



**ROYAL INDIA CORPORATION LIMITED**

**(CIN: L45400MH1984PLC032274)**

62, 6<sup>th</sup> Floor, C-Wing, Mittal Tower,

Nariman Point, Mumbai 400021.

Tel. 022-43417777 Fax 022-22877272

Web: www.ricl.in, E-mail: info@ricl.in

**NOTICE**

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the Members of **Royal India Corporation Limited** will be held on Monday, 30<sup>th</sup> September, 2019 at 11:00 a.m. at the registered office of the Company situated at 62, 6<sup>th</sup> Floor, 'C' Wing, Mittal Tower, Nariman Point, Mumbai- 400 021, to transact the following business:-

**ORDINARY BUSINESS:-**

1. To receive, consider and adopt (a) the audited standalone financial results of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the reports of the Board of Directors and Statutory Auditors thereon by passing the following resolution with or without modification:

**“RESOLVED THAT** the financial statements including Audited Balance Sheet as at 31<sup>st</sup> March, 2019 and Profit & Loss Account, Cash Flow Statement for the year ended 31<sup>st</sup> March, 2019 together with the Report of the Board of Directors and Auditor’s Report thereon as placed before the Meeting be and are hereby received, considered, approved and adopted.”

2. To appoint new Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s ADV & Associates, Chartered Accountant, (FRN 128045W), Mumbai be and are hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 35<sup>th</sup> Annual General Meeting till the conclusion of 36<sup>th</sup> Annual General Meeting of the Company to be held in 2020 at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

3. To appoint a Director in place of Mr. Nitin Kamalkishore Gujral (DIN-08184605) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

Mr. Nitin Kamalkishore Gujral is liable to retire by rotation at this Annual General Meeting. Members are requested to pass the necessary ordinary resolution for his appointment pursuant to section 152(6)(a) of the Companies Act, 2013.

**SPECIAL BUSINESS**

4. To appoint Director in place of Mr. Ravikant Chaturvedi (DIN-05198811) who’s term expires at the ensuing Annual General Meeting.

Members are requested to consider re-appointment of Mr. Ravikant Chaturvedi (DIN-05198811) who’s term of five years expires at the ensuing Annual General Meeting and to pass the following resolution with or without modification.

**“RESOLVED THAT,** pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force Mr. Ravikant Chaturvedi (DIN-05198811) who’s term expires at this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Non-Executive Director be and is hereby appointed as a Non-Executive Director of the Company (Category-Professional & Independent of the management and promoter) whose office shall be liable to retire by rotation.”



5. To appoint Director in place of Mr. Sharad Budhkaran Sharma (DIN- 03081131) as Non Executive Independent Director who retires at this Annual General Meeting and being eligible has offered himself for appointment, the following resolution with or without modification is required as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of section 149, section 152 read with schedule IV of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other applicable provisions, if any or any amendment or modification thereof, this meeting of the members hereby approves appointment of Mr. Sharad Budhkaran Sharma (DIN- 03081131), who was appointed as an Additional Director by the Board on 14<sup>th</sup> November, 2018 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing be and is hereby appointed as a the Non Executive Independent Director of the Company not be liable to retire by rotation for a period of five years from 14<sup>th</sup> November, 2018 till 13<sup>th</sup> November, 2023.”

6. To appoint Director in place of Ms. Madhusa Inda (DIN-07971726) as Non Executive Women Independent Director who retires at this Annual General Meeting and being eligible has offered herself for appointment, the following resolution with or without modification is required as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of section 149, section 152 read with schedule IV of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other applicable provisions, if any or any amendment or modification thereof, this meeting of the members hereby approves appointment of Ms. Madhusa Inda (DIN-07971726) who was appointed as an Additional Director by the Board on 29<sup>th</sup> June, 2019 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing be and is hereby appointed as a the Non Executive Independent Director of the Company not being liable to retire by rotation for a period of five years from 29<sup>th</sup> June, 2019 till 28<sup>th</sup> June, 2024”.

7. To approve revised borrowing limits under section 180(1)(c):

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

**“RESOLVED THAT** in supersession of the earlier resolution passed by the Members at the 30th Annual General Meeting held on 30<sup>th</sup> September, 2014 and pursuant to the provisions of Sections 180(1) (c) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification the rules made thereunder, as may be amended from time to time, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), be and are hereby authorized to borrow any sum, from time to time from any one or more persons, Bank/s, firms, body corporate, or financial institutions from any other source in India or outside India whomsoever on such terms and conditions and with or without security notwithstanding that the monies already borrowed and the monies to be borrowed (apart as the Board of Directors may think from temporary loans obtained from Company’s bankers in the ordinary course of business) may exceed the paid-up capital, free reserves and securities premium of the company, provided that the total principal amount upto which such monies may be raised or borrowed by the Board of Directors shall exceed the aggregate of the paid up capital, free reserves and securities premium of the Company but not more than 99,50,00,000 Crores (Rupees Ninety Nine Crores Fifty Lakh only) at any point of time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

8. Approval to set the limits applicable for making investments / extending loans and giving guarantees or providing securities.

