# The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd.

**Regd. Office :** Block No.15, Devkaran Mansion, Gate No.2, 3rd Floor, 63 Princess Street, Mumbai – 400002
**Corporate Office :** Post Box No.1, Hinganghat – 442 301; Dist. Wardha (M.S.) Ph.:07153-244282/244039
**CIN: L99999MH1946PLC005261 ; Website: www.rsrmm.com ; E-Mail : info@rsrmm.com**

**Dated: 31/08/2016**

| | |
|---|---|
| ***The Manager (Listing),*** <br> ***BSE Ltd.,*** <br> ***Rotunda Building, 1st Floor,*** <br> ***Dalal Street, Fort,*** <br> ***Mumbai – 440 001*** <br> ***Code : 530047*** | ***The Manager (Listing),*** <br> ***Nationak Stock Exchange of India Ltd.,*** <br> ***Exchange Plaza, 5th Floor,*** <br> ***Bandra Kurla Complex,*** <br> ***Bandra (East),*** <br> ***Mumbai – 440 001*** <br> ***Code : RAIREKMOH/EQ*** |

***Sub: Notice of 69th Annual General Meeting, Book Closure and E-voting***

*Dear Sir/Madam,*

This is to inform that 69th Annual General Meeting (AGM) of The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd. is scheduled to be held on **Tuesday the 27th day of September, 2016** at 10.30 A.M. (IST) at the Registered Office of the Company at Devkaran Mansion, Gate No.2, Block No.15, 3rd Floor, 63 Princess Street, Mumbai - 400 002 to transact the business as set forth in Notice of AGM (enclosed herewith).

Further in terms of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulation, 2015, The company shall provide its Members the facility to exercise their votes electronically for transacting the items of the business, as set out in the Notice convening AGM. Company has fixed **September 20, 2016** as cut-off date pursuant to rule 20(4)(vii) of the Companies (Management and Administration) Rule, 2014, to determine the entitlement of voting rights of members for e-voting.

Pursuant to Regulation 42(2) of SEBI Listing Regulation 2015 and Section 91 of the companies Act, 2013, the Share Transfer Register will remain closed from **20th September 2016 to 27th September, 2016** (both days inclusive), for the purpose of AGM and determining the names of Members eligible for Dividend, if declared at the Annual General Meeting.

This is for your information and record.

Thanking you

Yours faithfully
**For The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd**

Sachin Kanojiya
Company Secretary and Compliance Officer
Mo. 9049754940

Encl. Notice of 69th AGM

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 69th Annual General Meeting of the Members of The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd. will be held on Tuesday the 27th day of September, 2016 at 10.30 A.M. at the Registered Office of the Company at Devkaran Mansion, Gate No.2, Block No.15, 3rd Floor, 63 Princess Street, Mumbai - 400 002 to transact the following business.

## ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 together with the Reports of the Board of Directors and the Auditors thereon.

2. To declare dividend on Equity Shares.

3. To appoint a Director in place of Shri Ranchhoddas Mohota, who retires by rotation and being eligible offers himself for re-appointment.

4. To ratify the appointment of Auditors and fix their remuneration and for this purpose, 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, approval of the Company be and is hereby given to ratify the appointment of M/s Batliboi & Purohit, Chartered Accountants ( ICAI Firm Registration Number: 101048W) as approved by the members at its 67th Annual General Meeting of the Company held on 27th September, 2014, as the Statutory Auditors of the Company, to hold office from this Annual General Meeting (AGM) until the conclusion of the seventieth (70th) AGM of the Company to be held in the year 2017 at such remuneration plus service tax, out of pocket and traveling expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors based on the recommendation of the Audit Committee."

## SPECIAL BUSINESS

5. **Appointment of Smt. Ritu Kabra as an Independent Director of the Company.**

   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 Sections 149, 150, 152 and such other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV and 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 SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, Smt. Ritu Kabra (DIN: 07402599), who was appointed as an Additional Director of the Company with effect from 13th February, 2016 pursuant to Section 161 of the Act, and who holds office as such, up to the date of this Annual General Meeting, has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Listing Regulation, 2015 and who is eligible for appointment, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five years commencing from 27th September, 2016 and ending on the date of the Annual General Meeting to be held in the year 2021, not liable to retire by rotation."

