



RRIL Limited

(CIN: L17121MH1991PLC257750)

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

Phone: 022-28959644;

Email:-office@rrillimited.com; Website: www.rrillimited.com

POSTAL BALLOT 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
Saturday, 22 nd April, 2023 at 09:00 a.m.	Sunday, 21 st May, 2023 at 5:00 p.m.

Dear Members,

Notice is hereby given to the Shareholders of **RRIL LIMITED** (the 'Company'), pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time ("the Rules"), read with Circular No.14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India ("MCA") (the "MCA Circulars") in relation to the extension of the framework provided in the MCA Circulars up to September 30, 2023 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations") read with SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Resolutions as set out in this Notice are proposed for consideration by the Shareholders of the Company for passing by means of Postal Ballot by way of voting through electronic means ('remote e-voting').

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent ('RTA') as on the cut-off date of Friday, 14th April, 2023. If your e-mail address is not registered with the Company/Depositories/ RTA, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID, and password for remote e-voting. The communication of the assent or dissent of the shareholders would only take place through remote e-voting.

The Explanatory Statements pursuant to section 102, 110, rules made thereunder and other applicable provisions, statement pertaining to the Resolutions setting out the material facts and the reasons thereof is appended to this Notice. The Board of Directors of the Company has, in compliance with the Rules, appointed CS Shreyans Jain (Membership No. FCS 8519), of Shreyans Jain & Co., Practicing Company Secretaries as the Scrutinizer for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner. Further, the Company has engaged National Securities Depository Limited ("NSDL") to provide remote e-Voting facility to the Equity Shareholders of the Company.

In accordance with the provisions of the MCA Circulars issued, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the notes under the section 'General information and instructions relating to e-voting' in this notice ("Postal Ballot Notice") to cast their votes electronically from their respective locations. Shareholders are requested to cast their votes through the remote e-voting process not later than Sunday, 21st May, 2023, 5:00 P.M. (IST) to be eligible for being considered, failing which it will be strictly considered that no vote has been cast by the concerned shareholder.

The Shareholders holding Equity Shares of the Company are requested to follow the procedure stated in the Notes of the Postal Ballot Notice for casting votes by remote e-voting. Upon completion of the votes cast through remote e-voting, the Scrutinizer shall submit his report to the Chairman of the Company or person authorized by the Chairman. The results of the Postal Ballot along with the Scrutinizer's Report shall be announced by the Chairman or in his absence by the Company Secretary within 2 (two) working days of the conclusion of the Postal Ballot process through remote e-voting at the Registered Office of the Company at A-325, Hariom Plaza, M.G. Road, Near Omkareshwar Temple, Borivali East, Mumbai - 400066, Maharashtra. The results along with the Scrutinizer's Report shall also be intimated to the Stock Exchange where the Equity Shares of the Company are listed and will be displayed on the Company's website at www.rrillimited.com as well as on the website of NSDL.

Item of business requiring approval of the Equity Shareholders through Postal Ballot by 'remote e-voting' is given below:



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SPECIAL BUSINESS:

ITEM NO. 1: - TO APPROVE APPOINTMENT OF MR. HARISH R. JAIN (DIN: 01603945) AS A 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 provisions, if any, consent of the shareholders be and is hereby accorded for appointment of Mr. Harish R. Jain (DIN: 01603945) who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 01, 2023 as Director of the Company and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be required in its absolute discretion pursuant to the above Resolution."

ITEM NO. 2: 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 in partial modification of earlier resolution passed by the members in 31st Annual General Meeting dated September 14, 2022, pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 and regulation 23 of SEBI Listing Regulations, 2015 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") in aggregation with previous transactions to the extent of Rs.35 Crore (Rupees Thirty Five Crore only) increased from previously authorized amount of Rs.15 Crore, 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."

