

# Notes to Financial Statements

(Rs. In Lacs)

Particulars	Key Managerial Person refer to (i)		Enterprises over which KMP is able to exercise significant influence, refer to (ii)	
	31 <sup>st</sup> March, 2025	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2025	31 <sup>st</sup> March, 2024
<b>Rent paid/Payable</b>				
Indo Textiles & Fibres Limited			46.35	46.35
A.S. Chemotex pvt. Ltd.			18.90	18.90
A.R. Commercial Private Limited			14.40	14.40
<b>Purchase for Sales Promotion</b>				
Spell Fashions Pvt Ltd			-	14.76
<b>Commission on sale of yarn</b>				
A.R.Fibtex Pvt. Ltd.			0.00	29.47
<b>B. Outstanding at the end of the year.</b>				
1 Modern Fibotex India Limited			Cr. 1023.60	Cr. 531.72
2 AS Chemotex Private Limited			Cr. 55.18	Cr. 44.48
3 Indo Textiles and Fibres			Cr. 52.50	Cr. 25.64
4 A.R. Commercial Private Limited			Cr. 45.50	-
5 Sunrise Producers Private Limited			Cr. 139.80	Cr. 120.95
6 A.R. Fibtex Private Limited			Dr. 86.99	Dr. 20.16
7 Spell Fashions Private Limited			Cr. 0.64	-
<b>C. Compensation to Key managerial Person (Year End)#</b>				
<b>Short Term employee benefit</b>				
1 Rahul Shroff	101.43	101.43		
2 Ameya Shroff	89.40	89.40		
3 Sanjiv Shroff	110.40	110.40		
4 R. Chandrasekaran	56.31	56.31		
5 Utkarsh Gaur	8.98	8.70		
<b>Sitting Fees to Non Executive Directors</b>	13.25	16.85		

**Note:**

- # The remuneration to Key Managerial Personnel's stated above does not include provision/payment towards incremental liability on account of gratuity and compensated absences since actuarial valuation is done for the Company as a whole. It doesn't include any provision for Commission on Profit.
- # Mr. Utkarsh Gaur ceased to be company secretary of the company with effect from Feb 15, 2025. Further his salary includes leave encashment.

**Note No : 53**

Based on the favourable order passed by Honourable APTEL on 15<sup>th</sup> September 2022 vide order no.14/2017, company has taken credit, under power and fuel amounting Rs 481.43 Lacs and under misc income. amounting Rs. 313.89 Lacs. Honourable Supreme Court had reserved its judgement on 24<sup>th</sup> September 2024 and no judgement has been declared till 31.03.2025.

## Notes to Financial Statements

### Note No : 54

Quarterly return of statement of current assets filed by the company with banks in respect of borrowing from banks on the basis of security of current assets are not having material variation with the books of account.

### Note No : 55

The company has utilised the borrowings received from banks and financial institution for the purpose for which it was taken during the year.

### Note No : 56

The Board of Directors in their meeting held on 30<sup>th</sup> May 2025 has recommended a dividend of Rs. 0.50/- on per fully paid up equity share of Rs. 10/- each aggregating to Rs. 37.72 Lacs for the financial year ended on 31<sup>st</sup> March 2025. The same is subject to the approval by the Shareholders in the ensuing Annual General Meeting of the Company.

### Note No : 57

Relationship with struck off companies (as identified by consultant on the basis of information furnished the company)

Name of Struck off company	No of Shares held at 31 <sup>st</sup> March, 2025	No of Shares held at 31 <sup>st</sup> March, 2024	Relationship
Vaishak Shares Limited	1	1	Not a Related Party

### Note No : 58

The following satisfaction of charges have not been registered with ROC

(Rs. In Lacs)

SRN No.	Charge ID	Charge Holder Name	Date of Creation	Date of Modification	Date of Satisfaction	Amount	Reason for delay in Registration
Y10151751	90069231	State Bank of India	07/03/05	-	Already Satisfied*	2,650.00	Technical Difficulties
C10075554	90067643	State Bank of India	07/03/05	30/06/14	Already Satisfied*	4,050.00	Technical Difficulties

\* Old data not traceable

### Note No : 59

Previous year figures have been regrouped / rearranged, wherever necessary.

