

# S R K Industries Limited

CIN: L17121MH1991PLC257750

Registered Office: A-325, Hari Om Plaza, M.G. Road, Near Om Kareshwar Temple, Borivali (East), Mumbai - 400066 (India)

Phone: 022-28959644 \* Email:- [info.investors@srkindltd.co.in](mailto:info.investors@srkindltd.co.in) \* Website:- [www.srkindltd.co.in](http://www.srkindltd.co.in)

## NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

VOTING STARTS ON	VOTING ENDS ON
Monday, 2nd December, 2019 at 09:00 a.m.	Tuesday, 31st December, 2019 at 5:00 p.m.

Dear Members,

Notice of Postal ballot is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Secretarial Standards-2 (SS-2), to transact the business mentioned in the Resolutions appended to these notice to be passed as ordinary/ Special resolution by way of Postal Ballot / E-voting.

The relevant Explanatory Statement under Section 102 of the Companies Act, 2013, pertaining to the said Resolutions setting out the material facts and the reasons thereof are annexed hereto with this Postal Ballot Notice for your consideration.

The Board of Directors of the Company (the "Board") has appointed CS Shreyans Jain, Practicing Company Secretary as the Scrutinizer to scrutinize the Postal Ballot and e-voting process in a fair and transparent manner.

Members are requested to read the instructions printed in the Form and return the same in original along with your assent (**FOR**) or dissent (**AGAINST**) in appropriate place, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on 31<sup>st</sup> December, 2019.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf the Form. Reference to Postal Ballot(s) in this Notice include vote received electronically.

Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman or any other authorized Director of the Company. The combined results of the e-voting and Postal Ballot shall be declared by the Chairman or any authorized Director of the Company on or before 02<sup>nd</sup> January, 2020 and intimated to the Stock Exchanges where the shares of the Company are listed, and displayed along with the Scrutinizer's report on the Company's website viz. [www.srkindltd.co.in](http://www.srkindltd.co.in)

### **Proposed Resolutions:**

#### **Item No. 1:- Appointment of Mr. Ratanchand D. Jain (DIN: 01604521) as Director of the Company:-**

To consider and if thought fit, to pass with or without modification(s), the following as **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and provisions of Section 152, 160 of the Companies Act, 2013 (hereinafter referred to as the act) and other applicable provisions, if any, of the Act read with 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 any other applicable Regulations, if any, consent of the shareholders be and is hereby accorded for appointment of Mr. Ratanchand D. Jain (DIN: 01604521) who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 12, 2019 as Director of the Company and whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things, to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its absolute discretion pursuant to the above Resolution."

#### **Item No. 2:- Appointment of Mr. Ratanchand D. Jain (DIN: 01604521) as Managing Director:-**

To consider and if thought fit, to pass with or without modification(s), the following as **Special Resolution**:

"**RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee, provisions of Sections 196, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification and re-enactment thereof for the time being in force) and subject to the approval of Central Government, if required, consent of the members be and is hereby accorded for the appointment of Mr. Ratanchand D. Jain (DIN 01604521), as the Managing Director of the Company on the remuneration of upto Rs.60 Lacs Per annum (inclusive of salary perquisites, benefits, incentives and allowances) for a term of three (3) years with effect from 12.10.2019 to 11.10.2022 and on such other terms and conditions as mentioned in appointment letter with liberty and authority to the Board of Directors to alter and vary such terms and conditions of the said appointment from time to time within the limits.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may pay the above remuneration as the minimum remuneration subject to the provision of Section 196, 197 read with provisions as mentioned in the Schedule V and all other applicable provisions of Companies Act, 2013.

**RESOLVED FURTHER THAT** Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things, to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its absolute discretion pursuant to the above Resolution."

#### **Item No. 3:- Appointment of Mr. Harsh M. Mehta (DIN 08315401) as Director:-**

To consider and if thought fit, to pass with or without modification(s), the following as **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and provisions of Section 152, 160 of the Companies Act, 2013 (hereinafter referred to as the act) and other applicable provisions, if any, of the Act read with 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 any other applicable Regulations, if any, consent of the shareholders be and is hereby accorded for appointment of Mr. Harsh M. Mehta (DIN 08315401) who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 12, 2019 as Director of the Company and whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things, to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its absolute discretion pursuant to the above Resolution."

