

August 22, 2022

To,  
Department of Corporate Services,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

Scrip Code: 531307 / Scrip ID: RRIL

**Sub: Submission of Notice of 31<sup>st</sup> Annual General Meeting (AGM) under Regulation 30(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

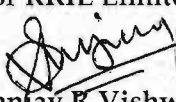
We hereby wish to inform you that the 31<sup>st</sup> Annual General Meeting of the members of the Company will be held on Wednesday, September 14, 2022 at 12:30 p.m. (IST) through video conferencing ('VC') or other audio-visual means ('OAVM').

Pursuant to Regulation 30(6) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby submit the Notice of the 31<sup>st</sup> Annual General Meeting of the Company. A copy of the Annual Report along with the notice of Annual General Meeting is being sent to all the shareholders through electronic mode whose e-mail id's are registered with the Company.

The notice of AGM and Annual Report are also available on the website of the Company i.e. <https://www.rrillimited.com/wp-content/uploads/2022/08/RRIL-AR-2021-22.pdf>.

This is for your information and records.

Thanking you.  
For RRIL Limited

  
Sanjay R Vishwakarma  
Company Secretary & Compliance officer



Encl: a/a



**Registered office:** A-325, Hariom Plaza, M.G. Road, Near Omkareshwar Temple,  
Borivali East, Mumbai – 400066. Ph. 022 - 2895 9644  
www.rrilimited.com | e-mail : office@rrilimited.com | CIN : L17121MH1991PLC257750

### NOTICE TO SHAREHOLDERS

**Notice** is hereby given that the **Thirty First (31<sup>st</sup>) Annual General Meeting (“AGM”)** of the Members of **RRIL Limited** will be held on Wednesday, September, 14 2022 at 12.30 P.M., through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company situated at A-325, Hariom Plaza, M.G. Road, Borivali (East), Mumbai – 400066, Maharashtra.

#### ORDINARY BUSINESS:

1. To receive, consider and adopt
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 along with the report of the Board of Directors, and the Auditors thereon.
  - b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2022, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Ratanchand D. Jain (DIN: 01604521), who retires by rotation and, being eligible offers himself for re-appointment.
3. To re-appoint M/s. Subramanian Bengali & Associates, Chartered accountants (Firm Reg. No. 127499W) as statutory auditors of the Company and to fix their remuneration for the second term of 5 years.

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Subramanian Bengali & Associates, Chartered Accountants, having Firm registration No. 127499W be and are hereby re-appointed as the Statutory Auditors of the Company for the second term, who shall hold office from the conclusion of this 31<sup>st</sup> Annual General Meeting till the conclusion of the 36<sup>th</sup> Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

#### SPECIAL BUSINESS:

##### 4. Dispatch of documents by specific mode.

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 Section 20 and other applicable provisions of the Companies Act 2013 (“the Act”) read with relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded for dispatch of the documents, notices, annual reports, correspondence in a specific mode i.e. speed post, registered post or any other mode, as allowed under the provisions of the Act, to the shareholders from whom the Company may receive such request from time to time, by charging the actual expenses incurred by the Company for dispatching such documents or correspondences to the shareholder or such other amount or course of action as may be decided by the Board of Directors from time to time.”

##### 5. **Re-appointment of Mr. Ratanchand D. Jain (DIN: 01604521), as Managing Director.**

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

“**RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee and provisions of Section 196, 197 and 203 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 pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“Listing Regulations”) consent of the members be and is hereby accorded for the re-appointment of Mr. Ratanchand D. Jain (DIN 01604521), as the Managing Director and Key Managerial Personnel of the Company for a period of 5 years with effect from 12.10.2022 on the remuneration of upto Rs.1 crore Per annum (inclusive of salary perquisites, benefits, incentives and allowances) 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.”

**6. Re-appointment of Mr. Harsh M. Mehta (DIN: 08315401), as Whole Time Director.**

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

“**RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee, provisions of Sections 196, 197 and 203 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 pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“Listing Regulations”) consent of the members be and is hereby accorded for re-appointment of Mr. Harsh M. Mehta (DIN 08315401), as Whole-time Director designated as Executive Director and Chief Financial Officer (ED & CFO) of the Company for a period of 3 years with effect from 12.10.2022 on the remuneration of up to Rs.10 Lacs per annum (inclusive of salary perquisites, benefits, incentives and allowances) 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.”