#### Signatures to notes 1 to 59

#### Significant Accounting Policies and Notes

#### to Accounts (Note No. 35 to 60)

As per our Report of even date

**For PKMB & Co.**

Chartered Accountants

(Firm Registration No. 005311N)

**P.K. JAIN**

Partner

M.No. 010479

Place : New Delhi

Dated : 30<sup>th</sup> May 2025

For and on behalf of the Board

**SANJIV SHROFF**

Managing Director

DIN -00296008

**R. CHANDRASEKARAN**

Chief Financial Officer cum Company Secretary

M.NO A12420

**AMEYA SHROFF**

Executive Director

DIN - 05315616

# NOTICE OF FORTY-SEVENTH (47<sup>th</sup>) ANNUAL GENERAL MEETING

Notice is hereby given that the 47<sup>th</sup> Annual General Meeting of the Members of Reliance Chemotex Industries Ltd. ("the Company") will be held on Friday, September 26, 2025, at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

## ORDINARY BUSINESS:

### Item No. 1 - Adoption of Audited Financial Statements.

To adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2025, together with the Reports of the Board of Directors and the Statutory Auditors thereon.

### Item No. 2 - Declaration of Dividend.

To declare a Final Dividend of Rs. 0.50 /- per Equity Share of face value Rs. 10 each for the Financial Year ended on March 31, 2025.

### Item No. 3 - Appointment of a Director retiring by rotation.

To appoint a Director in place of Mr. Rahul Shroff (DIN: 02301693), who retires by rotation and being eligible, offers himself for re-appointment.

### Item No. 4 - Appointment of a Director retiring by rotation.

To appoint a Director in place of Mr. Nand Khaitan (DIN: 00020588), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

### Item No. 5 - Ratification of Remuneration of Cost Auditor.

To ratify the remuneration payable to M/s. N N & Associates, Cost Accountants (Firm Registration No.: 002322), the Cost Auditor of the Company for the financial year ending on March 31, 2026.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to 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), the payment of remuneration of Rs. 70,000/- (Rupees Seventy Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals to M/s. N N & Associates, Cost Accountants (Firm Registration No.: 002322), who has been appointed by the Board of Directors of the Company, as "Cost

Auditor" to conduct an audit of the cost records maintained by the Company for the Financial Year ending on March 31, 2026, be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient and desirable for the purpose of giving effect to this resolution."

### Item No. 6 - Appointment of Secretarial Auditors of the Company.

To appoint M/s. Bhandari & Associates, Company Secretaries as Secretarial Auditors and to fix their remuneration.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any modification(s) or re-enactment(s) thereof), Section 204 and other applicable provisions of the Companies Act, 2013 ("Act") and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of law, including any amendments, modifications, variations or re-enactments to any of the aforesaid from time to time and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for the appointment of M/s. Bhandari & Associates ("Bhandari & Associates"), Company Secretaries (ICSI Firm Registration No. P1981MH043700), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Secretarial Auditors of the Company, to conduct secretarial audit of the Company for a period of 5 (Five) years i.e. from F.Y 2025-26 till and including F.Y 2029-30 and to provide such other services as permissible under applicable laws and as approved by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) of the Board or any other persons to whom powers are delegated by the Board as permitted under the Act and / or rules made thereunder).

**RESOLVED FURTHER THAT** the audit fees payable to Bhandari & Associates, may be mutually agreed upon between the Board, based on the recommendation(s)

of the Audit Committee, and the Secretarial Auditors of the Company, for conducting secretarial audit of the Company as prescribed under relevant provisions of the Act, SEBI Listing Regulations and other applicable provisions of law (including any statutory amendments, modifications, variations or re-enactments thereto, from time to time).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company, to settle all questions, difficulties or doubts that may arise in regard to implementation of the resolution including but not limited to determination of roles and responsibilities / scope of work of the Secretarial Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company."

**Item No. 7 - Re-appointment of Mr. Ameya Shroff (DIN: 05315616) as Whole-time Director designated as Executive Director of the company.**

To consider the re-appointment of Mr. Ameya Shroff (DIN: 05315616) as Whole-time Director designated as Executive Director of the Company for a period of three (3) years.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196,197,198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Articles of Association of the Company and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals as may be applicable, and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Ameya Shroff (DIN: 05315616) as Whole-time Director designated as Executive Director of the Company for a further period of three (3) years with effect from August 01, 2025 to July 31, 2028 on the terms and conditions including remuneration, as set out below, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits as mentioned in this resolution and as specified under Schedule V of the Companies Act, 2013 and/ or any statutory modification(s) or re-enactment(s) thereof:-

