

## 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@rishitechtext.com Web: www.rishitechtext.com

### NOTICE

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of the Members of Rishi Techtex Limited will be held Wednesday, 25th day of September, 2019 at 10.15 a.m. at Indian Merchant's Chamber, 2nd Floor, Killachand Conference Room, IMC Marg, Churchgate, Mumbai 400020 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 31<sup>st</sup> March, 2019 and the Report of the Board of Directors and Auditors thereon.
- 2 To appoint a Director in place of Mr. Pranav Patel (DIN 00171387), who retires by rotation and being eligible offers himself for re-appointment.

#### AS A SPECIAL BUSINESS:

- 3 To appoint Mr. Kunal Rastogi (DIN: 01570584) as a Director on the Board and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with 160 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Kunal Rastogi (DIN: 01570584), who was appointed by the Board of Directors as an Additional Director with effect from August 09, 2019 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting; and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation."

- 4 To appoint Mr. Kunal Rastogi (DIN: 01570584) as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass with or without modifications the following Resolution as an Ordinary Resolution.

**"RESOLVED THAT** pursuant to Section 149, 152 of the Companies Act, 2013 and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company hereby approves the appointment of Mr. Kunal Rastogi (DIN: 01570584), Director of the Company, as an Independent Director, not liable to retire by rotation, and shall hold office for a term of five (5) years, commencing from August 09, 2019 till August 08, 2024."

- 5 To re-appoint Mrs. Sheela Ayyar (DIN: 06656579) as an Independent Director of the Company for second term and in this regard, to consider and if thought fit, to pass with or without modifications the following Resolution as a Special Resolution.

**"RESOLVED THAT** pursuant to Section 149, 152 of the Companies Act, 2013 and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act (including

any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mrs. Sheela Ayyar (DIN: 06656579), who was appointed as an Independent Director of the Company to hold office upto the conclusion of 35th Annual General Meeting be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for a Second Term of Five (5) years and shall hold office from the conclusion of this 35th Annual General Meeting till the conclusion of 40th Annual General Meeting."

- 6 To increase borrowing powers of the Board and authorization limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass with or without modifications the following Resolution as a Special Resolution.

**"RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and subject to such approval(s) of appropriate authorities, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the company to borrow such sum or sums of money in any manner from time to time, from any one or more Banks, Individuals, Persons, Firms, Bodies Corporate, Financial Institutions, Mutual Funds, Foreign Banks, Foreign Institutional Investors, Overseas Corporate Bodies, Overseas Mutual Funds, Trusts, Institutions, bodies, entities, or persons, whether incorporated or not and whether Indian or foreign, and whether by way of cash credit, term loans, advances, deposits, loans, Inter Corporate Deposit (ICD) or bill discounting, Deferred payment credit, guarantees, issue of Securities Bonds or other debt instruments, external commercial borrowings or by way of any other permitted mode of borrowings, whether convertible or not and whether unsecured or secured by mortgage, charge, hypothecation, lien, pledge or any other kind of security created on the assets and/ or properties of the Company or by any kind of guarantees, notwithstanding that the moneys to be borrowed, together with moneys already borrowed by the Company and outstanding at any time shall not exceed the sum of ₹75 Crores (Rupees Seventy Five Crores only), exclusive of interest and other charges on such borrowings.

**FURTHER RESOLVED THAT** consent and authority be and is hereby given to the Board to do all such acts, deeds, matters and things as it may at its discretion deem fit and proper including, if and when necessary, creation of such mortgage(s) and / or charge(s) in respect of the Securities or on the whole or substantially the whole of all or any of the undertaking(s) of the Company as contemplated by Section 180 (1) (a) of the Companies Act, 2013 in connection therewith and to execute all requisite documents or writings for giving effect to this Resolution."