**Item No. 4:- Appointment of Mr. Harsh M. Mehta (DIN 08315401), as Whole-time Director:**

To consider and if thought fit, to pass with or without modification(s), the following as **Special Resolution**:

**“RESOLVED FURTHER THAT** pursuant to recommendation of Nomination and Remuneration Committee, provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification and re-enactment thereof for the time being in force) and subject to the approval of Central Government, if required, consent of the members be and is hereby accorded to appoint Mr. Harsh M. Mehta (DIN 08315401), as Whole-time Director designated as Executive Director and Chief Financial Officer (ED & CFO) of the Company on the remuneration of up to Rs.7,00,000 per annum (inclusive of salary perquisites, benefits, incentives and allowances) for a period of three (3) years with effect from 12.10.2019 to 11.10.2022 on such terms and conditions as set out in the appointment letter, with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the limits.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may pay the above remuneration as the minimum remuneration subject to the provision of Section 196, 197 read with provisions as mentioned in the Schedule V and all other applicable provisions of Companies Act, 2013.

**RESOLVED FURTHER THAT** Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things, to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its absolute discretion pursuant to the above Resolution.”

**Item No. 5:-Appointment of Mr. Jinang V. Shah (DIN08571231), as Non-Executive Independent Director:**

To consider and if thought fit, to pass with or without modification(s), the following as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150 & 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force Mr. Jinang V. Shah (DIN 08571231), who was appointed as an Additional Director of the Company effective from October 12, 2019, and who has provided a declaration that he meets the criteria for independence as mentioned in Section 149(6) of the Act, be and is hereby appointed as an Independent Director, not liable to retire by rotation to hold office for a term up to five consecutive years commencing from October 12, 2019 till October 11, 2024 be and is hereby approved.

**RESOLVED FURTHER THAT** Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things, to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its absolute discretion pursuant to the above Resolution.”

**Item No. 6:- Appointment of Mr. Pinakin P. Mehta (DIN 08571320), as Non-Executive Independent Director:**

To consider and if thought fit, to pass with or without modification(s), the following as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150 & 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force Mr. Pinakin P. Mehta (DIN 08571320), who was appointed as an Additional Director of the Company effective from October 12, 2019 and who has provided a declaration that he meets the criteria for independence as mentioned in Section 149(6) of the Act, be and is hereby appointed as an Independent Director, not liable to retire by rotation to hold office for a term up to five consecutive years commencing from October 12, 2019 till October 11, 2024 be and is hereby approved.

**RESOLVED FURTHER THAT** Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things, to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its absolute discretion pursuant to the above Resolution.”

**Item No. 7-Approval of Material Related Party Transactions:**

To consider and if thought fit, to pass with or without modification(s), the following as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 and other applicable provisions, if any, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and the company’s policy on Related Party Transaction(s) and such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the members be and is hereby accorded to the proposed Transactions with following related parties as defined under Section 2(76) of the Companies Act 2013 and Listing Regulations for sales, purchase or supply of any good and/or material directly or through appointment of agent and selling or otherwise disposing of or buying, renting and leasing properties of any kind availing or rendering or availing of any services or giving or / and taking of loan or providing security or guarantee for loan taken by them or reimbursement of any transaction with related parties on such terms and conditions as may be mutually agreed upon with the following related parties;

Sl. No.	Name of Related Party	Terms	Nature of Relationship	Value (Rs. In Crores)
1.	Sumati Spintex Private Limited	As per Contract	Relative of the Promoter/Director are member/Director and has significant influence	150 p.a.
2.	Raj Rajendra Industries Limited	As per Contract	Director and relatives of the Promoter / Director are member/Director and has significant influence	25 p.a.
3.	Rishabraj Infra LLP	As per Contract	Director and his relative is partner	20 p.a.
4.	Rishabraj Estate Developers Private Limited	As per Contract	Relative of the Promoter/Director are member/Director and has significant influence	30 p.a.