Date: 14th April, 2023
Place: Mumbai

By Order of the Board
For RRIL Limited
Sd/-
Sanjay Vishwakarma
Company Secretary & Compliance Officer



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NOTES:

1. The Postal Ballot Notice along with the Explanatory Statement pursuant to Section 102(1) of the Act and the details under Regulation 36(3) of the SEBI Listing Regulations, is being sent only by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, 14th April, 2023 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited ("RTA").
2. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date.
3. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. 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.
4. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Maharashtra (in vernacular language, i.e. Marathi).
5. The Postal Ballot Notice is also placed on the website of the Company www.rrillimited.com and website of NSDL www.evoting.nsdl.com.
6. The Board has appointed CS Shreyans Jain (Membership No. FCS 8519), of Shreyans Jain & Co., Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot process through remote e-voting in a fair and transparent manner and required consent for such appointment has been received.
7. The Scrutinizer shall, after the conclusion of the e-voting on Sunday, 21st May, 2023, 5:00 P.M. (IST), unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make Scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any, and submit the report to the Chairman or in his absence Company Secretary, who shall countersign the same and declare the result of the e-voting of the Postal Ballot forthwith. The Resolution, if passed by requisite majority, shall be deemed to have been passed on Sunday, 21st May, 2023 being the last day of remote e-voting.
8. Results of voting shall be declared within 2 working days from the time of conclusion of the remote e-voting i.e Tuesday, 23rd May, 2023. The results of the Postal Ballot shall be communicated to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and will be displayed on the Company's website at www.rrillimited.com and on the website of NSDL www.evoting.nsdl.com.
9. In case of any query/grievance in connection with the Postal Ballot including e-voting, Members may contact NSDL by e-mail at evoting@nsdl.co.in or the Company Secretary at the contact details given hereinabove or at office@rrillimited.com.

REMOTE E-VOTING INSTRUCTIONS:

In compliance with provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and SS-2, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members.

The instruction for e-voting are as under:

The e-voting period commences on Saturday, 22nd April, 2023 at 9:00 a.m. (IST) and ends on Sunday, 21st May, 2023 at 5:00 p.m. (IST). During this period the Members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e. Friday, 14 April, 2023, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time.

The details of the process and manner for remote e-voting are explained as mentioned below:

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 for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1.Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4.Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1.Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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](http://www.cdslindia.com).

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

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.

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.

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. 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**

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.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting 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.

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

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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. 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 with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.nsdl.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.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Tejas Chaturvedi, Assistant Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. 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 of Aadhar Card) by email to by email to RTA Purva Sharegistry (India) Private Limited at support@purvashare.com.



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2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Depository Participant (DP). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

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

ITEM NO. 1 - TO APPROVE APPOINTMENT OF MR. HARISH R. JAIN (DIN: 01603945) AS A DIRECTOR OF THE COMPANY.

In order to further strengthen the Board governance and oversight on real estate segment and compliance matters, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board has appointed Mr. Harish R. Jain (DIN: 01603945), as an Additional Director with effect from 01st March, 2023 pursuant to the provisions of Section 161(1) of the Companies Act, 2013.

Mr. Harish R Jain son of Ratanchand D Jain, Promoter of the company, age 46 years, is a graduate from University of Mumbai and before graduating he began his entrepreneurial journey in the family textile business and after completion of his graduation, he saw potential in the Real Estate development and Re-development sector. His journey began, learning along the way and guided by family Values of Commitment and Dedication in a short span of a decade through his capabilities, he managed to deliver more than 30 projects successfully to the delight of existing and new customers.

Mr. Harish R Jain has brand image and registered an exponential growth having initiated / completed multiple projects, mostly in the redevelopment segment. He has carved a niche for ourselves in the real estate sector and the "H. Rishabraj" brand is considered to be synonymous with goodwill, quality, customer satisfaction and trust.