**RESOLVED FURTHER THAT** Any Director or Company Secretary of the Company be and are hereby authorised to furnish a copy of the aforesaid resolution and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

Date: 09.08.2019

Place: Mumbai

By order of the Board  
For Rishi Techtex Limited

Registered Office:

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

Gauri Gangal  
Company Secretary

**NOTES:**

- A. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- B. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting.
- C. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting is annexed hereto.
- D. Attendance Slip, proxy form and route map of the venue of the AGM are annexed hereto.
- E. Members/ proxies should bring the attendance slips duly filled in for attending the meeting.
- F. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.
- G. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the Meeting.
- H. Copies of the Annual report will not be circulated at the meeting.
- I. The Register of Members and Share Transfer Books of the Company will remain closed from 19.09.2019 to 25.09.2019 (both days inclusive).
- J. As mandated by SEBI, the members are requested to update their PAN and Bank Mandate with Depository in case securities are held in dematerialized form and with Adroit Corporate Services Pvt. Ltd., the Registrar and Share Transfer Agents of the Company ("R & T Agents") in case the securities are held in physical mode. For further details members can contact the R & T Agents of the Company.
- Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
- 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.
- K. Relevant Documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays, Holidays, between 11.00 a.m. to 1.00 p.m. upto the date of AGM as well as at the AGM.
- L. Particulars required for appointment/Re-appointment of Director pursuant to sub-regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as mentioned below:
- Mr. Pranav Patel shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers himself for re-appointment. Mr. Pranav Patel, aged 50 years is a commerce graduate with over 27 years business

experience. He has been acting as Director since September, 2001. He retires by rotation and is eligible for reappointment. He is presently the Managing Director of MPD Industries Pvt. Ltd. He is holding Directorship in one listed Company, Rishi Techtex Limited and holds 1767 shares in the Company.

The information as prescribed in Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and as per Secretarial Standard – SS-2 in respect of appointment of Mr. Kunal Rastogi and reappointment of Mrs. Sheela Ayyar are given at Annexure –A to this notice.

- M. A route map showing direction to reach the venue of the 35<sup>th</sup> AGM is annexed as per the requirements of Secretarial Standard-2 on General Meeting.
- N. 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. Wednesday, 18<sup>th</sup> September, 2019 may follow the same instructions as mentioned below for E-voting.
- O. Voting through electronic means (Remote E-Voting):
- In compliance with 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 as per Regulation 44 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to cast their vote by electronic means i.e. remote e-voting, through the e-voting services provided by Central Depository Services (India) Limited ("CDSL") on all resolutions set forth in this Notice.
  - The voting period begins on Saturday, September 21, 2019 at 9.00 a.m. and ends on Tuesday, September 24, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 18, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - The facility for voting by ballot or polling paper shall also be made available at the meeting and Members of the Company as of cut off date attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
  - 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 attend the AGM but shall not be entitled to vote at the AGM. If a Member casts vote again at the AGM, then votes casts through remote e voting facility shall prevail and voting at the Meeting will be treated invalid.
  - 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 September 18, 2019.
  - 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.

7. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
8. Sudhanwa S Kalamkar & Associates.(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.
9. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of the scrutinizer, by use of ballot or polling paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e voting facility.
10. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company 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.
11. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) immediately after the result is declared and shall be simultaneously forwarded to Bombay Stock Exchange Limited.
12. The Procedure and Instructions for Remote e-voting are as under:
  - (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com), during the voting period.
  - (ii) Click on "Shareholders" tab.
  - (iii) Now, select the "RISHI TECHTEX LIMITED" from the drop down menu and click on "SUBMIT"
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login.</li> <li>• If the details are not recorded with the depository or company please enter member id/folio number in the Dividend Bank Details field as mentioned in the instruction 6 (iv).</li> </ul>

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

Click on the EVSN for the relevant <Rishi Techtex Limited> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and

the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non-Individual Shareholders and Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same and send the scan copy of Board Resolution/POA to [askus@kalamkarassociates.net](mailto:askus@kalamkarassociates.net)
- (xix) In case of members receiving the physical copy:
- (a) E voting eventNumber, User ID and Password is provided in attendance slip.
- (b) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (c) The voting period begins on September 21, 2019 at 10.00 a.m. and ends on September 24, 2019 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 18, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (d) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (e) Any person having any grievances in connection with remote e-voting may write to Ms. Gauri Gangal, Company Secretary at the Registered Office of the Company or email her at [investors@rishitechtextex.com](mailto:investors@rishitechtextex.com)

Date: 09.08.2019

By order of the Board

Place: Mumbai

For Rishi Techtex Limited

**Registered Office:**

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

Gauri Gangal  
Company Secretary

**ANNEXURE**

**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT 2013**

**Item No.3**

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, the Board of Directors of the Company appointed Mr. Kunal Rastogi (DIN: 01570584) as an Additional Director in the category of Independent Director of the Company with effect from 9th August, 2019.