**RESOLVED FURTHER THAT** Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be required and to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its absolute discretion pursuant to the above Resolution.”

**Item No. 8-To approve alteration in object Clause of the Memorandum of Association of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby amended as follows;

The existing Main Objects of Clause III (A) be amended by addition of following new Clause III(A) (5) which is defined as under:

“III (A) (5) To carry on in India or abroad the business of exporters, Importers, distributors, merchants, traders, commission agent, agency, stockiest, buy, sell, distribute or otherwise deal in commodities, goods, articles, materials and things of every description and kind such as all types of beverages, chemicals and mixtures, electronics and electrical goods, fertilizers, foods (canned or otherwise) goods, Glasses, agricultural products, metals including precious metals, steel, precious stones, diamonds, petroleum and energy products and all other commodities and commodity securities, in spot markets and in futures and all kinds of derivatives of all the above commodities and commodity securities, machineries and equipments, and to buy sell in land, open plots, materials, packing materials, paper and pulp products, photographic film and paper, PVC and resins, Rubber goods, cement, engineering and scientific instruments, oil of all kinds, coal timber, cotton wool, jute, fiber, seed grains rice, wheat, pulses fruits and vegetables, tea, coffee, sugar, gum, tobacco, spices, silk, art silk, oil cakes, oil seeds paints, varnishes, dyes matches, cutlery, jewellery, diamonds, precious metals, groceries, all types of household articles and appliances, medicines, drugs, medical and pharmaceutical product and appliances, live stocks, hider, skin leather and good made there from, hosiery, textiles of all kinds products, readymade garments.

**RESOLVED FURTHER THAT** necessary revision in numbering the clauses of the Memorandum of Association of the Company shall be carried out.

**RESOLVED FURTHER THAT** Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be required and to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its absolute discretion pursuant to the above Resolution.”

**Item No. 9: - To approve Change in name of the Company and alteration of Memorandum and Articles of Association:**

To consider and if thought fit, to pass with or without modification(s), the following as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provision of Section 4, 13 and 14 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or re-enactment thereof, for the time being in force), provisions of the Memorandum and Articles of Association of the Company and subject to approval of the Central Government (power delegated to Registrar of Companies), the consent of the members be and is hereby accorded to change the name of the Company from “S R K Industries Limited” to “RRIL Limited.

**RESOLVED FURTHER THAT** pursuant to Section 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re-enactment thereof) the name “S R K Industries Limited” wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the new name “RRIL Limited.

**RESOLVED FURTHER THAT** Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be required and to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its absolute discretion pursuant to the above Resolution.”

**By Order of the Board  
For S R K Industries Limited  
Sd/-  
(Sanjay Vishwakarma)  
Company Secretary & Compliance Officer**

**Date: 23<sup>rd</sup> November, 2019**

**Place: Mumbai**

**Notes:**

1. The relevant Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 setting out material facts and reasons for the proposed Resolution is annexed hereto.
2. The Notice is being sent to all the Members, whose name appears in the Register of Members / Record of Depositories as on the record date i.e. 22<sup>nd</sup> November, 2019.
3. In compliance of the provisions of Section 108, 110 of the Companies Act, 2013 and the rules of the Companies (Management and Administration) Rules, 2014, and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide its Members the facility to exercise their right to vote on the postal ballot through the Electronic Voting (e-voting) Services provided by National Securities Depository Limited (NSDL). E-voting is available from 2<sup>nd</sup> December, 2019 (9:00 AM) to 31<sup>st</sup> December, 2019 (5:00PM). Members are requested to refer to instructions for e-voting, appended to this Notice.
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 Notice of Postal Ballot may be served on the Shareholders through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot alongwith physical Postal Ballot Form through courier / post. Member who have received Postal Ballot Notice by email and who wish to vote through physical Form may do so by requesting Company or downloading the Form from the Company's website [www.srkindltd.co.in](http://www.srkindltd.co.in).
5. Members can opt for only one mode of voting i.e. either by Ballot or through e-voting. In case you are opting for voting by Ballot then please do not cast your vote by e-voting and vice – versa. In case members cast their votes both by Ballot and e-voting, the votes cast through ballot shall prevail and the votes cast through e-voting shall be considered invalid.
6. Members who have not registered their e-mail ID are requested to register the same with the Company's Registrar and Transfer Agent / Depositories in order to receive the Company's Annual Report and other communications electronically.