**6. Re-Appointment of Shri Vinod Kumar Mohota (DIN 00247348), as 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 2(54), 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V - Part II - Section II to the Companies Act, 2013 and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any statutory modification or re-enactment thereof for the time being in force) and applicable articles of Articles of Association of the Company, the Consent of the Company be and is hereby accorded to the re-appointment of Shri Vinod Kumar Mohota (DIN: 00247348) as Managing Director of the Company on the following terms & conditions and remuneration as recommended by Nomination and Remuneration Committee.

**I. Period of Appointment -** 3 years i.e. from 1st April 2016 to 31st March 2019.

**II. Remuneration:**

**Salary including allowances:** Rs.1,11,000/- per month in the scale of Rs.1,11,000/- - 5,000/- - 1,21,000/-

| | |
|---|---|
| **Perquisites:** | Subject to 100% of salary |
| i) Provident Fund | Contribution to Provident Fund, Super Annuation Fund or Annuity Fund are not to be included in the computation of the ceiling of the perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. |
| ii) Gratuity | Gratuity payable not to exceed 1/2 month's salary for each completed year of service. |
| iii) Medical Benefits | Reimbursement of Medical Expenses (including Medical Insurance) for himself and his family, subject normally to a ceiling of one month's salary in a year or 3 months' salary over a period of 3 years, provided that any additional expenditure incurred for medical treatment over and above the above ceiling for himself and his family may be reimbursed on actual basis, subject to approval by the Board of Directors. |
| iv) Leave Travel Concession | For self and family, once in 2 years in accordance with the rules of the Company. |
| v) Earned/ Privilege Leave | As per Company Rule. |
| vi) Housing | Company owned/leased Free Furnished accommodation. |
| vii) Club Fees | Fees of the Clubs subject to a maximum of two Clubs, excluding the admission fees. |
| viii) Car | Provision of a Chauffeur Car. |

**III. Other Terms of Appointment of Managing Director:**

i) The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to Managing Director in accordance with Schedule V of the Companies Act, 2013, or any other amendments made hereafter in this regard,

ii) The appointment may be terminated by either party, giving the other party one month's written notice.

iii) If at any time the Managing Director ceases to be Director of the Company for any reason, whatsoever, he shall cease to be Managing Director of the Company.

iv) Shri Vinod Kumar Mohota shall be subject to retirement by rotation during his tenure as Managing Director.

**RESOLVED FURTHER** that Notwithstanding anything contained in the said statement, where in any financial year, during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the remuneration payable to Shri Vinod Kumar Mohota shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any modification(s) thereto with specific authority to the Board of Directors to vary the terms and conditions of appointment including remuneration payable to Shri Vinod Kumar Mohota within the limits of Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force).

**RESOLVED FURTHER** that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds, matter and things, which may be deem necessary, usual, expedient or proper to give effect to this resolution."

None of the Directors of the Company, other than Shri Vinod Kumar Mohota, Shri Ranchhoddas Mohota and Shri Vinay Kumar Mohota are in any way concerned or interested in the above appointment.

**7. Re-Appointment of Shri Vinay Kumar Mohota (DIN 00247340), as Whole Time 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 2(94), 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V - Part II - Section II to the Companies Act, 2013 and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any statutory modification or re-enactment thereof for the time being in force) and applicable articles of Articles of Association of the Company, the Consent of the Company be and is hereby accorded to the re-appointment of Shri Vinay Kumar Mohota (DIN: 00247340) as Whole- Time Director of the Company for a period of three (3) years commencing from 1st April, 2016 to 31st March, 2019 on the following terms & conditions and remuneration as recommended by Nomination and Remuneration Committee.