In terms of the provisions of Section 161(1) of the Act, Mr. Kunal Rastogi would hold office as an Additional Director up to the date of the ensuing Annual General Meeting and is eligible to be re-appointed. The Company has also received a confirmation from Mr. Kunal Rastogi that he is not disqualified pursuant to the provisions of Section 164 (2) of the Companies Act, 2013.

The Brief Profile of Mr. Kunal Rastogi and other information required in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards on General Meetings is as per the Annexure A to the Notice.

Copy of draft letter of appointment of Mr. Kunal Rastogi setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company .

Except Mr. Kunal Rastogi, None of other Director or Key Managerial Personnel of the Company or their relatives in any way concerned or interested in the said resolution.

The Company has also received notice pursuant to Section 160 of the Companies Act 2013 from a member proposing candidature for appointment of Mr. Kunal Rastogi .

The Board of Directors on the recommendation made by the Nomination and Remuneration Committee; recommends an Ordinary Resolution set out in item no.3 of the Notice for approval of the Member.

**Item No. 4**

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and pursuant to Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time the Board recommended appointment of Mr. Kunal Rastogi as an Independent Director of the Company for a term of 5 years to hold office commencing from August 09, 2019 till August 08, 2024 and during this term he shall not be liable to retire by rotation.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act 2013.

In the opinion of the Board also he fulfills the conditions specified in the said Act for appointment as an Independent Director.

The Brief Profile of Mr. Kunal Rastogi and other information required in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards on General Meetings is as per the Annexure A to the Notice.

Except Mr. Kunal Rastogi, None of other Director or Key Managerial Personnel of the Company or their relatives in any way concerned or interested in the said resolution.

The Board of Directors on the recommendation made by the Nomination and Remuneration Committee; recommends an

Ordinary Resolution set out in item No. 4 of the Notice for approval of the Member

#### Item No. 5

The members of the Company at their Extra Ordinary General meeting held on 9th January, 2016 appointed Mrs. Sheela Ayyar as an Independent Director of the Company In terms of Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, to hold office upto the conclusion of the 35th Annual General Meeting.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term upto five years, on passing of a special resolution by shareholders.

The Company has received a declaration from Mrs. Sheela Ayyar that she meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015.

The Brief Profile of Mrs. Sheela Ayyar and other information required in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards on General Meetings is as per the Annexure A to the Notice.

Copy of draft letter of appointment of Mrs. Sheela Ayyar setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The Company has also received notice pursuant to Section 160 of the Companies Act 2013 from a member proposing candidature for appointment of Mrs. Sheela Ayyar .

Except Mrs. Sheela Ayyar, none of the Director or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the said resolution.

The Board of Directors on the recommendation made by the Nomination and Remuneration Committee; recommends the Special Resolution set out in item No. 5 of the Notice for approval of the Member.

#### Item No. 6

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto ₹75 Crores (Rupees Seventy Five Crores only). Pursuant to Section 180(1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in general meeting.

The Members at its 30th Annual General Meeting held on 30th September, 2014 passed a resolution under Section 180 (1)(c) and 180 (1) (a) of the Companies Act, 2013, approving the maximum borrowing limit of ₹20 Crores. As the Company proposes to further borrow to meet the fund requirement for expansion purpose, it is proposed to enhance the said limit to ₹75 Crores.

In order to facilitate securing the enhance borrowing made/ to be made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

None of the Director or Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

Date: 09.08.2019

Place: Mumbai

By order of the Board  
For Rishi Techtex Limited

#### Registered Office:

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

Gauri Gangal  
Company Secretary

**ANNEXURE – ‘A’**

Details of directors seeking appointment or re-appointment and /or fixation of their Remuneration at the ensuing Annual General Meeting (Pursuant to SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard SS-2)

