

# RANJAN POLYSTERS LIMITED

Regd. Office: 11-12 KM. Stone, Chittorgarh Road, Village-Guardi, Bhilwara-311001(Raj.)

Phone: 01482-249095, Fax – 01482-249096

CIN: L24302RJ1990PLC005560: E-Mail:- [ranjanpoly@gmail.com](mailto:ranjanpoly@gmail.com), [ranjanpoyster@yahoo.com](mailto:ranjanpoyster@yahoo.com)

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## NOTICE

Notice is hereby given that the “THIRTY FIRST” ANNUAL GENERAL MEETING of the Members of RANJAN POLYSTERS LIMITED will be held as scheduled below:-

Day : Thursday  
Date : 30.09.2021  
Time : 04.00 P.M.  
Place : 11-12 KM. Stone, Chittorgarh Road, Village- Guwardi, Bhilwara-311001 (Rajasthan)

to transact the following business:

### Ordinary Business:

- 1) To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2021, together with Reports of the Board the Directors and Auditors thereon.
- 2) To Re appoint Shri Mohit Kumar Bhimsaria (DIN- 00389098), who retires by rotation being eligible, offers himself for reappointment.

### Special Business:

- 3) To reappoint Shri Abhishek Agarwal (DIN. 03184918) as an Independent Director of the Company for further period of five consecutive years, In terms of Section 149 of the Companies Act, 2013

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special resolution:

“RESOLVED THAT pursuant to the provisions of section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ( “the Act” and the Companies ( Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India ( Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), pursuant to the recommendation of Nomination & remuneration Committee and subject to approval of Shareholders in the General Meeting, Mr. Abhishek Agarwal ( DIN: 03184918 ), who was appointed as an Independent Director and who holds office of Independent Director being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company with effect from 10<sup>th</sup> November, 2020, not liable to retire by rotation and to hold office for a second term 5 (five) consecutive years on the Board of the Company and shall hold office up to 9th November, 2025 and the term shall not be retire by rotation”

“RESOLVED FURTHER THAT the Board of Directors and/ or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- 4) To consider and approve Revision in the terms of payment of remuneration to Mr. Mahesh Kumar Bhimsariya, Managing Director (DIN 00131930)

**To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special resolution:**

"RESOLVED THAT in partial modification to the resolution passed by the members through e-voting on 30th September, 2020 and subject to the provisions of Section 196,197 & 203 of the Companies Act 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013, the Companies ( Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment, modification, variation or re-enactment thereof), and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, approval of the Company be and is hereby accorded that Due to the global Coronavirus pandemic the company is experiencing a significant downturn in business In response, therefore Board recommend to pay salary for the Financial Year 2021-22 same as given in Financial year 2020-21 to Shri Mahesh Kumar Bhimsariya as stated in the Explanatory Statement annexed to notice.

FURTHER RESOLVED THAT the Board of Directors (which includes any committee thereof) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time."

FURTHER RESOLVED except for the revision in the Salary, all other terms and conditions of appointment, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unaltered."

- 5) To consider and approve Revision in the terms of payment of remuneration to Mr. Saket Parikh, Whole time Director (DIN 00105444)

**To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special resolution:**

"RESOLVED THAT in partial modification to the resolution passed by the members through e-voting on 30th September, 2020 and subject to the provisions of Section 196,197 & 203 of the Companies Act 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013, the Companies ( Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment, modification, variation or re-enactment thereof), consent of the Board of Directors be and is hereby accorded that Due to the global Coronavirus pandemic the company is experiencing a significant downturn in business In response, therefore Board recommend to pay salary for the Financial Year 2021-22 same as given in Financial year 2020-21 to Shri Saket parikh as stated in the Explanatory Statement annexed to notice.

FURTHER RESOLVED THAT the Board of Directors (which includes any committee thereof) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time."

FURTHER RESOLVED except for the revision in the Salary, all other terms and conditions of appointment, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unaltered.”