**7. Approval for Material Related Party Transactions with Sumati Spintex Private Limited:**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter / continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Sumati Spintex Private Limited falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate value upto Rs.45 Crores (Rupees Forty Five Crore only) over a period of 36 months starting from 1<sup>st</sup> 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 however 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.”

**8. Approval for Material Related Party Transactions with Rishabraj Infra LLP:**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an

individual transaction or transactions taken together or series of transactions or otherwise) with Rishabraj Infra LLP falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate value upto Rs.45 Crores (Rupees Forty Five Crore only) over a period of 36 months starting from 1<sup>st</sup> 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 however 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."

**9. Approval for Material Related Party Transactions with Rishabraj Estate Developers Private Limited:**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Rishabraj Estate Developers Private Limited falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate value upto Rs.100 Crores (Rupees One Hundred Crores only) over a period of 36 months starting from 1<sup>st</sup> 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 however 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."

**10. Approval in terms of the provisions of Section 185 of the Companies Act, 2013:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactments thereof, for the time being in force, read with the relevant rules framed thereunder and subject to such approvals, consents, sanctions and permissions as may be required, consent of the members of the company be and is hereby accorded to the Board of Directors to advance loan, to give guarantee or to provide any security in connection with any loan taken, by Rishabraj Estate Developers Private Limited, a company in which a Director of the company is interested (hereinafter referred as "borrowing company") to the extent of Rs.15 Crore (Rupees Fifteen Crore only) to be utilized for the principal business activities of the borrowing company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof) be and is hereby authorised to negotiate, finalise and agree to such terms and conditions as are beneficial to the Company and to take all necessary steps, to execute all such documents, deeds, instruments and writings and to do all such acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto, as the Board may think fit and suitable."

**For and on behalf of the Board of  
RRIL Limited**

**Place: Mumbai  
Dated: 12.08.2022**

**Sanjay Vishwakarma  
Company Secretary & Compliance officer**

**NOTES:**

The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the Items No. 5 and 6 and the Special Business given in the Notice of the Annual General Meeting (AGM), the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Clause 1.2.5 of the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment / re-appointment as a Director at this AGM is furnished as Annexure - A to the Notice. The details of the Material Related Party Transactions, as required under the SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021, is furnished as Annexure – B to the Notice.

The Ministry of Corporate Affairs (MCA) by Circular No.14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 read with Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated May 12, 2020 (the said Circulars) had permitted sending of the Notice of AGM along with Annual Report only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories as well as conducting the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of Members at a common venue.

MCA by Circular No. 2/2022 dated May 05, 2022 and SEBI vide its Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 have extended the above exemptions till December 31, 2022.

In view of aforesaid circulars, the Annual General Meeting of the Members of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

The Notice of the Annual General Meeting along with the Annual Report for the financial year 2021-22 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA Circulars and circular issued by Securities and Exchange Board of India ("SEBI"). Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2021-22 will also be available on the Company's website [www.rrilimited.com](http://www.rrilimited.com); websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

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 for 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.

1. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-voting, participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained below.
2. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Wednesday, September 7, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), setting out the material facts relating to Special Business to be transacted at 31<sup>st</sup> AGM, as set out in this Notice is annexed hereto.
4. Further additional information, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), in respect of Directors seeking appointment/ reappointment at this AGM as mentioned in Item No. 5 and 6 of this AGM Notice is also annexed hereto.
5. 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, Attendance Slip and Route Map are not annexed to this Notice.
6. Corporate Shareholders intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer (Shreyans Jain & Co., Company Secretaries in Practice), NSDL and the Company, a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the AGM. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered email address to [shreyanscs@gmail.com](mailto:shreyanscs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [office@rrilimited.com](mailto:office@rrilimited.com).
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. 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 Companies Act, 2013.

9. Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, Register of Contracts and Arrangements in which the Directors and Key Managerial Personnel are interested, maintained under Section 189 of the Act, may please be sent to office@rrillimited.com.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 8 to Wednesday, September 14, 2022 (both days inclusive) for the purpose of Annual General Meeting.
11. All the documents in connection with the accompanying Notice and Explanatory Statement are available for inspection and request regarding the same may please be sent on office@rrillimited.com.
12. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details, to their Depository Participant(s) (DPs) in case the shares are held by them in electronic form and to Purva Sharegistry (India) Pvt Ltd, Registrar and Share Transfer Agent of the Company in case the shares are held by them in physical form.
13. In accordance with the Circular the Annual Report of the Company for the Financial Year ended March 31, 2022, and the Notice of AGM are being sent through electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s) or Purva Sharegistry India Pvt Ltd. Cut-off date for sending notice of AGM is Friday, August 19, 2022.
14. Members are requested to support "Green Initiative" by registering / updating their e-mail address(es) with the Depository Participant(s) (in case of Shares held in dematerialized form) or with RTA (in case of Shares held in physical form). Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, MCA Circulars and SEBI Circulars, companies can serve Notice Calling the AGM along with the Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding shares in dematerialized form are requested to register (or update, in case of any change) their e-mail address with their Depository Participant(s), if not already registered / updated and Members holding shares in physical form are requested to register (or update, in case of any change) their e-mail address with RTA by sending email at support@purvashare.com, to enable the Company to send electronic communications.
15. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Registrar and Share Transfer Agent of the Company, viz. support@purvashare.com along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s). In case of any queries / difficulties in registering the e-mail address, Members may write to office@rrillimited.com.
16. The venue of the 31<sup>st</sup> AGM shall be deemed to be the Registered Office of the Company at A-325, Hari Om Plaza, M.G. Road, Near Omkareshwar Temple, Borivali (East), Mumbai-400066.
17. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**  

The remote e-voting period begins on Saturday, September 10, 2022 at 09.00 A.M. and ends on Tuesday, September 13, 2022 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 7, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 7, 2022.

**How do I vote 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: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="599 164 1311 447">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: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> 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 options available against company name or e-Voting service provider – NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="599 456 1311 552">2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="599 560 1311 864">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="599 873 1311 951">4. Shareholders/Members can also download NSDL mobile app “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p data-bbox="662 960 998 986"><b>NSDL Mobile App is available on</b></p> <div data-bbox="662 1003 998 1159">     </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="599 1189 1311 1315">1. Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li data-bbox="599 1324 1311 1402">2. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li data-bbox="599 1411 1311 1611">3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>  Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.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.
5. 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***

6. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - d) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - e) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - f) 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 etc.
  - g) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system. How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN 121013" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
3. In case shares are held in physical mode please provide 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 Aadhar card) by email (Company's email id).
4. Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing demat account number / Folio number, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card),

AADHAR (self attested scanned copy of Aadhar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.

- In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be 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 in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu.
- The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at [office@rrillimited.com](mailto:office@rrillimited.com) from Friday, September 9, 2022 (9:00 a.m. IST) to Monday, September 12, 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- Shreyans Jain & Co., Company Secretaries in Practice (Proprietor) has been appointed by the Board of Directors as the Scrutinizer to scrutinize the remote e-voting as well as the e-voting process to be conducted at the 31<sup>st</sup> AGM, in a fair and transparent manner.
- The Scrutinizer shall immediately after 15 minutes from the conclusion of voting at the Meeting, will unblock and count the votes cast during the meeting and through remote e-voting, in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director or Company Secretary authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The Results shall be declared not later than 48 (forty-eight) hours from conclusion of the AGM. The Results declared along with the Scrutinizer's Report will be placed on the website of the Company at [www.rrillimited.com](http://www.rrillimited.com) immediately after the Result is declared by the Chairman and will simultaneously be forwarded to BSE Limited, where Equity Shares of the Company are listed.
- Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, September 14, 2022.

**For and on behalf of the Board of  
RRIL Limited**

**Place: Mumbai  
Dated: 12.08.2022**

**Sanjay Vishwakarma  
Company Secretary & Compliance officer**

## ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

#### Item No. 3

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), however, the same is strictly not required as per Section 102 of the Act.