**I. Period of Appointment -** 3 years i.e. from 1st April 2016 to 31st March 2019.

**II. Remuneration:**

**Salary including allowances:** Rs.1,00,000/- per month in the scale of Rs.1,00,000/- - 5,000/- - 1,10,000/-

| | |
|---|---|
| **Perquisites:** | Subject to 100% of salary |
| i) Provident Fund | Contribution to Provident Fund, Super Annuation Fund or Annuity Fund are not to be included in the computation of the ceiling of the perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. |
| ii) Gratuity | Gratuity payable, not to exceed 1/2 month's salary for each completed year of service. |
| iii) Medical Benefits | Reimbursement of Medical Expenses (including Medical Insurance) for himself and his family, subject normally to a ceiling of one month's salary in a year, or 3 months' salary over a period of 3 years, provided that any additional expenditure incurred for medical treatment over and above the above ceiling for himself and his family may be reimbursed on actual basis, subject to approval by the Board of Directors. |
| iv) Leave Travel Concession | For self and family, once in 2 years in accordance with the rules of the Company. |
| v) Earned/ Privilege Leave | As per Company Rule. |
| vi) Housing | Company owned/leased free furnished accommodation. |
| vii) Club Fees | Fees of the Clubs subject to a maximum of two Clubs, excluding the admission fees. |
| viii) Car | Provision of a Chauffeur Car. |

**III. Other Terms of Appointment**

i) The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to Whole Time Director in accordance with Schedule V of the Companies Act, 2013, or any other amendments made hereafter in this regard,

ii) The appointment may be terminated by either party, giving the other party one month's written notice.

iii) If at any time the Whole Time Director ceases to be Director of the Company for any reason whatsoever, he shall cease to be Whole Time Director of the Company.

iv) Shri Vinay kumar Mohota shall be subject to retirement by rotation during his tenure as Whole Time Director.

**RESOLVED FURTHER** that Notwithstanding anything contained in the said statement, where in any financial year, during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the remuneration payable to Shri Vinay Kumar Mohota shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any modification(s) thereto with specific authority to the Board of Directors to vary the terms and conditions of appointment including remuneration payable to Shri Vinay Kumar Mohota within the limits of Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force).

**RESOLVED FURTHER** that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds, matter and things, which may be deem necessary, usual, expedient or proper to give effect to this resolution."

None of the Directors of the Company, other than Shri Vinay Kumar Mohota, Shri Ranchhoddas Mohota and Shri Vinod Kumar Mohota are in any way concerned or interested in the above appointment.

**8. Re-appointment of Shri Shantilal B. Singhvi (DIN 00247332), as a Whole Time 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 2(94), 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V - Part II - Section II to the Companies Act, 2013 and Chapter XIII of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, as may be applicable (including any statutory modification or re-enactment thereof for the time being in force) and applicable articles of Articles of Association of the Company, the Consent of the Company be and is hereby accorded to the re-appointment of Shri Shantilal B. Singhvi (DIN: 00247332) as Whole- Time Director of the Company for a period of three (3) years commencing from 1st April, 2016 to 31st March, 2019 on the following terms & conditions and remuneration as recommended by Nomination and Remuneration Committee.

**I. Period of Appointment -** 3 years i.e. from 1st April 2016 to 31st March 2019.

**II. Remuneration:**
**Salary including allowances:** Rs.41,000/- per month in the scale of Rs.41,000/- - 2,000/- - 45,000/-

| **Perquisites:** | |
|---|---|
| i) Provident Fund | Contribution to Provident Fund, Super Annuation Fund or Annuity Fund are not to be included in the computation of the ceiling of the perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. |
| ii) Medical Benefits | Reimbursement of Medical Expenses (including Medical Insurance) for himself and his family, subject normally to a ceiling of one month's salary in a year, or 3 months' salary over a period of 3 years, provided that any additional expenditure incurred for medical treatment over and above the above ceiling for himself and his family may be reimbursed on actual basis, subject to approval by the Board of Directors. |
| iii) Leave Travel Concession | For self and family, once in 2 years in accordance with the rules of the Company. |
| iv) Car | The provision of Car for use of Company's business. Use of Car for private purposes shall be billed by the Company |

**III. Other Terms of Appointment**

i) The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to Whole Time Director in accordance with Schedule V of the Companies Act, 2013, or any other amendments made hereafter in this regard,

ii) The appointment may be terminated by either party, giving the other party one month's written notice.

iii) If at any time the Whole Time Director ceases to be Director of the Company for any reason whatsoever, he shall cease to be Whole Time Director of the Company.

iv) Shri Shantilal B. Singhvi, shall be subject to retirement by rotation during his tenure as Whole Time Director.