**Regd. Office:**  
11-12<sup>th</sup> Km. Stone, Chittorgarh Road  
Village-Guardi, Bhilwara-311001 (Raj.)

By order of the Board  
For Ranjan Polysters Limited

Sd/-

Place: Bhilwara  
Dated: 29th June, 2021

**(Chitra Naraniwal)**  
Company Secretary  
M.No.44750

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## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER.**
2. Proxies, in order to be effective should be duly Stamped, completed, signed and deposited at the Registered office of the Company not less than 48 hours before the meeting. Revenue stamp should be affixed on the Proxy Form. Forms which are not stamped are Liabile to be considered as invalid. It is advisable that the Proxy Holder's signature may also be furnished in the Proxy Form, for identification purposes. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Members are requested to bring their copies of the Annual Report to the meeting. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
4. The register of member and share transfer books of the Company shall remain closed from Friday, 24<sup>th</sup> September, 2021 to, 30<sup>th</sup> September, 2021. (Both days inclusive).
5. In compliance of SEBI requirements, Beetal Financial & Computer services Private Limited has been appointed the Registrar and Share Transfer Agent of the Company, who handle share transfer work in Physical as well as in Electronic Form and other related activities at the following address:

Beetal Financial & Computer services Private. Limited  
Beetal House, 3rd Floor, 99 Madangir,  
Behind Local Shopping Centre,  
Near Dada Harsukhdas Mandir,  
New Delhi, Delhi 110062  
Phone No. : 011-29961281 Fax No. : 011-29961284  
Website: [www.beetalfinancial.com](http://www.beetalfinancial.com)  
E-mail: [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

6. Members holding shares in Physical form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, PAN Details, e-mail address, contact numbers, etc., to Company. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, PAN Details, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, to provide efficient and better services. Members holding shares in physical form are requested to intimate such information and changes therein to the Company or RTA Beetal Financial & Computer services Private Limited.
7. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days, except Sunday between 11.00 A.M to 1.00 P.M prior to date of Annual General Meeting.
8. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under the Section 72 of the Companies Act, 2013 may do so.

10. The Register of Directors and KMP and their shareholding and register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 will be available for inspection by the members at AGM.
11. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meetings so as to enable the management to keep the information ready.
12. 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 or RTA.
13. Members who hold the shares in dematerialized form are requested to bring their Clients ID and DP ID for easier identification of attendance at the AGM.
14. Notice of 31<sup>st</sup> Annual General Meeting of the company along with Annual Report 2020-2021 is being sent only through electronic mode to shareholder whose email addresses are registered with the company/Depository participant(s) in compliance with MCA Circular dated 5<sup>th</sup> May, 2020 and SEBI Circular dated 12<sup>th</sup> May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021. Members may note that the Notice of 31<sup>st</sup> Annual General Meeting of the company alongwith Annual Report 2020-2021 will also be available on the company's website [www.ranjanpolysters.com](http://www.ranjanpolysters.com) and website of stock exchange [www.msei.in](http://www.msei.in) for download.
15. The facility for voting through Polling Paper shall also be made available at the AGM and the members attending the meeting who have not already cast their vote through remote e-voting shall be able to exercise their right at the AGM.
16. **Voting through electronic means**
  - In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically on the resolution mentioned in the notice 31<sup>st</sup> Annual General Meeting of the Company.
  - Sh. B. K. Sharma, Practicing Company Secretary (Membership No. FCS 6206) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
  - The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
  - The Scrutinizer shall within a period not exceeding 3 working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
  - The results declared along with the Scrutinizers' Report shall be placed on the Company's website [www.ranjanpolysters.com](http://www.ranjanpolysters.com) within three days of the passing of the resolutions at the Annual General Meeting of the Company that will be held on Thursday, 30<sup>th</sup> day of September, 2021 and communicated to the MSEI Ltd. within the prescribed period.

## 17. Instructions For E-Voting

- (i) The e-voting period begins on Monday, 27<sup>th</sup> September, 2021 at 9.00 A.M and ends on Wednesday 29<sup>th</sup> September, 2021 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 23<sup>rd</sup> September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

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 URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links</li></ol>

	<p>provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <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 or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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 evoting 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.nsdl.com">https://eservices.nsdl.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 e-Voting 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 or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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**

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 022-23058738 and 22-23058542-43.
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

**technical issues related to login through Depository i.e. CDSL and NSDL**

- (ii) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website
  - 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,
    - c. Members 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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	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. <ul style="list-style-type: none"> <li>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.</li> </ul>

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the Ranjan Polysters Limited on which you choose to vote.
- (vii) 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.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) **Facility for Non-Individual Shareholders and Custodians -For Remote Voting only.**

- 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [ranjanpoly@gmail.com](mailto:ranjanpoly@gmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**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)
- 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 attending AGM & 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 022- 23058738 and 022-23058542/43.

