Other Equity	2199.32	2068.36																					
Total Revenue from Operations	10085.75	8106.79																					
Total Expenses	9898.97	8062.39																					
Profit before Tax	209.47	60.06																					
Profit after Tax	131.85	41.88																					
5	Foreign investments or collaborators, if any	Foreign investors, mainly comprising NRIs and Foreign Nationals are investors in the Company on account of past issuance/secondary market purchase.																					
II. INFORMATION ABOUT THE APPOINTEE																							
1	Background details	Mr. Abhishek Patel was appointed as Managing Director in the AGM held on 30th September, 2014 subject to the provisions of sections 196,197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013. His expertise and experience has been very valuable and has been a guiding force for the Company.																					
2	Recognition or awards	NIL																					
3	Past Remuneration	Mr. Abhishek Patel was paid ₹ 10.00 Lakhs as remuneration for the financial year ended 31st March, 2022.																					
4	Job profile and his suitability	<p>Mr. Abhishek Patel devotes his full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company, subject to the superintendence, control and supervision of the Board.</p> <p>Mr. Abhishek Patel has invaluable experience and expertise in the line of business of the Company which is compatible with the organizational requirements and the Company would definitely benefit under his leadership and valuable guidance. He is also Member of Company's Audit Committee, Stakeholders' Relationship Committee and Finance Committee</p>																					
5	Remuneration proposed	As mentioned above																					
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	<p>The remuneration paid to Mr. Abhishek Patel, Managing Director is purely based on merit.</p> <p>Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other Companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Abhishek Patel before recommending the remuneration as proposed hereinabove</p>																					
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides remuneration proposed, Mr. Abhishek Patel also holds 1017095 equity shares in the Company. Except Mr. Abhishek Patel and Ms Aakanksha Patel, no other Director or Key Managerial Personnel or their relatives are interested in the Resolution.																					

III. OTHER INFORMATION

1	Reasons for loss or inadequate profits	<p>The present Net profit of the company is not adequate enough to pay the remuneration stated in the resolution and detail in explanatory note. (Hereinafter referred as desired remuneration). Following could be termed as main reason for inadequacy of profit:</p> <ol style="list-style-type: none"> 1. Effect of slowdown in demand due to lockdown and disturbance in economy during past two years. 2. Availability of competitors products imported at cheaper price 3. Uncertainty in demand for agricultural rates due to limited awareness among farmers about its benefits. 4. Continuous variation in the price of indigenous raw material resulting in limited margin. 5. Cost of borrowed funds presently incurred by the company which is due to proposed expansion of capacity.
2	Steps taken or proposed to be taken for improvement	<p>The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.</p>
3	Expected increase in productivity and profits in measurable terms	<p>The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present situation and changes in the economy and with regulatory reforms to predict profits in measurable terms.</p>

IV. DISCLOSURES

The Disclosures prescribed under Part IV of section II of Schedule V are mentioned in the Board of Director's report under the heading "Corporate Governance", attached to the financial statement.

Details as required pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards-2 on General Meetings, as applicable are provided as an Annexure to the Notice as **Annexure C**.

Mr. Abhishek Patel satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for re-appointment.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Board recommends the resolution set out at Item No. 4 of the Notice before the Members for their approval by way of Special Resolution.

Date: 08.08.2022

Place: Mumbai

Registered Office:

612 Veena Killedar Industrial Estate,
10/14, Pais Street, Byculla (W),
Mumbai-400011.

**By order of the Board
For Rishi Techtex Limited**

**Gauri Gangal
Company Secretary**

Annexure A

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India].

Name of the Director	Ms. Aakanksha Harshad Patel
DIN	08314319
Date of Birth	14.09.1988
Age	33 years
Nationality	Indian
Date of appointment	08.08.2022
Qualification	Bachelor's Degree in Fashion Marketing and Promotion
Nature of expertise in specific functional Area	Marketing
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company inter-se	Mr. Abhishek Harshad Patel – Managing Director - Brother
Brief Profile / Resume of the Director	Ms. Aakanksha Patel holds a Bachelor's Degree in Fashion Marketing and Promotion and has a vast experience of approximately 10 years in independently handling client account related activities, client management, business development which in the opinion of Board will help the Company in aggressive marketing of its products and may help to create a new segment of customers apart from conventional customers
Terms and Conditions of appointment	Ms. Aakanksha Harshad Patel is being appointed as a "Non-Executive, Non-Independent Director", liable to be retire by rotation. The other terms and conditions of her appointment will be as per the Nomination and Remuneration Policy of the Company.
Directorship in Other listed entities	No Directorship in Other listed entities.
Directorship in Other Companies (excluding Listed Entities, Foreign Companies and Section 8 Companies)	No Directorship in Other entities.
Chairmanships / Memberships of Committees held in Committees of Other Companies	No chairmanships / memberships in committees of any other entities.
Names of listed entities from which she has resigned in the past 3 (three) years	Has not resigned from any Listed Company in the past 3(three) years.
No. of shares held by Director:	Shares held by self: 400861.
By Self:	
As a beneficial owner of :	
Number of Meetings of the Board attended during the year (Financial Year 2021-22)	Not Applicable as Ms. Aakanksha Harshad Patel has been appointed as Additional Director with effect from August 08, 2022.
Number of Meetings of the Board attended during the year (Financial Year 2022-23, i.e. upto August 08, 2022)	N.A.