Mr. Jain who leads the Real Estate vertical of group and is already on the Board of Rishabraj Estate Developers Private Limited. He is also founder member and Vice President of BDA (Brihanmumbai Developer Association) and actively participates in planning and coordination with various Government agencies and bureaucracy to streamline the policies and their implementation in the sector.

In the opinion of the Board, Mr. Harish R Jain is persons of integrity, and possess appropriate skills, experience and knowledge and his appointment on the Board of the Company would be in best interest of the Company's Real Estate business and will grow further.

Further, The Company has received a declaration from Mr. Harish R Jain that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. Mr. Harish R Jain has conveyed his consent to act as a director of the Company. The Company has also received other necessary disclosures and Declarations from him. He has also confirmed that he has not been debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority.

Pursuant to the provisions of Section 161 of the Act and rules made thereunder read with Articles of Association, Mr. Harish R Jain, Additional Director, holds office till the date of Annual General Meeting. However, in terms of the Regulation 17(1C) of the Listing Regulations, the Company needs to ensure that approval of shareholders for appointment of Mr. Harish R Jain on the Board of Directors is taken within a period of three months from the date of appointment. The Board is of the opinion that Mr. Jain continued association would be of immense benefit to the Company and it is, therefore, desirable to appoint him as a Director.

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.

Except Mr. Harish R. Jain and 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. 1 of the accompanying Notice.

ITEM NO. 2:- APPROVAL IN TERMS OF THE PROVISIONS OF SECTION 185 OF THE COMPANIES ACT, 2013:

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.35 Crore (Rupees Thirty Five Crore Only)



RRIL Limited

(CIN: L17121MH1991PLC257750)

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

Phone: 022-28959644;

Email:-office@rillimited.com; Website: -www.rillimited.com

increased from previously authorised amount of Rs.15 Crore, for principal business activities of Borrower Company from time to time as unsecured loan. 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, Mr. Harish R. Jain, Director and their 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. 2 of the Notice.

Date: 14th April, 2023
Place: Mumbai

By Order of the Board
For RRIL Limited
Sd/-
Sanjay Vishwakarma
Company Secretary & Compliance Officer

Registered Office:
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M.G. Road, Near Om Kareshwar Temple,
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Annexure "A"

Details of Director seeking appointment Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by Institute of Company Secretaries of India on General Meetings.

Name of the Director	Mr. Harish R Jain
Director Identification Number	01603945
Date of Birth	15 th November 1977
Date of Appointment	01 st March, 2023
Experience / Expertise in specific functional area	<p>Mr. Harish R Jain son of Ratanchand D Jain, Promoter of the company, age 46 years, is a graduate from University of Mumbai and before graduating he began his entrepreneurial journey in the family textile business and after completion of his graduation, he saw potential in the Real Estate development and Re-development of Societies. His journey began, learning along the way and guided by family Values of Commitment and Dedication in a short span of a decade through his capabilities, he managed to deliver more than 30 projects successfully to the delight of existing and new customers.</p> <p>Mr. Harish R Jain has brand image and registered an exponential growth having initiated / completed multiple projects, mostly in the redevelopment segment.</p> <p>He has carved a niche for ourselves in the real estate sector and the "H. Rishabraj" brand is considered to be synonymous with goodwill, quality, customer satisfaction and trust.</p> <p>Mr. Jain who leads the Real Estate vertical of group and is already on the Board of Rishabraj Estate Developers Private Limited. He is also founder member and Vice President of BDA (Brihanmumbai Developer Association) and actively participates in planning and coordination with various Government agencies and bureaucracy to streamline the policies and their implementation in the sector.</p>
Qualification	Graduate
No. of Equity Shares held in the Company	38,81,887
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Son of Mr. Ratanchand D. Jain, Managing Director
Directorship in other Listed Companies as on 31.03.2023	Nil
Chairmanship / Membership of Committees in other Listed Companies as on 31.03.2023	Nil
Names of the Listed Entities from which the appointee has resigned in the past three years	Nil