The Members at the twenty-sixth Annual General Meeting ("AGM") of the Company held on September 29, 2017, had approved the appointment of M/s. Subramanian Bengali & Associates, Chartered Accountants (Firm Registration No.: 127499W), as Statutory Auditors of the Company, to hold office till the conclusion of the thirty-first AGM.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on August 12, 2022, proposed the re-appointment of M/s. Subramanian Bengali & Associates, Chartered Accountants (Firm Registration No.: 127499W), as the Statutory Auditors of the Company, for a second term from the conclusion of thirty-first AGM till the conclusion of thirty-sixth AGM of the Company to be held in the year 2027, at a remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors.

M/s. Subramanian Bengali & Associates, have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 3 of the Notice.

#### Item No. 4

In terms of the provisions of Section 20 of the Companies Act 2013, a shareholder can request the Company to send him all documents, notices, Annual reports, Correspondence only through the specified mode under expenses to be borne by him as may be decided in the Annual General Meeting. As the Company has received such request and may receive such requests from time to time, the consent of the members is sought for dispatch of the documents, notices, annual reports, correspondence in a specific mode i.e speed post, registered post or any other mode, as allowed under the provisions of the Companies Act 2013, to such shareholders by charging the actual expenses incurred by the Company for dispatching such documents or correspondences to the shareholder or such other amount or course of action as may be decided by the Board of Directors from time to time.

The Board Recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members of the Company.

None of the Directors and /or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution.

#### Item No. 5

The members of the Company on December 31, 2019 vide postal ballot / e-voting approved the appointment of Mr. Ratanchand D. Jain as Managing Director of the Company for a period of 3 years from October 12, 2019 to October 11, 2022 on remuneration of upto 60 lacs per annum. The present tenure will expire on October 11, 2022.

Under the dynamic and able leadership of Mr. Ratanchand D. Jain the Company crossed various milestones and enhanced the stakeholders' value. Taking into consideration, the valuable contributions made by Mr. Ratanchand D. Jain and the need for his strategic directions for the future growth of the Company, the Nomination and Remuneration Committee recommended his re-appointment on the terms and conditions including remuneration as set out hereunder.

As recommended by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 12, 2022, unanimously approved the re-appointment of Mr. Ratanchand D. Jain as the Managing Director of the Company and remuneration payable for a period of five years i.e. with effect from October 12, 2022 to October 11, 2027, pursuant to the provisions of the Act, subject to the approval of the members of the Company.

The approval of the members by way of special resolution is sought for Mr. Ratanchand D. Jain's reappointment as Managing Director and for payment of remuneration to him for a period of 5 years from October 12, 2022 to October 11, 2027.

The Board, after taking into consideration, the valuable contributions made by Mr. Ratanchand D. Jain and based on the recommendation of the Nomination and Remuneration Committee, unanimously recommends the special resolution as set out at item no. 5 of this notice.

Except Mr. Ratanchand D. Jain, Managing Director, 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**

The members of the Company on December 31, 2019 vide postal ballot / e-voting approved the appointment of Mr. Harsh Mehta as Whole Time Director designated as Executive Director & Chief Financial Officer of the Company for a period of 3 years from October 12, 2019 to October 11, 2022 on remuneration of upto 7 lacs per annum. The present tenure will expire on October 11, 2022.

As recommended by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 12, 2022, unanimously approved the re-appointment of Mr. Harsh Mehta as the Whole Time Director designated as Executive Director & Chief Financial Officer of the Company and remuneration payable for a period of three years i.e. with effect from October 12, 2022 to October 11, 2025, pursuant to the provisions of the Act, subject to the approval of the members of the Company.

The approval of the members by way of special resolution is sought for Mr. Harsh Mehta's reappointment as Whole Time Director designated as Executive Director & Chief Financial Officer and for payment of remuneration to him for a period of 3 years from October 12, 2022 to October 11, 2025.

The Board, after taking into consideration, the valuable contributions made by Mr. Harsh Mehta and based on the recommendation of the Nomination and Remuneration Committee, unanimously recommends the special resolution as set out at item no. 6 of this notice.

Except Mr. Harsh Mehta, Whole Time Director, 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**

The Securities and Exchange Board of India ("SEBI"), vide its notification dated November 9, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("Amendments") introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The aforesaid amendments inter-alia included replacing of current threshold i.e. 10% (ten percent) of the listed entity's consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders' approval with the threshold of lower of Rs.1,000 crore (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Accordingly, the threshold for determination of material Related Party Transactions under Regulation 23(1) of the Listing Regulations has been reduced with effect from April 1, 2022.