**7. PROCESS FOR SHAREHOLDERS OPTING FOR E-VOTING:**

**Voting electronically using NSDL e-Voting system.**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at [https:// eservices.nsd.com/](https://eservices.nsd.com/) with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the evoting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company i.e. “112650” to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [shreyanscs@gmail.com](mailto:shreyanscs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## **EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out all the material facts relating to the Notice of the Postal Ballot of the Company to be held on dated as mentioned aforesaid.

### **Item No. 1 & 2:-Appointment of Mr. Ratanchand D. Jain as Managing Director of the Company**

Based on the recommendation of the Nomination and Remuneration Committee and consequent to change and takeover of the management control of the Company, the Board of Directors at its meeting held on October 12, 2019 and pursuant to provisions of Section 152, 161 of the Companies Act, 2013 had appointed Mr. Ratanchand D. Jain (DIN: 01604521), as an Additional Director of the Company and his term as Additional Director comes to an end on ensuing Annual General Meeting of the Company. Pursuant to provisions of Section 160 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Article of Association of the Company has received notice from a candidate himself proposing candidature of Mr. Ratanchand D. Jain for the office of Director of the Company.

The Board has also approved and recommended his appointment as Managing Director of the Company for a term of 3 years and remuneration payable to him as per terms and conditions approved. Considering the experience and expertise of Mr. Ratanchand D. Jain the Board is of the opinion that his induction as a Managing Director would immensely benefit the Company.

The terms and conditions of appointment of Mr. Ratanchand D. Jain shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company.

His Brief profile in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard is given in **Annexure A** to this explanatory statement.

The members are requested to approve item No. 1 by way of Ordinary Resolution and Item No. 2 by way of passing a Special Resolution.

Mr. Ratanchand D. Jain is interested and concerned in the Resolution mentioned at Item No. 1 & 2 of the Notice. Other than him, no other Director, Key Managerial Personnel or their respective relatives, in any way, are concerned or interested in the Resolution mentioned at Item No. 1 & 2 of the accompanying Notice.

### **Item No. 3 and 4:- Appointment of Mr. Harsh M. Mehta (DIN 08315401), Whole-time Director:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Article of Association of the Company, appointed Mr. Harsh M. Mehta (DIN 08315401), as an Additional Director of the Company and his term as Additional Director comes to an end on ensuing Annual General Meeting of the Company. Pursuant to provisions of Section 160 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Article of Association of the Company has received notice from a member proposing candidature of Mr. Harsh M. Mehta for the office of Director of the Company.

Further on the recommendation of the Nomination and Remuneration Committee the Board has also appointed Mr. Mehta as Whole-time Director of the Company with effect from October 12, 2019 for a term of 3 years and on such remuneration and terms and conditions as approved. Mr. Mehta is also appointed as Chief Financial Officer (CFO) of the Company and designated as Executive Director and Chief Financial officer (ED & CFO) of the Company subject to the approval of the members.

The terms and conditions of appointment of Mr. Mehta shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company.

His Brief profile in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard is given in **Annexure A** to this explanatory statement.

The members are requested to approve item No. 3 by way of Ordinary Resolution and Item No. 4 by way of passing a Special Resolution.

Except **Harsh M. Mehta**, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested in the Resolution mentioned at Item No. 3 and 4 of the accompanying Notice.

### **Item No. 5:- Appointment of Mr. Jinang V. Shah (DIN 08571231), as Non-Executive Independent Director:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the company at its meeting held on October 12, 2019 & pursuant to provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Article of Association of the Company, appointed Mr. Jinang V. Shah (DIN: 08571231), as an Additional Director (Independent Director) of the Company with effect from October 12, 2019 for term of 5 years, his term as Additional Director comes to an end at the ensuing Annual General Meeting and Pursuant to Section 160 the Company has received a notice in writing from a Candidate himself under Section 160(1) of the Act proposing the candidature of Mr. Jinang V. Shah for the office of a Director of the Company. He has consented to act as an Independent Director of the Company.

In terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Regulations"), Mr. Jinang V. Shah is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and under the Regulation 16 (1)(b) of the SEBI Regulations.

The terms and conditions of appointment of Mr. Jinang V. Shah shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company.

His Brief profile in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard is given in **Annexure A** to this explanatory statement.

The Board commends the resolution as set out at Item No. 5 of the accompanying Notice for the approval by the Members of the Company by way of an Ordinary Resolution.

Except Mr. Jinang V. Shah, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested in the Resolution mentioned at Item No. 5 of the accompanying Notice.

### **Item No. 6:- Appointment of Mr. Pinakin P. Mehta (DIN 08571320), as Non-Executive Independent Director**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the company at its meeting

held on October 12, 2019 & pursuant to provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as “the Act”) read with Article of Association of the Company, appointed Mr. Pinakin P. Mehta (DIN: 08571320), as an Additional Director (Independent Director) of the Company with effect from October 12, 2019 for term of 5 years, his term as Additional Director comes to an end at the ensuing Annual General Meeting and Pursuant to Section 160 the Company has received a notice in writing from a Candidate himself under Section 160(1) of the Act proposing the candidature of Mr. Pinakin P. Mehta for the office of a Director of the Company. He has consented to act as an Independent Director of the Company.

In terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Regulations”), Mr. Pinakin P. Mehta is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and under the Regulation 16 (1)(b) of the SEBI Regulations.

The terms and conditions of appointment of Mr. Pinakin P. Mehta shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company.

His Brief profile in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard is given in **Annexure A** to this explanatory statement.

The Board commends the resolution as set out at Item No. 6 of the accompanying Notice for the approval by the Members of the Company by way of an Ordinary Resolution.

Except Mr. Pinakin P. Mehta, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested in the Resolution mentioned at Item No. 6 of the accompanying Notice.

**Item No. 7-Approval of Material Related Party Transactions:**

Based on the recommendation of the Audit Committee, the Board of Directors of the Company & Pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and Rules made there under and provisions of Listing Regulations 2015, the company can enter into material transactions(s) or contract(s) etc, with related party/ies with the approval of the members of the Company. In view of established long terms customer relationship in textile business and availability of reasonable amount of resources the company will continue to have its business with the Companies which are now under the control of the new management and it also require to carry out transaction with name in the nature of loans or securities being provided for the loans taken as mentioned above.

Company is expected to enter into transaction or contract with following parties and which are expected to be material in nature under Listing Regulation;

Sl. No.	Name of Related Party	Terms	Nature of Relationship	Value (Rs. In Crores)
1.	Sumati Spintex Private Limited	As per Contract	Relative of the Promoter / Director are member / Director and has significant influence	150 p.a.
2.	Raj Rajendra Industries Limited	As per Contract	Director and relatives of the Promoter / Director are member / Director and has significant influence	25 p.a
3.	Rishabraj Infra LLP	As per Contract	Director and his relative is partner	20 p.a.
4.	Rishabraj Estate Developers Private Limited	As per Contract	Relative of the Promoter/Director are member / Director and has significant influence	30 p.a.

Pursuant to provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015, all Material Related Party Transactions although require approval of the members through an Ordinary Resolution.

In terms of the provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015 none of the related party and their relatives will vote to approve the said resolution.

The draft contracts and/or agreements or arrangements have been approved by the Audit Committee and Board is open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company.

The Board recommends the resolution as set out at Item No. 7 of the accompanying Notice for the approval by the Members of the Company by way of an Ordinary Resolution.

Except Mr. Ratanchand D Jain and their relatives, to the extent of their shareholding interest, if any, in the company/ies none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested in the Resolution mentioned at Item No. 7 of the accompanying Notice.

**Item No. 8- Approve alteration in object Clause of the Memorandum of Association of the Company:**

The Board at its meeting held on 23<sup>rd</sup> November, 2019 has approved change of Object clause and alteration of the MOA of the Company under Companies Act, 2013 since this object will enhance the business opportunities for the company.