18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23<sup>rd</sup>, 2021.
19. Any Member(s) who require any special assistance of any kind at the venue of the Thirty-First AGM are requested to send details of their special needs in writing to the Company [www.ranjanpolysters.com](http://www.ranjanpolysters.com) at least three days before the date of the Thirty-First Annual General Meeting.

Regd. Office:  
11-12th Km. Stone, Chittorgarh Road  
Village-Guardi, Bhilwara-311001 (Raj.)

By order of the Board  
For Ranjan Polysters Limited  
Sd/ -

Place: Bhilwara  
Dated: 29th June, 2021

(Chitra Naraniwal)  
Company Secretary  
M.No.44750

## ANNEXURE TO NOTICE

### Explanatory statement pursuant to section 102 of the Companies Act, 2013

#### Item No.3

Shri Abhishek Agarwal (DIN : 03184918) was appointed as an Independent Non-Executive Director of the Company by the members at the 25th AGM of the Company held on 30th September, 2015 with effect from 30<sup>th</sup> September 2015 for a period of five consecutive years. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Board had, based on the recommendations of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the report of performance evaluation of Shri Abhishek Agarwal (Present Independent Director) as done by the Board of Directors in its Board meeting held on 10<sup>th</sup> November, 2020, has formed an opinion that, the Independent Director proposed to be reappointed fulfils the conditions specified in the Act and the rules made there under and the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. The Board is of the opinion to continue his tenure as an Independent Director for the next five years from 10th November, 2020 not liable to retire by rotation and to hold office for a second term 5 (five) consecutive years on the Board of the Company and shall hold office up to 9<sup>th</sup> November, 2025"

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Shri Abhishek Agarwal fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Abhishek Agarwal as an Independent Director. The Company has also received notices in writing from member in terms of Section 160 of the Act his candidature to be appointed as director in this Annual General Meeting.

The disclosure relating to Shri Abhishek Agarwal, as required under the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, is set out as an Annexure to the Notice.

The Board recommends the Special Resolutions set out at Item No. 3 of this Notice for the approval by the Members. Save and except the above, none of the other Directors or key managerial personnel of the Company or their relatives are in any way concerned or interested, in the resolution set out at Item No. 3.

#### Item No.4

The members of the Company at the 30<sup>th</sup> Annual General Meeting held on 30th September, 2020 had reappointed Shri Mahesh Kumar Bhimsariya as the Managing Director effective from 1<sup>st</sup> May, 2020 for the period of three year up to 30<sup>th</sup> April 2023.

Pursuant to the provisions of Section 196,197 & 203 of the Companies Act 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013, the Companies ( Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment, modification, variation or re-enactment thereof), company may subject to certain conditions including the passing of Special Resolution , pay such remuneration as may be recommended by Board of Directors on the recommendation by the Nomination and Remuneration Committee.

During the Financial year ended 31<sup>st</sup> March, 2021, Due to the global Coronavirus pandemic the company is experiencing a significant downturn in business In response, therefore Board recommend to pay salary for the Financial Year 2021-22 same as given in Financial year 2020-21.

#### **Item No.5**

The members of the Company at the 30<sup>th</sup> Annual General Meeting held on 30th September, 2020 had reappointed Shri Saket Parikh as the Whole Time Director effective from 1<sup>st</sup> May, 2020 for the period of three year up to 30<sup>th</sup> April 2023.

Pursuant to the provisions of Section 196,197 & 203 of the Companies Act 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013, the Companies ( Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment, modification, variation or re-enactment thereof), company may subject to certain conditions including the passing of Special Resolution , pay such remuneration as may be recommended by Board of Directors on the recommendation by the Nomination and Remuneration Committee.

During the Financial year ended 31<sup>st</sup> March, 2021, Due to the global Coronavirus pandemic the company is experiencing a significant downturn in business In response, therefore Board recommend to pay salary for the Financial Year 2021-22 same as given in Financial year 2020-21.

