



RAJDARSHAN INDUSTRIES LIMITED

CIN: L14100RJ1980PLC002145

Regd. Office: 59, Moti Magri Scheme, Udaipur 313001, Rajasthan INDIA, Tel. 0294-2427999

Web: www.rajdarshanindustrieslimited.com, Email: info@rajdarshanindustrieslimited.com

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **THIRTY NINTH ANNUAL GENERAL MEETING** of the Company will be held on **Saturday, December 26, 2020 at 03.00 p.m.** through Video Conferencing/Other Audio Visual Means organized by the Company, to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at 59, Moti Magri Scheme, Udaipur-313001 (Rajasthan).

Ordinary Business:

1. To receive consider and adopt:
 - (a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon; and
 - (b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the report of Auditors thereon.
2. To appoint a Director in place of Mrs. Aruna Doshi (DIN: 00949220), who retires by rotation, and being eligible, offers himself for re-appointment.

Special Business:

3. **Re-appointment of Mr. Devendra Sharma (DIN: 00921174) as CEO & Managing Director of the Company** 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 sections 196, 197, 203, and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the 'Act') read with schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Articles of Association and subject to all other requisite approvals, permissions and sanctions and subject to other requirements under the Act, if any and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, approval of the members of the company be and is hereby accorded for the re-appointment of Mr. Devendra Sharma (DIN: 00921174) as CEO & Managing Director (MD) of the company for the term of Five years with effect from February 01, 2021 whose period of office is liable to determination by retirement of Directors by rotation on the terms and conditions as set out in the Explanatory Statement attached to the Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary terms of appointment and the remuneration payable if any, so as not to exceed the limits specified in Schedule V and other applicable sections of the Act or any statutory modifications thereof as may be agreed to by the Board of Directors and Mr. Devendra Sharma.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

By order of the Board
For **Rajdarshan Industries Ltd.**

Udaipur, November 28, 2020

Kalp Shri Vaya
Company Secretary



Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 3 given above as Special Business in the forthcoming AGM, as it is unavoidable in nature.
2. In view of the on going COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 39th AGM of the Company shall be conducted through VC / OAVM. Central Depository Services (India) Limited ('CDSL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained here at and is also available on the website of the Company at www.rajdarshanindustrieslimited.com.
3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at info@rajdarshanindustrieslimited.com
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, December 19th, 2020 to Saturday, December 26th, 2020 (both days inclusive).
5. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM.
6. Attendance of the Members participating in the AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act

Electronic Dispatch of Annual Report and process for registration of Email ID for obtaining copy of Annual Report:

7. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
8. 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 Company at info@rajdarshanindustrieslimited.com along with the copy of the E-communication Registration Form available on the website of the Company. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to info@rajdarshanindustrieslimited.com



9. The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at www.rajdarshanindustrieslimited.com, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of CDSL at www.evotingindia.com

Procedure for joining the AGM through VC / OAVM:

10. Shareholder will be provided with a facility to attend the 39th AGM through VC or OAVM through the CDSL e-Voting system. Shareholders may access the same at www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of Company will be displayed.
11. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM and login shall be kept open throughout the proceedings of AGM.
12. 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.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Procedure to raise questions/seek clarifications with respect to the Annual Report:

14. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker in advance at least 7 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at Company's email id. No request received after 5.00 pm on Wednesday, December 23rd, 2020 shall be entertained for registration as a speaker.
15. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at Company's email id. These queries will be replied to by the Company suitably by email.
16. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

Procedure for remote E-voting and E-Voting during the AGM:

17. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to its members to the exercise their right to vote electronically at the 39th Annual General Meeting through the electronic voting (e-voting) service facilitated by the Central Depository Services (India) Limited (CDSL).
18. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on December 19th, 2020 i.e. the date prior to the commencement of book closure, 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.
19. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Wednesday, December 23rd, 2020 and will end at 5.00 p.m. on Friday, 25th, December 2020. In addition, the facility for voting through electronic voting system shall also be made available during the AGM.



20. The details of the process and manner for remote e-voting are explained herein below:
- a) The shareholders should log on to the e-voting website www.evotingindia.com.
 - b) Click on “Shareholders” module.
 - c) Now enter your user ID as under :-
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Characters DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter folio number registered with the Company.
 - d) Next enter the Image Verification as displayed and click on Login.
 - e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 - f) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for “RAJDARSHAN INDUSTRIES LIMITED
- k) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q) Shareholders can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while remote voting on your mobile.

- r) Note for Non - Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- s) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to or call 1800225533
- t) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

The instructions for Members for e-voting on the day of the AGM are as under:

- 21. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 22. Only those Members, 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.
- 23. 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.
- 24. For details of the person who may be contacted for any assistance connected with the facility for e-voting on the day of the AGM, please refer Note No. s) and t) above.