As per the provisions of Sections 13 and 14 of the Companies Act, 2014, approval of the shareholders is required to be accorded for alter in object of the Company and consequent alteration in the Memorandum of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders' approval.

The Board recommends the resolution as set out at Item No. 8 of the accompanying Notice for the approval by the Members of the Company by way of a Special Resolution.

None of the Directors, Key managerial personals (“KMP”) or their relatives, in any way, are concerned or interested in the said resolution.

**Item No. 9- To approve the Change of name of the Company & Memorandum and Articles of Association:**

The Company with the approval of requisite authorities has undergone change in the management with a view to give new identity to the Company. The new management of the Company propose to change the name of the Company for which the Board of Directors in its meeting held on 23<sup>rd</sup> November, 2019, approved the proposal to change the name of the Company from S R K Industries Limited to “RRIL Limited” or any other name as may be approved by Central Government, Registrar of Companies and any other Regulatory Authority whether under Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable.

Further the Company had made an application to Central registration Centre, Ministry of Corporate Affairs for availability of name "RRIL Limited" and accordingly the Registrar vide its letter dated 22<sup>nd</sup> November, 2019 had made the name available to the Company.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 and 14 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders' approval.

It is requested to note that the draft of the Altered Memorandum of Association and Article of Association of the Company shall be open for inspection of the members at the registered office during normal Business Hours on all working days (i.e. except Saturday(s), Sunday(s) and Public Holidays).

None of the Directors, Key managerial personals ("KMP") or their relatives, in any way, are concerned or interested in the said resolution.

**Date: 23<sup>rd</sup> November, 2019**  
**Place: Mumbai**

**By Order of the Board**  
**For S R K Industries Limited**  
**Sd/-**  
**(Sanjay Vishwakarma)**  
**Company Secretary & Compliance Officer**

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**Annexure A**

Other particulars pertaining to the Company, which are required to be disclosed as per Section II of Part II of the Schedule V of the Companies Act, 2013

**Brief profile of the Directors seeking appointment/re-appointment, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard, is furnished below:-**

	1	2
Name of Director	Ratanchand Deshmal Jain	Harsh M. Mehta
DIN	01604521	08315401
Age	62 years	32 years
Qualification	S.S.L.C. passed	Commerce Graduate
terms and conditions of appointment & Last Remuneration	Terms and Condition are as decided by the Board. No remuneration has been paid to him in the last year	Terms and Condition are as decided by the Board. No remuneration has been paid to him in the last year
date of first appointment on the Board	12.10.2019	12.10.2019
nature of his expertise/experience in specific functional areas	He is the promoter Director and has more than four (4) decades of experience in field of Textile Sector ranging from manufacturing of yarns to weaving of suiting and shirting and 10 year experience in the field of Construction area.	He has approximately more than 7 years of experience in Finance and Textile Industry.
disclosure of relationships between directors inter-se	None of Directors are related	None of Directors are related
Other directorship and the membership of Committees of the Listed Co.	Raj Rajendra Industries Limited	SGR Techno Skill Private Limited
shareholding in Company	48.99%	NIL
number of Meetings of the Board attended during the year (FY 2018-19)	N.A	N.A

	3	4
Name of Director	Jinang V. Shah	Pinakin P. Mehta
DIN	08571231	08571320
Age	23 years	47years
Qualification	Bachelor of Architecture	Commerce Graduate
terms and conditions of appointment & Last Remuneration	Terms and Condition are as decided by the Board. No remuneration has been paid to him in the last year	Terms and Condition are as decided by the Board. No remuneration has been paid to him in the last year
date of first appointment on the Board	12.10.2019	12.10.2019
nature of his expertise/experience in specific functional areas	He is an Independent director and has vast experience in Infrastructure (construction) area.	He is an Independent director and has vast experience in textile.
disclosure of relationships between directors inter-se	None of Directors are related	None of Directors are related
Other directorship and the membership of Committees of the Listed Co.	NIL	NIL
shareholding in Company	NIL	NIL
number of Meetings of the Board attended during the year	N.A	N.A