

# **RAJDARSHAN INDUSTRIES LIMITED**

**Regd. Off.:** 59, Moti Magri Scheme, Udaipur-(Raj.) 313 001

**CIN:** L14100RJ1980PLC002145, **Web:** [www.rajdarshanindustrieslimited.com](http://www.rajdarshanindustrieslimited.com)

**Email:** [info@rajdarshanindustrieslimited.com](mailto:info@rajdarshanindustrieslimited.com), **Tel:** 0294- 2427999

## **NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended]*

To,  
The Members,  
**Rajdarshan Industries Limited**

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') vide its General Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as ('MCA Circulars')), to transact the special business as set out hereunder by passing Ordinary / Special Resolution, as applicable, by way of postal ballot only by voting through electronic means (remote e-voting).

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice ("Notice" or "Postal Ballot Notice").

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Ankit Consultancy Private Limited, Registrar and Share Transfer Agent /Company/Depository Participant(s).

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company vide Resolution dated July 14, 2023 has appointed Dr. CS Ronak Jhuthawat, Proprietor of M/s Ronak Jhuthawat & Co., Company Secretaries in Practice, (FCS No. 9738 and CP No. 12094), as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and Secretarial Standard-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for facilitating e-voting. The Company has made necessary arrangements with CDSL, Registrar and Share Transfer

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Agent (“RTA”) to enable the Members to register their e-mail address. Those members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of this Notice. The remote e-voting period commences at 9:00 a.m. (IST) on Tuesday, 18<sup>th</sup> July, 2023 and will end at 5:00 p.m. (IST) on Wednesday, 16<sup>th</sup> August, 2023. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

Upon completion of the process, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. 16<sup>th</sup> August, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority

## **SPECIAL BUSINESS:**

### **1. RE-APPOINTMENT OF MR. PRAKASH KUMAR VERDIA (DIN:02429305) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Prakash Kumar Verdia, who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from April 1, 2018 upto March 31, 2023 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from April 1, 2023 upto March 31, 2028 (both days inclusive).

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**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

## **2. RE-APPOINTMENT OF MR. ROSHAN LAL NAGAR (DIN:02416642) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass as a Special Resolution the following:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Roshan Lal Nagar, who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from April 1, 2018 upto March 31, 2023 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from April 1, 2023 upto March 31, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By Order of the Board of Directors  
For **Rajdarshan Industries Limited**

Place: Udaipur  
Date: 14 July, 2023

**Kalp Shri Vaya**  
Company Secretary

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## Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act setting out material facts concerning the Resolutions in the accompanying Notice, is annexed hereto.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / RTA / Depository Participant(s), as on July 07, 2023 (“Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
3. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
4. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., 16<sup>th</sup> August, 2023. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
5. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Company website [www.rajdarshanindustrieslimited.com](http://www.rajdarshanindustrieslimited.com) and communicated to the stock exchanges.
6. Members may note that this Postal Ballot Notice will also be available on the Company’s website at [www.rajdarshanindustrieslimited.com](http://www.rajdarshanindustrieslimited.com), websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).
7. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to [info@rajdarshanindustrieslimited.com](mailto:info@rajdarshanindustrieslimited.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

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8. In case the member has not registered his/her/their email address with the Company /its RTA/ Depositories/Depository Participants then following instructions to be followed:

**(i) In the case of Shares held in Physical mode:**

Kindly send a request to our RTA, Ankit Consultancy Private Limited @ investor@ankitonline.com with all the relevant details. Member(s) may also intimate the same to the Company by writing an email at info@rajdarshanindustrieslimited.com. The members shall provide the following information in the email–

Full name:

No of shares held:

Folio number (if shares held in physical) and PAN:

Share certificate number (if shares held in physical) and PAN:

Email id to be registered and Mobile no.:

**(ii) In the case of Shares held in Demat mode:**

The shareholder may please contact the Depository Participant (“DP”) and register the email address as per the process followed and advised by the DP.

**9. E-voting:**

- a. In compliance with Regulation 44 of the SEBI Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolutions as set out in this Postal Ballot Notice.
- b. The e-voting period commences from Tuesday, 18th July, 2023 (9.00 a.m. IST) and ends on Wednesday, 16<sup>th</sup> August, 2023, (5.00 p.m IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- c. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off Date i.e. July 07, 2023.
- d. Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. 07<sup>th</sup> July, 2023, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolutions as set out in this Postal Ballot Notice only through the e-voting.
- e. Dr.CS Ronak Jhuthawat, Proprietor of Ronak Jhuthawat & Co., Company Secretaries in Practice, (FCS No. 9738 and CP No. 12094) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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10. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide Remote E-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple E-Voting service providers (ESPs) providing E-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable E-Voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in E-Voting process.