Name	Mr. Ameya Shroff
Designation	Executive Director
Basic Salary	Rs. 4,50,000/- upto Rs. 5,30,000/- Per Month (Currently it is Rs. 4,50,000/- per month)
Commission	upto 2.5 % commission on the net profit of the Company, computed in the manner laid down in the Companies Act, 2013. This is also subject to the over and above remuneration payable to all the Whole Time Directors as prescribed under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force)
House Rent Allowance/ RFHA	Rs. 85,000/- upto Rs. 1,50,000/- Per Month (Currently it is Rs. 85,000/- Per Month)
Other Allowances	Rs. 1,20,000/- Upto Rs. 1,70,000/- Per Month (Currently it is Rs. 1,20,000/- Per Month)
Ex-gratia in lieu of Bonus	Rs. 90,000/- up to Rs. 1,06,000/- Per Month (Currently it is Rs. 90,000/- Per Month)
Variable pay	As may be decided by the Board of Directors, on the Performance as special incentive to be paid every year but shall not exceed Rs. 30.00 Lacs Annually
Leave Travel Concession	For family and self, once in a year as per rules of the Company, but shall not exceed one month basic salary

Medical Reimbursement	Medical Reimbursement expenses incurred for self and family, but shall not exceed One month basic salary a year or 3 Months' basic Salary over a period of 3 Years
Personal Accident /Medical Insurance	Actual premium on personal accidental/ medical insurance for self and the family
Provident Fund, Superannuation fund and Gratuity as per rules of the Company, Subject to ceiling as per guidelines for Managerial Remuneration	
Car with Driver and telephone at residence are provided to the Executive Director for business purpose as well as for personal use. Perquisite value for the use of Car with Driver has been included in his Computation of Income as per Section 17(2) of the Income Tax Act, 1961. However telephone provided to the Executive Director is not Taxable perquisite as per section 17(2) of the Income Tax Act, 1961.	
Encashment of leave as per rules of the Company	
Club Fees is subject to a maximum of two clubs, this will not include admission and life membership fees.	
He is liable to Retire by rotation.	

**RESOLVED FURTHER THAT** when in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Ameya Shroff, Executive Director in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient and desirable for the purpose of giving effect to this resolution."

**Item No. 8 - Approval for Continuation of Directorship of Mr. Nand Khaitan (DIN: 00020588) who will attain age of Seventy Five (75) years.**

To approve the continuation of Directorship of Mr. Nand Khaitan (DIN: 00020588) who will attain age of Seventy Five (75) years on May 21, 2026.

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

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted for continuation of Directorship of Mr. Nand Khaitan (DIN: 00020588), to continue to be a Non-Executive Director of the Company, who shall liable to retire by rotation, notwithstanding he is attaining the age of Seventy Five (75) years on May 21, 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient and desirable for the purpose of giving effect to this resolution."

By order of the Board  
For **Reliance Chemotex Industries Ltd.**

**Chandrasekaran Rajagopalan**  
Company Secretary & Compliance Officer  
Membership No. A12420

Place: Udaipur  
Date: 14.08.2025

## NOTES FOR MEMBERS' ATTENTION

1. The Ministry of Corporate Affairs ("MCA"), vide its General circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and 09/2024 dated September 19, 2024 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 (collectively "SEBI Circulars"), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), the 47<sup>th</sup> AGM of the Company is being convened and conducted through VC. The Registered Office of the Company shall be deemed to be the venue for the AGM.
  2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes on e-voting.
  3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on a first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without the restriction of first come first served basis.
  4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://reliancechemotex.com/reports/financial-reports/> The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited, and National Stock Exchange of India Ltd. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  6. The relevant Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 5, 6, 7 & 8 of the accompanying Notice, is annexed hereto. The relevant details, pursuant to Regulation 36 (3) of the SEBI LODR Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at this AGM are also annexed.
- 7. Book Closure and Dividend**
- a) The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 20, 2025 to Friday, September 26, 2025 (both days inclusive) for the purposes of holding 47<sup>th</sup> AGM and payment of dividend. The Record Date for the purposes will be Friday, September 19, 2025.
  - b) If a dividend on Equity Shares, as recommended by the Board, is approved at the AGM, the payment of such dividend will be made within 30 days from the date of AGM, as under:
    - i. To all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories for this purpose as of close of business hours on September 19, 2025.
    - ii. To all Members in respect of Shares held in physical form, after giving effect to valid, transmission or transposition requests lodged with the Company as of close of business hours on September 19, 2025.

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

- a) For shares held in electronic form: to their Depository Participants
- b) For shares held in physical form: to the Company/ Registrar and Share Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021.

9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 to the Company's Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd. It may be noted that any service request can be processed only after the folio is KYC Compliant.

10. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd., for assistance in this regard.