<b>Name of Director</b>	<b>Mrs. Sheela Ayyar</b>	<b>Mr. Kunal Rastogi</b>
Director Identification No.	06656579	01570584
Date of first appointment on Board	27-07-2015	09-08-2019
Age of the Director	48 years	35 years
Qualification & Expertise	She is a commerce graduate. She is associated with Tejas Engineering & Management, a Proprietary Concern providing Consultancy and other services.	Mr. Kunal Rastogi is a Commerce Graduate from Mumbai University. He is a partner in Chemport India LLP. He has more than seven years of experience working with MNC's in his career
Term and Condition of appointment & re-appointment	The details are as per Item No. 5 of the explanatory Statement to the Notice.	The details are as per Item No. 3 & 4 of the explanatory Statement to the Notice.
List of Outside directorship held excluding alternate directorship	Rishi Laser Limited	Nil
Chairman / Member of the Committees of the Board of Directors of the Company	Chairman of Audit Committee & Member of Nomination & Remuneration Committee	Nil
Memberships/Chairmanships of Committees in other companies in which he/she is a director	Member of Nomination & Remuneration Committee	Nil
Number of Shares Held	Nil	Nil
Details of last drawn remuneration (₹)	Only Sitting Fees paid	Nil
Number of Board Meetings held and attended during the year	6	Nil
Disclosure of Relationship between Directors inter-se	Nil	Nil

# RISHI TECHEX LIMITED

CIN: L28129MH1984PLC032008

Regd. Office: 612, Veena Killedar Industrial Estate, 10-14 Pais Street, Byculla (W), Mumbai - 400 011  
Tel No. 022-23075677/23074585, Fax No. 022-230820022

## PROXY FORM

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

Name of the member(s) :

Registered address :

E-Mail Id :

Folio No/ Client Id :

DP Id :

I/We, being the member(s) of .....shares of the above mentioned company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E Mail Id: \_\_\_\_\_

Signature:.....or failing him/her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E Mail Id: \_\_\_\_\_

Signature:.....or failing him/her

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E Mail Id: \_\_\_\_\_

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Thirty Fifth Annual General Meeting to be held on Wednesday, 25<sup>th</sup> September, 2019 at 10:15 a.m. at Killachand Conference Room, 2<sup>nd</sup> Floor, Indian Merchants' Chamber, Churchgate, Mumbai 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution For
<b>ORDINARY BUSINESS</b>	
1	Adoption of Accounts
2	To appoint a Director in place of Mr. Pranav Patel (DIN 00171387), who retires by rotation and being eligible offers himself for reappointment.
<b>SPECIAL BUSINESS</b>	
3	To appoint Mr. Kunal Rastogi (DIN: 01570584) as a Director on the Board.
4	To appoint Mr. Kunal Rastogi (DIN: 01570584) as an Independent Director of the Company.
5.	To re-appoint Mrs. Sheela Ayyar (DIN:06656579) as an Independent Director of the Company for second term.
6.	To increase borrowing powers of the Board and authorization limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013

Affix  
Revenue  
Stamp

Signed this .....day of .....2019

Signature of Shareholder.....

Signature of Proxy Holders(s) .....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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**RISHI TECHTEX LIMITED**

CIN: L28129MH1984PLC032008

Regd. Office: 612, Veena Killekar Industrial Estate, 10-14 Pais Street, Byculla (W), Mumbai - 400 011  
Tel No. 022-23075677/23074585, Fax No. 022-230820022

**ATTENDANCE SLIP**

Regd. Folio \_\_\_\_\_.

35<sup>th</sup> Annual General Meeting

To be handed over at the entrance of the meeting venue.

\_\_\_\_\_  
Name of the attending member (in block letters)

\_\_\_\_\_  
Name of Proxy (in block letter to be filled in by the proxy attending instead of the members).

No. of Shares held. \_\_\_\_\_

I hereby record my presence at the 35<sup>th</sup> Annual General Meeting at Killachand Conference Room, 2<sup>nd</sup> Floor, Indian Merchants' Chamber, Churchgate, Mumbai 400 020, on Wednesday, 25<sup>th</sup> September 2019 at 10.15 a.m.

Member's / Proxy's Signature

**Notes:**

1. Interested joint shareholders may obtain attendance slip from the Registered Office of the Company.
2. Shareholders/joint shareholders proxies are requested to bring the attendance slip with them. Duplicate slip will not be issued at the entrance of the venue.

Overview

Management Discussion & Analysis

Reports & Financials

Standalone Financial Statements

## Route map to AGM Venue