## I. FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System MyEasi Tab and then use your existing MyEasi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the e-voting period. Additionally, there is also a link provided to access the system of all evoting Service Providers, so that the user can visit the e-voting service providers' website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a>. Click on login &amp; New System MyEasi Tab and then click on registration option.</li></ol>

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	<p>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see eVoting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="http://www.evoting.nsd.com">www.evoting.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. CDSL and you will be redirected to e-voting website of CDSL for casting your vote during the e-voting period.</p>

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. CDSL and you will be redirected to e-voting website of CDSL for casting your vote during the e-voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

## II. FOR NON-INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE AND SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM

Login method for non-individual shareholders holding shares in demat mode and shareholders holding shares in physical form are given below:

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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,



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

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to contact Company/RTA
Dividend Bank Details OR Date of Birth (DOB)	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. 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.

7) After entering these details appropriately, click on “SUBMIT” tab.

8) 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 on 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.

9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

### III. CASTING YOUR VOTE ELECTRONICALLY ON CDSL E-VOTING SYSTEM

1) After successful login, click on the Electronic Voting Sequence Number (EVSN) of “Rajdarshan Industries Limited”.

2) 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.

3) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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4) 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.

5) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

6) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

7) 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.

8) There is also an optional provision to upload Board Resolution/ Power of Attorney, if any uploaded, which will be made available to scrutinizer for verification.

9) Additional Facility for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Power of Attorney/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer to at [compliancerjac@gmail.com](mailto:compliancerjac@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and [info@rajdarshanindustrieslimited.com](mailto:info@rajdarshanindustrieslimited.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **IV. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. 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 Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

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**Email:** [info@rajdarshanindustrieslimited.com](mailto:info@rajdarshanindustrieslimited.com), **Tel:** 0294- 2427999

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding E-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

## **Contact Details:**

### **Company**

Rajdarshan Industries Limited

Registered Office: 59, Moti Magri Scheme, Udaipur-313001

CIN: L14100RJ1980PLC002145

Email ID: [info@rajdarshanindustrieslimited.com](mailto:info@rajdarshanindustrieslimited.com)

### **Registrar and Transfer Agent:**

Ankit Consultancy Private Limited

60, Electronic Complex, Pardeshipura

Indore – 452010 (M. P.) India

Tel No.- 0731-4949444

Email : [investor@ankitonline.com](mailto:investor@ankitonline.com)

### **E-Voting Agency:**

Central Depository Services (India) Limited

Email: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

Phone: +91-22-22723333/8588

### **Scrutinizer:**

Dr.CS Ronak Jhuthawat

Practising Company Secretary

Email ID:[compliancerjac@gmail.com](mailto:compliancerjac@gmail.com)

By Order of the Board of Directors  
For **Rajdarshan Industries Limited**

Place: Udaipur

Date: 14 July, 2023

**Kalp Shri Vaya**  
Company Secretary

# **RAJDARSHAN INDUSTRIES LIMITED**

**Regd. Off.:** 59, Moti Magri Scheme, Udaipur-(Raj.) 313 001  
**CIN:** L14100RJ1980PLC002145, **Web:** [www.rajdarshanindustrieslimited.com](http://www.rajdarshanindustrieslimited.com)  
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## **EXPLANATORY STATEMENT**

### **[Pursuant to Sections 102 and 110 of the Companies Act, 2013]**

The following Statement sets out all material facts relating to the businesses mentioned under Item Nos. 1 and 2 of the accompanying Notice:

#### **Item No. 1:**

Mr. Prakash Kumar Verdia (DIN: 02429305) is currently an Independent Director of the Company, Chairperson of the Board and Member of the Stakeholders Relationship Committee.

He was appointed as an Independent Director of the Company by the Members at the 37th Annual General Meeting of the Company held on September 29, 2018 for a period of 5 (five) consecutive years commencing from April 1, 2018 upto March 31, 2023 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on March 31, 2023, proposed the re-appointment of Mr. Prakash Kumar Verdia as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from April 1, 2023 upto March 31, 2028 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The Board recommends the re-appointment of Mr. Prakash Kumar Verdia as an Independent Director for the second term from April 01, 2023 up to March 31, 2028.

Mr. Prakash Kumar Verdia retired as Director Mines & Geology, Govt. of Rajasthan and presently his is actively involved in numerous industry and society welfare oriented activities with Government and Industrial bodies. It is in the interest of the Company to avail his considerable expertise and valuable guidance.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Prakash Kumar Verdia's qualifications and the rich experience meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that his continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Prakash Kumar Verdia confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing

# **RAJDARSHAN INDUSTRIES LIMITED**

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Regulations, the re-appointment of Mr. Prakash Kumar Verdia as an Independent Director is now placed for the approval of the Members by a Special Resolution.