11. In case of joint holders attending the AGM, 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.

**12. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account,

shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/Claimants whose shares and unclaimed dividend amount have been transferred to IEPF may claim the shares or apply for a refund by making an application to the IEPF Authority in Form IEPF 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)). The Member/Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

It is in the Members' interest to claim any unencashed dividends and for the future, opt for an Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

**13. Payment of Dividend through electronic means:**

a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent - M/s. Bigshare Services Pvt. Ltd. Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants.

b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

- c) SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024, upon their furnishing all the aforesaid details in entirety:
- In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/ interest etc. shall be paid only through electronic mode with effect from April 01, 2024 upon furnishing all the aforesaid details in entirety.
  - If a security holder updates the PAN, Choice of Nomination, Contact Details including Mobile Number, Bank Account Details and Specimen Signature after April 01, 2024, then the security holder would receive all the dividends/interest etc. declared during that period (from April 01, 2024 till date of updation) pertaining to the securities held after the said updation automatically.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail to the Company Secretary at [shareholders@reliancechemotex.com](mailto:shareholders@reliancechemotex.com). The register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM by writing an email to [shareholders@reliancechemotex.com](mailto:shareholders@reliancechemotex.com)
16. An electronic copy of the Annual Report for the financial year 2024-25 is being sent to those Members whose e-mail address is registered with the Company / Depositories for communication purposes unless any Member has requested for a physical copy of the same. Members may note that this Annual Report will also be available on the Company's website at [www.reliancechemotex.com](http://www.reliancechemotex.com)
17. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
18. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of members w.e.f. April 1, 2020, and the Company is required to deduct tax at source from dividend paid to members at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their PAN with the Company/ Registrar and Share Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in demat mode).

#### 14. Nomination Facility:

As per the provisions of Section 72 of the Act and Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.

Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at <https://reliancechemotex.com/investor/>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

A Resident individual member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail of the benefit of non-deduction of tax at source by sending an email to [tds@bigshareonline.com](mailto:tds@bigshareonline.com) latest by 11:59 p.m. (IST) on August 26, 2025.

Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident members can avail beneficial rates under the tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership

Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [tds@bigshareonline.com](mailto:tds@bigshareonline.com). The aforesaid declarations and documents need to be submitted by the members latest by 11:59 p.m. (IST) August 26, 2025.

19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
  20. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at [www.reliancechemotex.com](http://www.reliancechemotex.com)
  21. In terms of Regulation 40(1) of SEBI LODR Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd., for assistance in this regard.
2. The remote e-voting period will commence at 09:00 AM. (IST) on Tuesday, September 23, 2025, and end at 5.00 P.M. (IST) on Thursday, September 25, 2025. During this period, Members holding shares either in physical or dematerialized form as on the Cut-Off Date i.e., Friday, September 19, 2025, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through the VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date.
  3. The Company has appointed M/s Ronak Jhuthawat & Co., Practicing Company Secretaries as Scrutinizer to scrutinize the voting at the meeting and remote e-voting process, in a fair and transparent manner.
  4. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM, but shall not be entitled to cast their vote again.
  5. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on September 19, 2025 ("Cut-Off Date").
  6. Any person holding shares in physical form and non-individual members, who acquire shares of the Company and become member of the Company after the AGM Notice is sent through e-mail and holding shares as on the 'cut-off date' i.e. September 19, 2025, may obtain the login ID and password by sending a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company / Registrar & Transfer Agent. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using the "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Toll-Free No. 1800 1020 990 and 1800 22 44 30. In case of individual members holding securities in demat mode who acquire shares of the Company and become a Member of the Company after sending the AGM Notice and holding shares as of the cut-off date i.e. September 19, 2025 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

**INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING AND FOR JOINING THE AGM, ARE AS UNDER:**

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI LODR Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with the National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system will be provided by NSDL.

**7. E-voting Instructions:** The details of the process and manner for remote e-voting are explained herein below:

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode**

In terms of the SEBI circular 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.

The login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://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 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center; color: #0070c0;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

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 user your existing my easi 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 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 provided to access the system of all e-Voting 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> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial

password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
1. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
2. Now, you will have to click on "Login" button.
3. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **GENERAL GUIDELINES FOR SHAREHOLDERS**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csrahul@outlook.com](mailto:csrahul@outlook.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to (Ms. Pallavi Matre) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode please provide 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 [shareholders@reliancechemotex.com](mailto:shareholders@reliancechemotex.com)/[investor@bigshareonline.com](mailto:investor@bigshareonline.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [shareholders@reliancechemotex.com](mailto:shareholders@reliancechemotex.com)/[investor@bigshareonline.com](mailto:investor@bigshareonline.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for

e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of the SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access the e-voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login

where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([shareholders@reliancechemotex.com](mailto:shareholders@reliancechemotex.com)). The same will be replied by the company suitably.

### **OTHER INFORMATION:**

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.reliancechemotex.com](http://www.reliancechemotex.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Ltd. and BSE Limited, where the shares of the Company are listed.

2. Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of AGM shall be deemed to be passed on the date of the AGM i.e., Friday, September 26, 2025.

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 5, 6, 7 & 8 of the accompanying Notice:

#### **ITEM NO. 5**

The Board, on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s. N N & Associates, Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2026.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending on March 31, 2026.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set forth in Item No. 5 of the Notice for approval of the members.

#### **ITEM NO. 6**

As per Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report, with the annual report of the listed entity.

The Securities and Exchange Board of India vide notification dated December 13, 2024 amended Regulation 24A of SEBI Listing Regulations requiring the appointment/ re-appointment of Secretarial Auditor of a listed entity, to be approved by its shareholders in its Annual General Meeting.

Accordingly, the Audit Committee and the Board of Directors of the Company at their respective meetings held on August 14, 2025 have recommended the appointment of M/s. Bhandari & Associates ("Bhandari & Associates"), Company Secretaries (ICSI Firm Registration No. P1981MH043700), as Secretarial Auditors of the Company at such remuneration as may

be mutually agreed upon between the Board, based on the recommendation(s) of the Audit Committee, and the Secretarial Auditors of the Company, to conduct secretarial audit of the Company for a period of 5 (Five) years i.e. from F.Y 2025-26 till and including F.Y 2029-30.

Bhandari & Associates have confirmed that they fulfill the eligibility criteria and independence as mentioned in the SEBI Listing Regulations, the circulars issued in this regard and other applicable laws and regulations.

#### **Profile of Bhandari & Associates**

Bhandari & Associates is a prominent Practicing Company Secretaries Firm, established in 1981 with over 40 years of experience in comprehensive corporate secretarial and compliance advisory services. The said firm is Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India having firm registration number as P1981MH043700. It has an excellent track record in the areas of Corporate Laws, Securities Laws, FEMA and Tax Laws supporting businesses of all sizes - from emerging start-ups, to large corporates and multinationals. The Firm has been providing audit/ non-audit and consultancy services to clients across various sectors including Companying, Financial Services and Insurance (BFSI) sector, Information Technology, Broking, manufacturing sector, public sector enterprises. The firm has conducted Secretarial Audits for several listed and unlisted companies including entities amongst the Nifty 50 listed entities.

Bhandari & Associates shall conduct the Secretarial Audit of the Company to check compliance with provisions of the laws/ rules/ regulations/ standards/ procedures applicable to the Company including but not limited to the maintenance of records relating to approvals or decisions of Board/ Committees/ General meetings.

Accordingly, the approval of Members of the Company is sought pursuant to the provisions of Regulation 24A of SEBI Listing Regulations and other applicable provisions of law as may be amended, modified, varied or re-enacted from time to time, for the appointment of Bhandari & Associates, as Secretarial Auditors of the Company, to conduct secretarial audit for a period of 5 (Five) years i.e. from FY 2025-26 till and including FY 2029-30 at the remuneration mentioned in the resolution.

The Board recommends passing of an ordinary resolution as set out in Resolution No. 6 of this Notice for appointment of Bhandari & Associates as Secretarial Auditors of the Company and the remuneration payable to them, based on review of their profile, experience and specialization in audit.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the passing of the resolution No. 6.

## ITEM NO. 7

The Members of the Company at the 44<sup>th</sup> Annual General Meeting held on September 27, 2022, had approved the reappointment of Mr. Ameya Shroff (DIN: 05315616) as a Whole time Director designated as Executive Director of the company for a period of 3 years with effect from August 01, 2022 to July 31, 2025.

The said term of Mr. Ameya Shroff completes on July 31, 2025. The Board of Directors at their meeting held on July 31, 2025 (based on the recommendations of the Nomination & Remuneration Committee and subject to the approval of the members in the General Meeting), re-appointed Mr. Ameya Shroff as Whole-Time Director designated as Executive Director of the Company for a further period of three (3) years with effect from August 01, 2025 to July 31, 2028.

Mr. Ameya Shroff is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("Act") and has given his

consent to act as Whole time Director of the Company. Mr. Ameya Shroff satisfies all the conditions as set out in Section 196 (3) and Part-I of Schedule V to the Act, for being eligible for his appointment.

Mr. Ameya Shroff is liable to retire by rotation and shall not be paid any sitting fees for attending the Meeting of the Board or committee thereof.

Further, Mr. Ameya Shroff has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20<sup>th</sup> June, 2018 issued by BSE Limited and the National Stock Exchange of India Ltd.