**RESOLVED FURTHER** that Notwithstanding anything contained in the said statement, where in any financial year, during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the remuneration payable to Shri Shantilal B. Singhvi shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any modification(s) thereto with specific authority to the Board of Directors to vary the terms and conditions of appointment including remuneration payable to Shri Shantilal B. Singhvi within the limits of Section II of Part II of Schedule V of the Companies Act, 2013(including any statutory modifications or re-enactment(s) thereof, for the time being in force).

**RESOLVED FURTHER** that any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds, matter and things, which may be deem necessary, usual, expedient or proper to give effect to this resolution."

None of the Directors of the Company, other than Shri Shantilal B. Singhvi are in any way concerned or interested in the above appointment.

**9. Approval of Cost Auditor's Remuneration:**

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 148 and 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(s) thereof, for the time being in force), M/s G. R. Paliwal & Co. Cost Accountants, (Firm Registration No.: 100058), appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company's Textile manufacturing units at Hinganghat and Burkoni, be paid a remuneration, for the Financial Year ending 31st March, 2017, amounting to Rs.30,000/- plus service tax as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid Audit."

**10. To adopt a new set of Articles of Association 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 Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;

**"RESOLVED FURTHER THAT** Shri Vinod Mohota, Managing Director, Shri. Mukesh B. Mahajan, Chief Financial Officer and Shri Sachin Kanojiya, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution."

**By the order of the Board**
**For, The Rai Saheb Rekhchand Mohota**
**Spg. and Wvg. Mills Ltd.**

**Sd/-**

**Vinod Kumar Mohota**
**Managing Director**

**Place: HINGANGHAT**
**Date: 15.08.2016**

**NOTES:**

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 in respect of the special business is annexed hereto and forms a part of this Notice.

2. A Member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company.

3. The instrument appointing proxy, in order to be effective, must be received by the Company at the Registered Office not later than 48 hours before the commencement of the Meeting. Members / Proxies are requested to sign the attendance slip and hand it over at the gate of the venue of the Meeting.

4. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed there under, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such proxy shall not act as a proxy for any other person or Member.

5. Corporate Members are requested to send a Board Resolution duly certified, authorising their representative to attend and vote on their behalf at the Annual General Meeting.

6. The proxy form should be signed by the appointer or his/her attorney duly authorised in writing or, if the appointer is a body corporate, the proxy form should be signed by an officer of the Company under his/her official seal or an attorney duly authorised by him/her.

7. A statement giving the details of the Directors seeking re-appointment under Item Nos. 3, 5, 6, 7 and 8 of the accompanying Notice, as required under Listing Regulation, entered into with the Stock Exchanges is annexed herewith.

8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this Annual General Meeting.

9. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September 2016 to 27th September, 2016 (both days inclusive), for the purpose of AGM and determining the names of Members eligible for Dividend on Equity Shares, if declared at the Annual General Meeting.

10. The dividend on Equity Shares, if declared at the Annual General Meeting, will be payable on or after 28th September, 2016 to those Members;

    (a) Whose names appear as Members in the Register of Members of the Company after giving effect to the valid share transfers in physical form lodged with the Company/ Registrar and Transfer Agent on 19th September, 2016; and

    (b) Whose names appear as Beneficial Owners in the list of Beneficial Owners on 19th September, 2016 furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for this purpose.

11. 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 their PAN to the Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the Registrar/ Company.

12. Members are requested to bring their copy of the Annual Report to the Meeting. Since practice of distribution of copy of Annual Report at the venue of AGM has been discontinued.

13. Members are requested to send their queries, if any, in writing at least 10 days in advance of the day of the meeting at the Registered Office of the Company.