Copy of the draft letter of Re-appointment proposed to be issued to Mr. Prakash Kumar Verdia setting out the terms and conditions of his re-appointment is available for inspection by the Members at the registered office of the Company during the office hours on all the working days except Saturdays, Sundays and public holidays upto the date of the until the last date of remote e-voting.

The Board commends the Special Resolution set out in Item No. 1 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Prakash Kumar Verdia and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

## **Item No. 2:**

Mr. Roshan Lal Nagar (DIN: 02416642) is currently an Independent Director of the Company, Chairman of the Audit Committee and Nomination and Remuneration committee.

He was appointed as an Independent Director of the Company by the Members at the 37th Annual General Meeting of the Company held on September 29, 2018 for a period of 5 (five) consecutive years commencing from April 1, 2018 upto March 31, 2023 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on May 29, 2023, proposed the re-appointment of Mr. Roshan Lal Nagar as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from April 1, 2023 upto March 31, 2028 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The Board recommends the re-appointment of Mr. Roshan Lal Nagar as an Independent Director for the second term from April 01, 2023 up to March 31, 2028.

Mr. Roshan Lal Nagar had been in the Board of The Udaipur Urban Co-operative Bank Limited and has rich and prudent experience in the field of financial management and taxation. It is in the interest of the Company to avail his considerable expertise and valuable guidance.

The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mr. Roshan Lal Nagar's qualifications and the rich experience meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that his continued association would be of immense benefit to the Company.

# **RAJDARSHAN INDUSTRIES LIMITED**

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The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Roshan Lal Nagar confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Roshan Lal Nagar as an Independent Director is now placed for the approval of the Members by a Special Resolution.

Copy of the draft letter of re-appointment proposed to be issued to Mr. Roshan Lal Nagar setting out the terms and conditions of his re-appointment is available for inspection by the Members at the registered office of the Company during the office hours on all the working days except Saturdays, Sundays and public holidays upto the date of the until the last date of remote e-voting.

The Board commends the Special Resolution set out in Item No. 2 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Roshan Lal Nagar and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

By Order of the Board of Directors  
For **Rajdarshan Industries Limited**

Place: Udaipur  
Date: 14 July, 2023

**Kalp Shri Vaya**  
Company Secretary

# RAJDARSHAN INDUSTRIES LIMITED

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## Annexure-1

**Details of Director seeking re-appointment**  
**(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2**  
**on General Meetings) Details of the Directors Seeking appointment)**

<b>Name of the Director</b>	Mr. Prakash Kumar Verdia	Mr. Roshan Lal Nagar
<b>DIN</b>	02429305	02416642
<b>Date of Birth</b>	06/08/1945	24/09/1939
<b>Nationality</b>	INDIAN	INDIAN
<b>Date of First Appointment on the Board</b>	01/04/2018	01/04/2018
<b>Brief resume / Qualifications</b>	M. Sc. (Tech)	M.Com
<b>Expertise in specific functional areas</b>	Eminent Geologist and Social Activist	Expertise in field of Banking and Finance
<b>Terms and Conditions of Appointment/ Reappointment</b>	Re-appointment as an Independent Director for a second term of 5 (five) consecutive years, with effect from April 01,2023 to March 31, 2028 not liable to retire by rotation	Re-appointment as an Independent Director for a second term of 5 (five) consecutive years, with effect from April 01, 2023, to March 31, 2028 not liable to retire by rotation.
<b>Details of Remuneration last drawn</b>	NIL	NIL
<b>Details of Remuneration sought to be paid</b>	-	-
<b>Number of Meetings of the Board attended during FY 23-24</b>	One	One
<b>Directorship(s) held in other public companies and listed companies along with listed entities from which the person has resigned in the past three years</b>	Independent Director in Madhav Marbles and Granites Limited	Independent Director in Madhav Marbles and Granites Limited
<b>Chairmanships /Memberships of Committees of other listed companies</b>	Chairman of Stakeholders committee and Nomination and Remuneration Committee in Madhav Marbles and Granites Limited	Chairman of Audit Committee in Madhav Marbles and Granites Limited
<b>Disclosure of relationship with Directors and Key Managerial Personnel (KMP) inter-se</b>	None	None
<b>Shareholding in the Company as on 31/03/2023</b>	-	-
<b>Skills and capabilities required for the role and the manner of meeting the requirements</b>	Refer Item No. 1 of the Notice and Explanatory Statement	Refer Item No. 2 of the Notice and Explanatory Statement

By Order of the Board of Directors  
For **Rajdarshan Industries Limited**

Place: Udaipur  
Date: 14 July, 2023

**Kalp Shri Vaya**  
Company Secretary