A brief resume and other details of Mr. Ameya Shroff are provided in annexure to the Notice pursuant to the provisions of the SEBI LODR Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Statement of Particulars pursuant to Schedule-V of the Act

## 1. General Information

Nature of industry	Manufacturing and Marketing of Synthetic Blended Yarn	
Date or expected date of commencement of commercial production	The company commenced commercial production in the month of August 1979	
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable	
Financial performance based on given indicators	<b>Particulars for the financial year ended 31<sup>st</sup> March, 2025</b>	<b>(Rs. in Lacs)</b>
	Sales including other Income	36,876.71
	Profit (before exceptional & extraordinary items & tax)	365.69
	Profit After Tax before other comprehensive income	404.52
Foreign Investment and Collaboration if any	No such foreign investment or collaboration except minor shareholding of Non-Resident Indians, if any.	

## 2. Information about the appointee

Background Details	<p>Mr. Ameya Shroff is an alumnus of the Massachusetts Institute of Technology, USA, where he received a Bachelor of Science in Electrical Engineering and Computer Science, a Bachelor of Science in Management and a Master of Engineering in Electrical Engineering and Computer Science.</p> <p>Mr. Ameya Shroff was inducted into Reliance Chemotex in 2013 and has, in a very short period, revamped the administrative framework of the organization, keenly focusing on enterprise resource planning, inventory management and stores procurement. He has given a new direction to the company's domestic marketing, enabling it to minimize its reliance on volatility-stricken commodity products.</p>
Past Remuneration paid during the financial year 2024-25	Rs. 89,40,000/-
Recognition or awards	-

Job profile and his suitability	He looks after the day-to-day running of the company and has substantial power under the supervision, control and direction of the Managing Director. He focuses on streamlining the company's manufacturing processes with a specific emphasis on lean ideologies, analytical reasoning and increased flexibility. He is responsible for the organization's increased exports and focuses on diversifying into quality-conscious industrial and medical textile markets.
Remuneration proposed	Salary, perquisites and other terms as fully set out in item no. 7 of the Notice shall be decided by the Board of Directors from time to time on the recommendations of the Nomination and Remuneration Committee
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Taking into account the responsibilities of the Executive Director, the remuneration proposed to be paid to him is reasonable and in line with the remuneration levels in the industry across the country.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel or other Director if any.	Son of Mr. Sanjiv Shroff, Managing Director and brother of Mr. Rahul Shroff, Whole time Director designated as Executive Director of the Company.

### 3. Other Information

Reasons of inadequate profit	The company has earned a profit of Rs. 404.52 Lacs during the financial year ended on March 31, 2025, but still the profit is inadequate to meet the minimum payment required to retain the top Managerial Person (KMP).
Steps taken or proposed to be taken for improvement	The Indian textile market is gaining momentum and is set for resurgence on account of strong growth in the domestic and export markets. Your Company intends to leverage this along with its long-standing customer relations, deep focus on understand its customer's needs, excellent post-sales service, innovative product development and versatile product mix to further strengthen its sales both globally and in the domestic market. Furthermore, in its efforts to remain ahead of the curve, the company has actively taken steps to enhance economies of scale, increase productivity, reduce costs, shrink delivery schedules, invest in the research and development of new products and aggressively pursue opportunities in new markets. Finally, your Company is also evaluating the feasibility of a diversification and expansion project which will further improve the Company's bottom line.
Expected increase in the productivity and profits in measurable terms.	Looking at the Company's performance during the financial year 2024-25 the company is cautiously optimistic for upcoming years. Due to the modernization of the old ring frame and continuing focus on value-added products, consistent quality and versatile product mix, we expect better performance in the upcoming years.

Mr. Ameya Shroff, Mr. Sanjiv Shroff and Mr. Rahul Shroff, Directors of the company for themselves and through their relatives to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested, financially or otherwise, in the Resolution at Item No. 7.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise in the said Resolution.

The Board recommends the Resolutions at Item no. 7 of the Notice for approval of the members by means of Special Resolution.

## ITEM NO. 8

As you may be aware, in accordance with Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred to as "SEBI Listing Regulations"), effective from April 1, 2019, any listed entity is prohibited from appointing or allowing the directorship continuation of a person as a non-executive director beyond the age of seventy-five (75) years, unless a special resolution is passed. This resolution must be accompanied by an explanatory statement within the notice, justifying the said appointment or continuation. Mr. Nand Khaitan (DIN: 00020588) is a founding promoter of the Company, appointed in 1977. Since the inception of the company, he has held the position of Non-executive Director and Currently also, Mr. Nand Khaitan holds the position of Non-executive Director within our company. He is anticipated to reach the age of seventy-five (75) years on May 21, 2026. Under the provisions of Regulation 17(1A) of the SEBI Listing Regulations, the passing of a Special Resolution becomes necessary for the continuation of his directorship after attaining this age milestone. Deliberating on this matter, the Board of