Annexure B

Details of Material Related Party Transactions, as required, under the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, are as follows.

Sr No	Particulars	Details (item No.3)
1	Name of Related Party and nature of Relationship	Centennial Fabrics Limited Mrs. Smita Patel, is a part of Promoter group of Rishi Techtex Limited who holds majority stake in Centennial Fabrics Limited and Mr. Jagdish Dokwal, Key Managerial Personnel of Rishi Techtex Limited is Director of Centennial Fabrics Limited
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mrs. Smita Patel, is a part of Promoter group of Rishi Techtex Limited who holds majority stake in Centennial Fabrics Limited and Mr. Jagdish Dokwal, Key Managerial Personnel of Rishi Techtex Limited is Director of Centennial Fabrics Limited
3	Nature, duration, tenure, material terms, monetary value and particulars of the contract or arrangement	The transaction is in the nature of purchase of plastic liner, from Centennial Fabrics Limited used as part of packaging bag for Cement Industry by the Company for an estimated amount of Rs. 65 Crore in aggregate for a period of 2 years from 1st April, 2022 to 31st March, 2024
4	Transaction related to providing loan(s)/advances(s) or securities for loan taken by a related party	No such Transaction
5(a)	Details of the source of funds in connection with the proposed transaction	Not Applicable
5(b)	If any financial indebtedness is incurred to make or give such loans/advances/securities for loan and Nature of indebtedness/cost of funds/tenure	Not Applicable
5(c)	Applicable terms including covenants, tenure, interest rate, repayment schedule, whether secured or unsecured	Not Applicable
6	Any advance paid or received for the transaction	Nil
7	Percentage of the Company's annual turnover for the immediately preceding financial year 2021-2022, that is represented by the value of the proposed transaction	33% on an annual basis
8	Details about valuation, arm's length and ordinary course of business	Valuation- Not applicable Ordinary Course of Business- The transaction is in the nature of purchase of plastic liner, from Centennial Fabrics Limited used as part of packaging bag for Cement Industry by the Company Arm's Length- The Transactions between Rishi Techtex Limited and Centennial Fabrics Limited, undertaken on an arm's length basis and in the ordinary course of business. The Transaction is marked appropriately for any exigencies, price variation, impact of annual inflation and increase in demand.
9	Rationale/Benefit of the transaction and why this transaction is in the interest of the Company	The transaction with the related party not only smoothen business operations for both the Companies, but also ensure consistent flow of desired quality and quantity of material and services without interruptions and generation of revenue and business for both the Companies to cater to their business requirements.
10	Any other information relevant or important for the shareholders to take an informed decision	All relevant/important information forms a part of this Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013

Annexure C

Details of Directors seeking appointment/re-appointment and/or fixation of their Remuneration at the ensuing Annual General Meeting Pursuant to SEBI (Listing Regulations and Secretarial Standard SS-2)

Name of Director	Abhishek Harshad Patel
Director Identification Number	05183410
Age of Director	36 Years
Date of First Appointment on Board	01.11.2012
Expertise in Specific Functional Areas	Industrialist
Qualification	Commerce Graduate with Bachelor's degree in Economics and Management
Terms and Conditions of Appointment/Re-appointment	As per Item No. 4 of the Explanatory Statement to the Notice.
Remuneration last drawn by such person, if applicable	Rs. 10.00 Lakhs per month
List of Outside Directorship held excluding Alternate Directorship	1. Total Schweisstechnik Private Limited 2. Krishak Saaj Private Limited
Chairman/Member of Committees of the Board of Directors of the Company	Member of Audit Committee, Stakeholder Relationship Committee and Finance Committee
Chairman / Member of the Committees of the Board of Directors of other companies in which he/she is a director	Nil
No. of Equity Shares held in Company	1017095
No. of Board Meetings attended during FY 2021-2022	4
Relationship with other Directors, Manager and other Key Managerial Persons of the Company	Ms. Aakanksha Patel – sister of Mr. Abhishek Patel.

Date: 08.08.2022

Place: Mumbai

Registered Office:

612 Veena Killedar Industrial Estate,
10/14, Pais Street, Byculla (W),
Mumbai-400011.

**By order of the Board
For Rishi Techtex Limited**

**Gauri Gangal
Company Secretary**