14. Voting through Electronic means :
In compliance with 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, the Company is pleased to provide its Members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 69th Annual General Meeting (AGM) by Electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot/polling paper shall be made available at the venue of the 69th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

**The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

1. The voting period begins on **24.09.2016 (9.00 A.M.) and ends on 26.09.2016 (5.00 P.M.).** During this period shareholders of the Company, holding shares either in physical form or in Dematerialised form, as on the cut-off date i.e. 20.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 05.00 p.m. on 26.09.2016.

2. Shareholders who have already voted prior to the meeting date would not be entitled for voting again at the meeting venue.

3. The Shareholders should Log on to the e-voting website www.evotingindia.com

4. Click on "Shareholders" tab.

5. Now, select the "The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd. (RSRM)" from the drop down menu and click on "SUBMIT"

6. **i) Now Enter your User ID**

   a) For CDSL: 16 digits beneficiary ID,
   b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

**ii) Next enter the Image verification as displayed and click on Login.**

7. 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.

8. If you are a first time user follow the steps given below:

9. Now, fill up the following details in the appropriate boxes.

| | **For Members holding shares in Demat Form and Physical Form** |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form) in the PAN field.<br>• In case the serial 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 serial number 1 then enter RA00000001 in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.If 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 6. |

10. After entering these details appropriately, click on "SUBMIT" tab.

11. Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.

12. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice of AGM.

13. Click on the EVSN of "The Rai Saheb Rekhchand Mohota Spg. & Wvg. Mills Ltd. (RSRM)" on which you choose to vote.

14. 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.

15. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

16. 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.

17. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

18. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

19. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

20. Shareholders can also cast their vote using CDSL's mobile app **m-Voting** available for android based mobiles. The **m-Voting** app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

21. Note for Institutional Shareholders and Custodians.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

22. I. 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 helpdesk.evoting@cdslindia.com

II. Please note that the Members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the Meeting. If a Member casts vote by both the modes, then votes cast through e-voting shall prevail and voting at the Meeting will be treated invalid. The voting rights of the Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the Cut-off date i.e. 20th September, 2016.

III. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting shall be counted for the purpose of passing of resolution(s).

IV. The Company has appointed Mr. Dinesh Kumar Deora, Practising Company Secretary (Membership No. FCS 5683 CP No. 4119), as the Scrutinizer, to scrutinize the e-voting process (including poll at the meeting), in a fair and transparent manner.

V. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

VI. The report declared along with the report of the Scrutinizer shall be placed on the website of the Company- www.rsrmm.com and on the website of CDSL 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 BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE).

**Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting pursuant to regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015**

| Name | Shri Ranchhoddas Mohota | Smt. Ritu Kabra | Shri Vinod Kumar Mohota | Shri Vinay Kumar Mohota | Shri Shantilal B. Singhvi |
|---|---|---|---|---|---|
| Date of Birth | 17th January, 1936 | 08th October, 1986 | 27th October, 1961 | 6th September, 1967 | 20th March, 1937 |
| Qualification | M.Com., LL.B, D.Litt.(Text.) A.M.B.I.M. (London) F.R.E.S.(London) | B.Com. (Forign Trade), M.Sc. in Business and Management (U.K.) | B.Com. | B.E., M.B.A. | Matriculate |
| Date of first Appointment | 10th August, 1960 | 13th February, 2016 | 16th August, 1994 | 01st April, 2006 | 01st April, 2006 |
| Expertise | Production & General Administration. | Business Management & General Administration. | Administration, Finance, Purchases. | General Administration and production | General Administration, Sales and Marketing |
| Directorship held in other Companies | None | None | None | None | None |
| Chairman/ Member of Committee of the other Companies | None | None | None | None | None |

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

**Item No.5**

Smt. Ritu Kabra (DIN: 07402599) was appointed as an Additional Director of the Company w.e.f. 13th February, 2016 pursuant to the provisions of section 161 of the Companies Act, 2013, who hold office as such up to the date of this Annual General Meeting and is eligible for appointment in terms of section 160 of the Companies Act, 2013. Smt. Ritu Kabra has submitted her consent and declarations that she meets the criteria of independence as provided in Section 149(6) of the Act and Listing Regulation, 2015 and Company has also received a Notice u/s 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director on the Board of the Company.