The Company in the ordinary course of its business and on an arm's length basis, undertakes 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, etc. to Sumati Spintex Private Limited (SSPL), a related party.

Being a material Related Party Transaction, the Members had, through postal ballot dated December 31, 2019, accorded approval for the Company to enter into the various transactions with SSPL for an aggregate value of Rs.150 crore per annum. Pursuant to the said approval, transactions aggregating to Rs. 1.37 crores were entered into during the financial year 2021-22.

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval and considering the fact that the list of related parties will change dynamically with no action on the part of the Company and to facilitate seamless contracting and rendering/availing of goods and services between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee.

The details of the proposed transactions with SSPL 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 forms a part of this Notice.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

Except Mr. Ratanchand D. Jain, Managing Director and his relatives, no other Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested in the resolution set out at Item No. 7 of the Notice.

**Item No. 8**

The Securities and Exchange Board of India ("SEBI"), vide its notification dated November 9, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("Amendments") introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The aforesaid amendments inter-alia included replacing of current threshold i.e. 10% (ten percent) of the listed entity's consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders' approval with the threshold of lower of Rs. 1,000 crore (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Accordingly, the threshold for determination of material Related Party Transactions under Regulation 23(1) of the Listing Regulations has been reduced with effect from April 1, 2022.

The Company in the ordinary course of its business and on an arm's length basis, undertakes 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, etc. to Rishabraj Infra LLP, a related party.

Being a material Related Party Transaction, the Members had, through postal ballot dated December 31, 2019, accorded approval for the Company to enter into the various transactions with Rishabraj Infra LLP for an aggregate value of 20 crore per annum. No such transaction has taken place with aforesaid related party during the financial year 2021-22.

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval and considering the fact that the list of related parties will change dynamically with no action on the part of the Company and to facilitate seamless contracting and rendering/availing of goods and services between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee.

The details of the proposed transactions with Rishabraj Infra LLP 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 forms a part of this Notice.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

Except Mr. Ratanchand D. Jain, Managing Director and his relatives, no other Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested in the resolution set out at Item No. 8 of the Notice.

#### **Item No. 9**

The Securities and Exchange Board of India ("SEBI"), vide its notification dated November 9, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("Amendments") introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The aforesaid amendments inter-alia included replacing of current threshold i.e. 10% (ten percent) of the listed entity's consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders' approval with the threshold of lower of Rs. 1,000 crore (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Accordingly, the threshold for determination of material Related Party Transactions under Regulation 23(1) of the Listing Regulations has been reduced with effect from April 1, 2022.

The Company in the ordinary course of its business and on an arm's length basis, undertakes 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, etc. to Rishabraj Estate Developers Private Limited, a related party.

Being a material Related Party Transaction, the Members had, through postal ballot dated December 31, 2019, accorded approval for the Company to enter into the various transactions with Rishabraj Estate Developers Private Limited for an aggregate value of 30 crore per annum. No such transactions has taken place with aforesaid related party during the financial year 2021-22.

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval and considering the fact that the list of related parties will change dynamically with no action on the part of the Company and to facilitate seamless contracting and rendering/availing of goods and services between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with "related parties" are reviewed and approved by the Audit Committee.

The details of the proposed transactions with Rishabraj Estate Developers Private 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 forms a part of this Notice.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

Except Mr. Ratanchand D. Jain, Managing Director and his relatives, no other Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested in the resolution set out at Item No. 9 of the Notice.

#### **Item No. 10**

Pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017, a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting.

The Board of Directors has proposed to advance loan or give guarantee or provide security in respect of any loan taken by Rishabraj

Estate Developers Private Limited for an amount not exceeding Rs.15 Crore (Rupees Fifteen Crore only) for principal business activities of Borrowing Company. The Board has also proposed that the terms and conditions will be favorable for the Company including the rate of interest will not be less than prevailing market rate.

The said resolution has been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members as Special Resolution.

Except Mr. Ratanchand D. Jain, Managing Director and his relatives, no other Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested in the resolution set out at Item No. 10 of the Notice.