Directors convened on July 31, 2025, and arrived at a unanimous decision to recommend the continuation of Mr. Nand Khaitan's directorship, acknowledging the significant contributions he has made to the growth and progress of the company. Pursuant to Regulation 36(3) of SEBI Regulations and in alignment with Secretarial Standard 2 on General Meetings, comprehensive details regarding the appointment or reappointment of Directors have been provided as an Annexure to this Notice. Furthermore, the company has received written notice from a member, as stipulated by section 160 of the Act, nominating Mr. Nand Khaitan (DIN: 00020588) for the position of Non-executive Director.

Save and except Mr. Nand Khaitan and his respective relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company, nor their relatives, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 8 of the Notice.

The Board recommends the Special Resolution set out from Item No. 8 of the Notice for approval by the members.

By order of the Board  
For Reliance Chemotex Industries Ltd.

**Chandrasekaran Rajagopalan**  
Company Secretary & Compliance Officer  
Membership No. A12420

Place: Udaipur  
Date: 14.08.2025

**Details of Director seeking appointment/re-appointment at the AGM (Pursuant to Regulation 36 (3) of the SEBI LODR Regulations and Secretarial Standard on General Meetings):**

Position/Post	Non-Executive Non Independent Director	Executive Director – Whole-time Director	Executive Director – Whole-time Director
Name of the Director	Mr. Nand Khaitan	Mr. Ameya Shroff	Mr. Rahul Shroff
DIN	00020588	05315616	02301693
Date of Birth	21.05.1951	24.08.1990	31.12.1986
Age	74 Years	34 Years	38 Years
Date of Appointment	23.08.1977	29.06.2013	28.07.2008
Qualification (s)	Attorney-At-Law, Advocate & Notary Public & Graduate	Bachelor of Science in Electrical Engineering and Computer Science, a Bachelor of Science in Management and a Master of Engineering in Electrical Engineering and Computer Science	Bachelor of Science in Electrical Engineering and Computer Science, a Bachelor of Science in Management and a Master of Engineering in Electrical Engineering and Computer Science
Relationships between the Directors, inter- se Manager and other KMP	None	Son of Mr. Sanjiv Shroff, Managing Director and brother of Mr. Rahul Shroff, Whole time Director designated as Executive Director of the Company	Son of Mr. Sanjiv Shroff, Managing Director and brother of Mr. Ameya Shroff, Whole time Director designated as Executive Director of the Company
Nature of expertise in specific functional areas and Experience	Mr. Khaitan has vast experience in Legal profession and also expertise in Board Procedure, and Corporate Governance	General Management; Finance & Risk Management; Corporate Governance & Compliance And Overall more than 10 years of experience in the textile industry	General Management; Finance & Risk Management; Corporate Governance & Compliance And Overall more than 15 years of experience in the textile industry
Name(s) of the other Companies in which directorship held as on Date	<ol style="list-style-type: none"> <li>AGI Greenpac Limited</li> <li>HEG Limited</li> <li>Mangalam Cement Limited</li> <li>Hindware Home Innovation Limited</li> <li>Shyam Metalics and Energy Limited</li> <li>Rowdon Business Pvt Ltd</li> <li>Xenix Servis Private Limited</li> <li>Ushodaya Marketing Private Limited</li> <li>Srijan Vinimay Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>Spell Fashions Private Limited</li> <li>A R Commercial Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>Indo Textiles &amp; Fibres Ltd</li> <li>Sunrise Cotton Industries Limited</li> <li>A S Chemotex Private Limited</li> <li>Spell Fashions Private Limited</li> <li>Sunrise Producers Private Limited</li> </ol>

