

RAJDARSHAN INDUSTRIES LIMITED

Regd. Office : 59, Moti Magri Scheme, Udaipur - 313001 (Raj.) INDIA

Phone : 91-294-2427999, 2430200 | Fax : 91-294-2426655, CIN : L29222RJ1980PLC002145

e-mail : info@rajdarshanindustrieslimited.com | web : www.rajdarshanindustrieslimited.com

26th August, 2016

To
The Manager,
Listing Department
National Stock Exchange of India Ltd.,
5th Floor Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
MUMBAI - 400 051

Dear Sir,

Ref: Notice of Annual General Meeting

We hereby submit Notice of 35th Annual General Meeting scheduled to be held on Saturday, September 24, 2016 at 11:00 am at Hotel Rajdarshan, Udaipur.

Kindly acknowledge.

Sincerely
For Rajdarshan Industries Limited



Bharti Sachdev
Company Secretary

Encl: As Above

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NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of the members of **RAJDARSHAN INDUSTRIES LIMITED** will be held at Hotel Rajdarshan, Pannadhay Marg, Udaipur - 313001, Rajasthan on Saturday, September 24, 2016 at 11:00 a.m. to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016, together with the report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Doshi (DIN: 00648998), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. SATYAM SVG & CO., Chartered Accountants, (Firm Reg. No.01174C), as Statutory auditors of the Company.

Special Business:

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

“RESOLVED THAT pursuant to the provisions of section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the members of the Company be and is hereby accorded to the appointment of Mr. Devendra Sharma (DIN: 00921174) as Managing Director of the Company, for a period of five years with effect from February 01, 2016 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 Mr. Devendra Sharma, the Managing Director be in charge of the general management of the Company within the provisions of Articles of Association but subject to superintendence, control and direction of the Board of Directors

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 be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors.”

5. 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 152 and all other applicable provisions if any, of the Companies Act, 2013 (the Act) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Ajay Singh Doshi (DIN: 02433576) who was appointed as an Additional Director of the Company in terms of Section 161 of the Act by the Board of Directors with effect from February 01, 2016 and holds office upto the date of this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office is liable to determination by retirement of Directors by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the members of the Company be and is hereby accorded to the appointment of Mr. Ajay Singh Doshi, (DIN: 02433576) as a Whole Time Director of the Company for a period of five years with effect from February 01, 2016 whose period of office is liable to determination by retirement of Directors by rotation, on the terms and conditions and payment of remuneration as set out in the Explanatory Statement attached to the Notice

RESOLVED FURTHER THAT Mr. Ajay Singh Doshi, Whole Time Director shall work under the superintendence, control and direction of the Board of Directors

RESOLVED FURTHER THAT the total remuneration by way of salary, perquisites and allowances payable to Mr. Ajay Singh Doshi in any Financial Year shall not exceed the limits specified under Schedule V to the Companies Act, 2013 or any Statutory modification or re-enactment thereof

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary and/or modify the terms and conditions of appointment including remuneration and perquisites payable to Mr. Ajay Singh Doshi in such manner as may be agreed to between the Board and Mr. Doshi within and in accordance with the limits prescribed in Schedule V to the Act or in accordance with the changes that may be effected in that Schedule

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors.”

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

Bharti Sachdev
Company Secretary

Udaipur, August 11, 2016

Notes:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

- 2 The Register of Members and the Share transfer books will remain closed from Saturday, September 17, 2016 to Saturday, September 24, 2016 (both days inclusive) for Annual closing.
- 3 Members are requested to:
 - (a) Notify the change in address, if any, with Pin Code numbers immediately to the Company (in case of shares held in physical mode).
 - (b) Bring their copy of the Annual Report and Attendance Slip with them at the Annual General Meeting.
 - (c) Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
 - (d) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (e) Non-Resident Indian Members are requested to inform Registrar & Share Transfer Agents immediately of the change in residential status on return to India for permanent settlement.
- 4 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 5 SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
- 6 Details as required pursuant to sub-regulation (3) of Regulation 36 of the Listing Regulations in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice.
- 7 Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.
- 8 A member desirous of getting any further information on the accounts or operations of the Company, is requested to forward his / her queries to the Company at least five working days prior to the meeting, so that the required information can be made available at the meeting.

9 GREEN INITIATIVE:

Members who have not registered their e-mail addresses so far are requested to register their e-mail address at Company's email i.d. i.e info@rajdarshanindustrieslimited.com show that they can receive the Annual Report and other communication from the Company electronically.