**ANNEXURE TO NOTICE FOR 31st ANNUAL GENERAL MEETING**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT  
AT THE FORTHCOMING ANNUAL GENERAL MEETING**

**(PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS  
AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF  
COMPANY SECRETARIES OF INDIA,)**

<b>Particulars</b>	<b>Shri Mohit Kumar Bhimsaria</b>	<b>Shri Abhishek Agarwal</b>
Date of Birth	10/02/1979	04/10/1989
Date of Appointment	31/07/2009	25/03/2015
Qualifications	B.COM	IIInd Year B.COM
Expertise in Specific functional areas	Textile	Textile
Directorship held in other companies (excluding foreign companies)	TWO	ONE
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Shareholders Grievance Committee)	-Nil-	-Nil-
Number of shares held in the Company	259000	0

RANJAN POLYSTERS LIMITED

Regd. Office: 11-12 KM. Stone, Chittorgarh Road, Village-Guardi, Bhilwara-311001(Raj.)

Phone: 01482-249095, Fax - 01482-249096

CIN: L24302RJ1990PLC005560: E-Mail:- ranjanpoly@gmail.com,ranjanpoyster@yahoo.com

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ATTENDANCE SLIP

Only Shareholder or the Proxies will be allowed to attend the meeting

DP ID *	
Client ID *	

L.F. No.	
No. of Shares held	

I / We hereby record my / our presence at the 31st Annual General Meeting of the Company being held on Thursday, the 30th September, 2021 at 4.00 P.M.. at Registered office at Company.

Signature of Shareholder(s): 1. \_\_\_\_\_ 2. \_\_\_\_\_

Signature of the Proxy holder \_\_\_\_\_

\* Applicable for Investors holding Shares in Electronic form

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue

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PROXY FORM

MGT-11

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : L24302RJ1990PLC005560  
 Name of Company : RANJAN POLYSTERS LIMITED  
 Registered Office : 11-12 KM. Stone, Chittorgarh Road, Village-Guardi, Bhilwara-311001 (Raj.)

Name of the Member(s)	
Registered Address	
Email ID	
Folio No. / Client ID	
DP ID	

I/We, being the member(s) of..... Shares of Ranjan Polysters Limited, hereby appoint:

- (1) Name ..... : Address .....  
 Email ID ..... : Signatur .....or falling him;  
 e
- (2) Name ..... : Address .....  
 Email ID ..... : Signatur .....or falling him;  
 e
- (3) Name ..... : Address .....  
 Email ID ..... : Signatur .....or falling him;  
 e

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company to be held on Thursday, the 30th September, 2021 at 4.00 P.M. at Registered office 11-12 KM. Stone, Chittorgarh Road, Village-Guardi, Bhilwara-311001 (Raj.) and at any adjournment thereof in respect of such resolutions as are indicate below:

Resolutio n No.	RESOLUTIONS	Optional*	
		For	Against
1.	Adoption of Audited Financial Statement of the Company for the Financial Year ended 31st March, 2021, together with Reports of the Board the Director and Auditors thereon		

2.	Re appoint Shri Mohit Kumar Bhimsaria, (DIN:-00389098), who retires by rotation being eligible, offers himself for reappointment.		
3.	Re appoint Shri Abhishek Agarwal (DIN- 03184918), to hold office for second term of (5) consecutive years on the Board of the Company.		
4.	Approve Revision in the terms of payment of remuneration to Mr. Mahesh Kumar Bhimsariya, Managing Director (DIN 00131930)		
5.	Approve Revision in the terms of payment of remuneration to Mr. Saket Parikh, Whole time Director (DIN 00105444)		

Signed this..... day of .....2021

Affix Revenue Stamp
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Signature of shareholder .....

Signature of proxy holder(s).....

Note: (1) This form of proxy in order to be effective should be duly completed and deposited at the registered office 11-12 KM. Stone, Chittorgarh Road, Village-Guardi, Bhilwara -311001 (Raj.) of the company at, not less than 48 hours before the commencement of the meeting.

(2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 31<sup>st</sup> Annual General Meeting.

(3) \* Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

(4) In case of joint holders, signatures of any one holder will be sufficient, but names of the joint holders should be stated.

# ROUTE MAP TO THE VENUE OF THE AGM

11-12 KM. Stone, Chittorgarh Road, Village-Guardi, Bhilwara-311001(Raj.)