Position/Post	Non-Executive Non Independent Director	Executive Director – Whole-time Director	Executive Director – Whole-time Director
Membership / Chairmanship of the Committees of Board of other companies	<p>1. Mangalam Cement Limited</p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee – Member</li> <li>• Stakeholders Relationship Committee – Chairman</li> <li>• Audit Committee – Member</li> <li>• Risk Management Committee – Member</li> </ul> <p>2. Hindware Home Innovation Limited</p> <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> <li>• Nomination and Remuneration Committee – Member</li> <li>• Stakeholders Relationship Committee – Member</li> <li>• Risk Management Committee – Member</li> </ul> <p>3. HEG Limited</p> <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> <li>• Nomination and Remuneration Committee – Member</li> <li>• Risk Management Committee – Member</li> </ul>	Nil	Nil
No. of Shares held in the Company	100 Equity Shares	1,24,000 Equity Shares	3,68,780 Equity Shares
Remuneration sought to be paid	Sitting fee(s) for attending meetings of the Board or Committees thereof, reimbursement of actual expenses incurred for attending such meetings	As per the Resolution set out in Item No. 7 of the Notice	Terms and conditions as approved by Shareholders in 46 <sup>th</sup> AGM held on September 11, 2024
Remuneration last drawn	Details of total compensation for FY 2024-25 are given in the Corporate Governance Report	Rs. 89,40,000/- paid during the financial year 2024-25	Rs. 1,01,43,000/- paid during the financial year 2024-25
Terms & Conditions of appointment/re-appointment	It is proposed to take approval for continuation of Directorship of Mr. Nand Khaitan (DIN: 00020588) who will attain age of Seventy Five (75) years on May 21, 2026 on terms and conditions as set out in Item No. 8 of the Notice and Re-appointment in terms of Section 152(6) of the Companies Act, 2013	It is proposed to re-appoint for a further period of three (3) years and other terms and conditions as set out in Item No. 7 of the Notice	Re-appointment in terms of Section 152(6) of the Companies Act, 2013

Position/Post	Non-Executive Non Independent Director	Executive Director – Whole-time Director	Executive Director – Whole-time Director
The number of meetings of the Board attended during the year 2024-25	3 out of 4 Board Meetings	4 out of 4 Board Meetings	4 out of 4 Board Meetings
Brief resume of the director	<p>Mr. Nand Gopal Khaitan is an Attorney-At-Law, Advocate and Notary Public, practicing in the Hon'ble High Court and the Hon'ble Supreme Court of India. Mr. Khaitan is a Senior Partner of Khaitan &amp; Co, one of the oldest (founded as early as 1911) and largest full service law firms in India having its offices in Kolkata, Mumbai, New Delhi and Bangalore. The Firm comprises of 1300 plus lawyers. Mr. Khaitan passed his Attorneyship Examination from the Calcutta High Court in the year 1974 and stood first in the Preliminary, Intermediate and Final Examinations and was awarded Bell Chamber's Gold Medal by the Incorporated Law Society, High Court, Calcutta. He is a Notary Public appointed by the Government of India. He is a member of Incorporated Law Society of Kolkata and Bar Council of West Bengal. Mr. Khaitan is the President of Indian Council of Arbitration, New Delhi. He is also a Committee Member of FICCI, New Delhi. He is also President of Bharat Chamber of Commerce, a leading Trade Industry Association in Eastern India. He is an Executive Committee Member of Mahadevi Birla World Academy.</p> <p>He was immediate past President of The Agri-Horticultural Society of India. He was the President of the Calcutta Swimming Club and Bengal Rowing Club, two leading Clubs in Kolkata.</p>	<p>Mr. Ameya Shroff is an alumnus of the Massachusetts Institute of Technology, USA, where he received a Bachelor of Science in Electrical Engineering and Computer Science, a Bachelor of Science in Management and a Master of Engineering in Electrical Engineering and Computer Science.</p> <p>Mr. Ameya Shroff was inducted into Reliance Chemotex in 2013 and has, in a very short period, revamped the administrative framework of the organisation, keenly focussing on enterprise resource planning, inventory management and stores procurement. He has given a new direction to the company's domestic marketing, enabling it to minimise its reliance on volatility-stricken commodity products.</p>	<p>Mr. Rahul Shroff is an alumnus of the Massachusetts Institute of Technology, USA, where he received a Bachelor of Science in Electrical Engineering and Computer Science, a Bachelor of Science in Management and a Master of Engineering in Electrical Engineering and Computer Science.</p> <p>Mr. Rahul Shroff joined Reliance Chemotex Industries Limited in 2008 and has been instrumental in streamlining the company's manufacturing processes with a specific emphasis on lean ideologies, analytical reasoning and increased flexibility. He has been driving force behind the organisation's focus on diversifying into quality-conscious industrial and medical textile markets.</p>

Position/Post	Non-Executive Non Independent Director	Executive Director – Whole-time Director	Executive Director – Whole-time Director
listed entities from which the person has resigned in the past three years	1. JK Lakshmi Cement Limited 2. India Power Corporation Limited	Nil	Nil

Note: For other details please refer to the Corporate Governance report which is a part of this Annual Report

By order of the Board  
For Reliance Chemotex Industries Ltd.

**Chandrasekaran Rajagopalan**  
Company Secretary & Compliance Officer  
Membership No. A12420

Place: Udaipur  
Date: 14.08.2025



**RELIANCE CHEMOTEX**  
INDUSTRIES LIMITED

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