8. Voting through Electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 44 of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences September 21, 2016 (9:00 am) and ends on September 23, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 17, 2016 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :**
 - (i) Open email and open PDF file viz; "Rajdarshan e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Rajdarshan Industries Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting.ril@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password will be provided/intimated through Letter from our Registrar:

REVEN (Remote E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date September 17, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e September 17, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA at ankit_4321@yahoo.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Ramesh Chandra Soni. Practicing Chartered Accountant (Membership No. 071921) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.rajdarshanindustrieslimited.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges.

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

Item No. 4

Mr. Devendra Sharma is associated with the Company as Director since year 1989. He is supervising the operations of the Company and involved in preparation and execution of all major business policies of the Company. The term of Office of Mr. Devendra Sharma as Managing Director of Company would help the Company to further strengthen its position in mining business in the years to come. Therefore, in accordance with the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on February 13, 2016 have appointed Mr. Devendra Sharma as the Managing Director of the Company for a period of 5 years with effect from February 01, 2016 on the following terms and conditions:

1. Remuneration & Perquisites

Mr. Devendra Sharma was not drawing any amount in the form of Salary/Perquisites as Director of the Company. Also on his appointment as Managing Director he will not be entitled to any amount as Remuneration or Perquisites for services rendered as 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.

Mr. Devendra Sharma satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 ('the act') as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Devendra Sharma under Section 190 of the Act.

Mr. Devendra Sharma is interested in the resolution set out at Item No. 4 of the Notice, which pertain to his appointment as Managing Director of the Company. The relatives of Mr. Devendra Sharma may be deemed to be interested in the resolutions set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions. The Board accordingly recommends the resolution as set forth in item no. 4 for the approval of the members.

Item No. 5 and 6

Mr. Ajay Singh Doshi has experience of almost twenty years in Mining Business. He possesses good business acumen, good administration, decision making and leadership skills.

The Board of Directors (the Board) of the Company at their meeting held on February 13, 2016 have appointed Mr. Ajay Singh Doshi as Additional Director to be designated as a Whole Time director of the Company for a period of five years with effect from February 01, 2016 on the following terms and conditions based on the recommendation of Nomination and Remuneration Committee:

1. Basic Salary:

Rs. 11600 per month with yearly increments to be decided by the Board of Directors.

2. Perquisites

2.1 House Rent allowance equivalent to 30% of Basic Salary

2.2 Contribution to Provident Fund as per Company's rules and the same will not be included in the computation of ceiling on Perquisites to the extent not taxable under the Income Tax act.

Brief resume of Mr. Ajay Singh Doshi 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.

Mr. Ajay Singh Doshi satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 ('the act') as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Ajay Singh Doshi under Section 190 of the Act.

Mr. Ajay Singh Doshi is interested in the resolution set out at Item No. 5 and 6 of the Notice, which pertain to his appointment and remuneration payable to him. The relatives of Mr. Ajay Singh Doshi may be deemed to be interested in the resolutions set out at Item No. 5 and 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested, in these resolutions except Mr. Ashok Doshi, relative of Mr. Ajay Singh Doshi who may be deemed to be concerned or interested in the proposed resolution. The Board accordingly recommends the resolution as set forth in item no. 5 and 6 for the approval of the members.

Details of Director seeking re-appointment/appointment as required under Regulation 36 of the Listing Regulations

Name of the Director	Mr. Ashok Doshi	Mr. Devendra Sharma	Mr. Ajay Singh Doshi
DIN	00648998	00921174	02433576
Date of Birth	May 21, 1950	September 04, 1955	February 05, 1960
Date of Initial Appointment	October 01, 1996	December. 02, 1989	February 01, 2016
Qualification	B.Sc.	M.Com. (Business Adm.)	B.A.
Experience and Expertise in specific functional area	Experience in Mining Business & also in managing the affairs of the Company	Management & Corporate Affairs	Business Consultancy & Administration
Shareholding in the Company as on 31.03.2016	826029	Nil	Nil
Relationship with other Directors and KMP's of the Company	Relative of Mr. Ajay Singh Doshi	–	Relative of Mr. Ashok Doshi
List of Companies in which outside Directorship held	Madhav Marbles and Granites Limited Rajdarshan Hotels P. Ltd. Rupal Holdings P. Ltd Emerald Builders P. Ltd Mumal Finance P. Ltd Lark Finance & Investments P. Ltd Emerald Construction Co. P. Ltd.	Rajdarshan Hotel P Ltd.	Nil
Chairman/Member of the Committee of the Board of Directors	–	Member of Audit committee	Member of Stakeholders Relationship Committee & Nomination and Remuneration Committee
Chairman/Member of the Committee of Board of Directors of other Companies	Nil	Nil	Nil

Route Map