Process for those shareholders whose Email addresses are not registered with the depositories for obtaining Login credentials for e-voting for the resolutions proposed in this Notice

25. For Physical Shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the Ankit Consultancy Private Limited i.e. Registrar and Share Transfer Agent at rtaindore@gmail.com with copy to the Company at info@rajdarshanindustrieslimited.com
26. For Demat Shareholders - Please provide demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 the Ankit Consultancy Private Limited i.e. Registrar and Share Transfer Agent at rtaindore@gmail.com with copy to the Company at info@rajdarshanindustrieslimited.com
27. The Company/RTA shall co-ordinate with the CDSL and will provide the login credentials to the above mentioned shareholders.

General Information:

28. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. In case the members holding shares in demat form forget their password, they can enter the user ID and the image verification details and click on "forgot password" to generate a new one.
29. The voting rights shall be as per the number of equity shares held by the Member(s) as on Saturday, December 19th, 2020 being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
30. The Company has appointed Mr. Ronak Jhuthawat (FCS No.9738, COP No.12094), of M/s Ronak Jhuthawat & Co., Company Secretary in practice, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
31. The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at www.rajdarshanindustrieslimited.com.
32. The resolutions listed in the Notice of the AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions

Others:

33. Members of the Company had approved the appointment of M/s. Nyati and Associates, Chartered Accountants, as the Statutory Auditors at the 36th AGM of the Company which is valid till 41st AGM of the Company. In accordance with the Act, the appointment of Statutory Auditors is not required to be ratified at every AGM.
34. In terms of Section 152 of the Act, Mrs. Aruna Doshi, director is liable to retire by rotation at this Annual General Meeting and being eligible, offers themselves for re-appointment.
35. Mrs. Aruna Doshi and Mr. Devendra Sharma, Executive Directors, have been appointed as per the provisions of the Companies Act, 2013 and shall serve in accordance with, the terms of contract of employment with the Company.



36. Details as required in Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of the Directors seeking re-appointment at the AGM is provided at Annexure I attached to this Notice. Requisite declarations have been received from the Directors seeking re-appointment.
37. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
38. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to RTA / Investor Services Department of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque through email at info@rajdarshanindustrieslimited.com. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.



Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Act and Regulation 36 of SEBI Listing Regulations

Mr. Devendra Sharma was appointed as the CEO & Managing Director of the Company for a period of 5 years with effect from February 01, 2016 with approval of the Members. The present term of Mr. Devendra Sharma will end on January 31, 2021.

The Board in its meeting held on 12th November, 2020 has approved the re-appointment of Mr. Devendra Sharma as the CEO & Managing Director of the company for a further period of Five years after his current tenure which ends on January 31, 2021. The Board has taken the decision of said Re-appointment based on the recommendation of Nomination and Remuneration committee and subject to approval of members of the company.

Mr. Devendra Sharma is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as CEO & Managing Director of the Company. Mr. Devendra Sharma satisfies all the conditions as set out in Section 196(3) of the Act and Part-II of Schedule V to the Act, for being eligible for his appointment.

It is proposed to seek member approval for the Re-appointment of Mr. Devendra Sharma as a CEO & Managing Director of the company, in terms of the applicable provisions of the said act and the rules made thereunder on the following Term and conditions:

1. Remuneration & Perquisites

Mr. Devendra Sharma will not avail any amount as Remuneration or Perquisites for services rendered as CEO & Managing Director of the Company.

2. Sitting Fees

Mr. Devendra Sharma will not be paid Sitting Fees for attending the Board and Committee Meetings

Brief resume of Mr. Devendra Sharma nature of his expertise in specific functional areas, names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Regulation 36 of Listing Regulations, is provided as Annexure to this Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution.



Annexure A

(for Item Nos. 2 & 3 of the Notice)

Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting in pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 issued on General Meetings by The Institute of the Company Secretaries of India:

	Mrs. Aruna Doshi	Mr. Devendra Sharma
DIN	00949220	00921174
Date of Birth	13 th May, 1955	4 th September, 1955
Date of first appointment in the current designation	01 st April, 2018	2 nd December, 1989
Qualification	M. Sc. (Food and Nutrition)	M.Com. (Business Adm.)
Expertise	Effective Leadership abilities and has potential capacity to guide the company in formulation and execution of effective business strategies.	Management & Corporate Affairs
Number of Board Meetings attended during the year	4 Out of 4	4 Out of 4
Board Memberships of other Companies as on March 31, 2020	Rupal Holdings Pvt. Ltd. Akshat Investments and Consultants Pvt. Ltd. Mumal Marketing Pvt. Ltd. Adheeraj Trade Links Pvt. Ltd. Emerald Construction Co. Pvt. Ltd.	Rajdarshan Hotel P Ltd.
Chairmanship(s)/Membership(s) of Committees of other Companies as on March 31, 2020	-	-
Shareholding in Company	1210033 Shares	-
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Mother of Mr. Madhav Doshi Non-Executive Director	-
Terms and Conditions of appointment or re-appointment	Whole Time Director Liable to Retire By Rotation	Managing Director Liable to Retire By Rotation
Last drawn remuneration	Details mentioned in Corporate Governance Report	Details mentioned in Corporate Governance Report