**For and on behalf of the Board of  
RRIL Limited**

**Place: Mumbai  
Dated: 12.08.2022**

**Sanjay Vishwakarma  
Company Secretary & Compliance officer**

## Annexure A

**Details of Director seeking appointment / re-appointment at the forthcoming Annual General Meeting Pursuant (Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges)**

<b>Name of the Director</b>	<b>Mr. Ratanchand D. Jain</b>	<b>Mr. Harsh Mehta</b>
<b>Director Identification Number</b>	1604521	8315401
<b>Date of Birth</b>	19 <sup>th</sup> October, 1957	31 <sup>st</sup> March, 1987
<b>Date of Appointment</b>	12 <sup>th</sup> October, 2019	12 <sup>th</sup> October, 2019
<b>Experience / Expertise in specific functional area</b>	Mr. Ratanchand D. Jain is S.S.L.C. passed and has approximately more than four (4) decades of experience in the field of Textile Sector ranging from manufacturing of yarns to weaving of suiting and shirting and 12-year experience in the field of Construction area.	Mr. Harsh Mehta is Commerce graduate and has approximately more than 9 years of experience in Finance and Textile Industry.
<b>Qualification</b>	SSLC	B.Com
<b>No. of Equity Shares held in the Company</b>	6,06,78,589	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	Nil	Nil
<b>Directorship in other Listed Companies as on 31.03.2022</b>	Nil	Nil
<b>Chairmanship / Membership of Committees in other Listed Companies as on 31.03.2022</b>	Nil	Nil
<b>Remuneration last drawn (including sitting fees, if any)</b>	Rs. 30.00 Lacs p.a.	Rs. 2.40 Lacs p.a.
<b>Remuneration proposed to be paid.</b>	Rs. 1.00 Crore p.a.	Rs. 10.00 Lacs p.a.
<b>No. of meetings of the board attended during the year</b>	5 Board Meeting Attended	5 Board Meeting Attended

**Annexure - B**

Details of the 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 (For Item No. 7)	Details (For Item No. 8)	Details (For Item No. 9)
1.	Name of the Related Party(ies) and Nature of Relationship	Sumati Spintex Pvt. Ltd (SSPL) Relative of the Promoter are Director and member and has significant influence	Rishabraj Infra LLP Director & his relatives are partner and has significant influence	Rishabraj Estate Developers Pvt Ltd Director and promoter and their relatives are Director and member and has significant influence
2.	Nature, duration, tenure, material terms, monetary value and particulars of the contract or arrangement	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 giving or / and taking of loan or providing security or guarantee for loan taken Interest Rate not less than prevailing market rate Monetary Value: Rs. 45 Crore Tenure: 1.4.2022 to 31.03.2025	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 giving or / and taking of loan or providing security or guarantee for loan taken Interest Rate not less than prevailing market rate Monetary Value: Rs. 45 Crore Tenure: 1.4.2022 to 31.03.2025	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 giving or / and taking of loan or providing security or guarantee for loan taken Interest Rate not less than prevailing market rate Monetary Value: Rs. 100 Crore Tenure: 1.4.2022 to 31.03.2025
3.	Transaction related to loans, inter-corporate deposits, advances or investments made or given by the Company			
a.	Details of the source of funds in connection with the proposed transaction	Owned Funds	Owned Funds	Owned Fund
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	NA	NA	NA
c.	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured or unsecured	Terms more favorable to Company and as recommended by Audit Committee	Terms more favorable to Company and as recommended by Audit Committee	Terms more favorable to Company and as recommended by Audit Committee
d.	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year i.e. Financial Year 2021- 22, that is represented by the value of the proposed transaction	54.11%	54.11%	120.24%



e.	Rationale / Benefit of the transaction and why this transaction is in the interest of the Company	The SSPL is into the manufacturing of best quality of Cotton yarn. This transaction aim to provide respective entities growth and transformation of journeys and best utilization of its resources	Rishabraj Infra LLP is into the Real Estate business. This transaction aim to provide respective entities growth and transformation of journeys and best utilization of its resources	Rishabraj Estate Developers Private Limited is into the Real Estate business. This transaction aim to provide respective entities growth and transformation of journeys and best utilization of its resources
4.	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	All relevant / important information forms a part of this Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013	All relevant / important information forms a part of this Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013