Smt. Ritu Kabra is a qualified Commerce graduate and M.Sc. in Business and Management from the university of Strathclyde, United Kingdom, She worked as content writer at Ramakanth Advertising, Hyderabad. The Board considers that her knowledge & experience would be beneficial and helpful to the company, also in the opinion of the Board Smt. Ritu Kabra proposed to be appointed as an Independent Director fulfills the conditions specified in the section 149(6) and other applicable provisions of the Companies Act, 2013 and the rules made there under and that the proposed director is independent of the management.

Accordingly the Board recommends the resolution as set out at Item No.5 for approval by the Members to be passed as an Ordinary Resolution.

None of the Directors, Manager or any other key managerial personnel or any of their relatives, except Smt. Ritu Kabra, in her capacity of being a Director, are concerned or interested, whether financially or otherwise, in this Resolution.

**Item No.6, 7 & 8**

The Board of Directors at its meeting held on 15th March, 2011 had approved the Re-appointment and remuneration payable to Shri Vinod Kumar Mohota, Managing Director, Shri Vinay Kumar Mohota, Whole Time Director and Shri Shantilal B. Singhvi, Whole Time Director for a period of five years with effect from 01st April, 2011 till 31st March, 2016. The shareholders had approved the said appointments and remuneration payable to them at the Annual General Meeting held on 27th September, 2011.

The Board of Directors in its Board Meeting held on 13th February, 2016 on the recommendation of Nomination and Remuneration Committee and subject to the approval of Shareholders, has approved the reappointment of Shri Vinod Kumar Mohota, Managing Director, Shri Vinay Kumar Mohota, Whole Time Director and Shri Shantilal B. Singhvi, Whole Time Director for further period of 3 years i.e. from 01st April, 2016 to 31st March, 2019 on the terms and conditions as mention in the Notice.

**Brief resume of each of the above mentioned appointees are given below:**

(a) Shri Vinod Kumar Mohota (DIN 00247348), aged 54 years is a qualified Commerce Graduate. He is having vast experience in the areas of Finance, Accounts and General Business administration. He is Director of the company since 1996, and having more than 20 years of experience in Textile Industry. He is member of Audit Committee and Stakeholders Relationship committee of the Company.

(b) Shri Vinay Kumar Mohota, aged 48 years is Engineering Graduate and also MBA. He is having vast experience in General administration, Engineering and Production. He is Director of the Company since 2006, and having more than 10 years of experience in Textile Business.

(c) Shri Shantilal B. Singhvi, aged 79 years is matriculate and having expertise in sales & Marketing. He is Director of the Company since 2006 with more than 45 years of experience in sales, marketing and general Administration.

During the term of office Shri Vinod Kumar Mohota's hard work, Knowledge and Experience help to improve the overall business performance of the Company and under his leadership, the Company made a steady growth and strengthened the financial position as evidenced in the financial results.

Although Shri Shantilal B. Singhvi attained the age more than 70 years, his experience and knowledge has help to improve the working of the Company therefore his reappointment has been considered necessary in the interest of the Company.

Board Considers that their respective appointments are in the best interest of the Company.

Accordingly the Board recommends the resolutions as set out at Item No.6, 7 and 8 for approval by the Members to be passed as Special Resolutions.

Except the appointee themselves for their respective appointments and persons as mentioned in the resolution set out at item no. 6, 7 and 8, None of the Directors, Manager or any other key managerial personnel or any of their relatives, in their capacity of being a Director, is concerned or interested, whether financially or otherwise, in these Resolutions.

**Particulars required to be furnished in respect of clause (iii) under Part II of Schedule V, pursuant to sections 196 & 197 of the Companies Act, 2013:**

<table>
<tr><th>Sr. No.</th><th>Particular</th><th>Details</th></tr>
<tr><td></td><td colspan="2">I. General Information:</td></tr>
<tr><td>1.</td><td>Nature of industry</td><td>Textile Industry</td></tr>
<tr><td>2.</td><td>Date or expected date of commencement of commercial production</td><td>Already in Working</td></tr>
<tr><td>3.</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.</td><td>Not Applicable</td></tr>
<tr><td>4.</td><td>Financial performances based on given indicators</td><td>For the year ended 31.03.2015 & 31.03.2016<br>(Rs. In Lakhs)<br><table><tr><td></td><td>31.03.2015</td><td>31.03.2016</td></tr><tr><td>Revenue</td><td>31926.57</td><td>32961.61</td></tr><tr><td>PBT</td><td>303.02</td><td>418.88</td></tr><tr><td>PAT</td><td>214.92</td><td>334.50</td></tr><tr><td>Net Worth</td><td>3793.82</td><td>4076.59</td></tr></table></td></tr>
</table>

<table>
<tr><td>5.</td><td>Foreign investments or collaborations, if any</td><td>Nil</td></tr>
<tr><td></td><td colspan="2">II. Information about the appointee:</td></tr>
<tr><td>1.</td><td>Background details</td><td>Item No. 6, 7 & 8 of Explanatory Statement may be referred</td></tr>
<tr><td>2.</td><td>Past remuneration</td><td><table><tr><td>Name of Directors</td><td>Salary in FY 2015-16</td><td>Salary in FY 2014-15</td></tr><tr><td>Shri Vinod Kumar Mohota</td><td>Rs.12,76,800/-</td><td>Rs.11,98,800/-</td></tr><tr><td>Shri Vinay Kumar Mohota</td><td>Rs. 11,42,400/-</td><td>Rs. 10,65,600/-</td></tr><tr><td>Shri Shantilal B. Singhvi</td><td>Rs. 5,05,400/-</td><td>Rs. 4,72,560/-</td></tr></table></td></tr>
<tr><td>3.</td><td>Recognition or awards</td><td>Nil</td></tr>
<tr><td>4.</td><td>Job profile and his suitability</td><td>Furnished in Exp. Statement annexed to Notice</td></tr>
<tr><td>5.</td><td>Remuneration proposed</td><td>Furnished in Resolution</td></tr>
<tr><td>6.</td><td>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</td><td>Normal and reasonable</td></tr>
<tr><td>7.</td><td>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.</td><td>Furnished in Exp. Statement</td></tr>
<tr><td></td><td colspan="2">III. Other information:</td></tr>
<tr><td>1.</td><td>Reasons of loss or inadequate profits</td><td>Not Applicable</td></tr>
<tr><td>2.</td><td>Steps taken or proposed to be taken for improvement is under implementation</td><td>Modernisation Program</td></tr>
<tr><td>3.</td><td>Expected increase in productivity and profits in measurable terms</td><td>10% more is aimed</td></tr>
</table>

**Item No. 9**

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of M/s G. R. Paliwal & Co., Cost Accountants, to conduct the Audit of the Cost records of the Company's Textile manufacturing Units at Hinganghat and Burkoni for the Financial Year ending 31st March, 2017.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2017, as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financialy or otherwise, in the said Resolution.

The Board of Directors recommends the Resolution as set out at Item No.9 of the accompanying Notice for approval by the Members as an Ordinary Resolution.

**Item No. 10**

The existing Memorandum and Articles of Association ("MOA & AOA") were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force.

The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013.

Consent of the shareholders by way of a Special Resolution is required in this regard. The entire set of proposed Articles of Association is available in the website of the company at www.rsrmm.com

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financialy or otherwise, in the said Resolution.

The Board of Directors accordingly recommends the resolution set out at item No. 10 for the approval by the members as a Special Resolution.

**By the order of the Board**
**For, The Rai Saheb Rekhchand Mohota**
**Spg. and Wvg. Mills Ltd.**

**Sd/-**

**Vinod Kumar Mohota**
**Managing Director**

**Place: HINGANGHAT**
**Date: 15.08.2016**