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the



Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of 50,00,00,000 Crores (Rupees Fifty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

By order of the Board of Directors  
For **Royal India Corporation Limited**

**Ms. Nida Khot**  
**Company Secretary**

**Date** : 14<sup>th</sup> August, 2019  
**Place** : Mumbai

**Registered Office and Contact Details:**

62, 6<sup>th</sup> Floor, 'C' Wing, Mittal Tower,  
Nariman Point, Mumbai 400021.  
Tel. No. 022-43417777 Fax No. 022-22877272  
Website: www.ricl.in E-mail: info@ricl.in

**NOTES:**

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), setting out material facts relating to the special business to be transacted at the Annual General Meeting (“Meeting”) under item nos. 2 to 7 of the Notice as set out above is annexed hereto.
2. (a) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The instrument appointing proxy should however be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.  
(b) A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member. The holder of proxy shall prove his identity at the time of attending the meeting.  
(c) If a single person is appointed as a Proxy by more than 50 (Fifty) Members, such person shall choose any 50 (Fifty) Members and confirm the same to the Company in not less than 48 (Forty eight) hours before the commencement of the Meeting. In case he fails to do so, only the first 50 (Fifty) proxies received by the Company shall be considered as valid.  
(d) A proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll. A proxy need not be a Member of the Company.  
(e) An instrument for appointment of proxy is valid only if it is duly filled, properly stamped and signed. Incomplete, blank, undated proxy or proxy form which does not state the name of the proxy will not be considered valid.  
(f) If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of



time, all such proxies shall be considered as invalid. Proxy will be valid until written notice of revocation has been received by the Company before the commencement of the Meeting.

- (g) Members, proxies and authorised representatives are requested to bring the attendance slip, attached herewith, duly filled and signed, mentioning therein details of their DP ID and Client ID/ Folio number, and are requested to hand over the same at the entrance.
  - (h) During the period beginning 24 (Twenty Four) hours before the time fixed for commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 days of notice in writing is given to the Company.
3. The Company is providing facility for voting by electronic means ("e-voting") through an electronic voting system which will include remote e-voting and the business set out in the Notice may be transacted through such voting. Information and instructions including details of User ID and password relating to e-voting are sent herewith. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again. The Members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.
  4. Additional information pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings ("SS-2"), in respect of the Director(s) seeking re-appointment / continuation of their term at the Meeting, is also furnished in explanatory statement to this Notice.
  5. 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 Directors are interested, maintained under Section 189 of the Act will be available for inspection by the Members at the venue of the Meeting.
  6. The Company has fixed Monday, 23<sup>rd</sup> September, 2019, as the cut-off date for determining entitlement of Members for attending the Meeting. Members whose name appears on the Company's Register of Members on the cut-off date shall be entitled to attend the Meeting and cast their vote on the said Resolution.
  7. Pursuant to section 91 of the Companies Act, 2013 the Company is not opting to close its register of members as under Companies Act, 2013 its optional to close the Register of Members and Share Transfer Books of the Company for the purpose of Annual General Meeting (AGM) of the Members of the Company.
  8. All the documents referred to in the Notice and the Explanatory Statement shall be available for inspection at the Registered Office of the Company on all working days during office hours (except Saturdays, Sundays and Public holidays) between 10.00 a.m. and 12 noon upto the date of the Meeting and also at the venue of the Meeting.
  9. AGM Notice and Annual Report are being sent to all Members, whose names appear in the Register of Members /List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL"), as on Friday, 23<sup>rd</sup> August, 2019. The members acquiring shares after this date and eligible for vote can drop their requests at Companies Registered office address to obtain the physical copy. Copy of the Annual Report of the Company for the year 2018-19, circulated to the Members of the Company, is also available on the Company's website viz. [www.ricl.in](http://www.ricl.in).
  10. (a) Members are requested to notify immediately any change of address:
    - (i) to their Depository Participants ("DPs") in respect of the shares held in electronic form;
    - (ii) to the Company; and
    - (iii) Registrar and Transfer Agents viz. M/s Link Intime India Private Limited in respect of the shares held in physical form together with a proof of address viz. electricity bill, telephone bill, aadhar card, voter ID card, passport, etc.
  - (b) In case the mailing address mentioned on this Annual Report is without the PIN code, Members are requested to kindly inform their PIN code immediately.



11. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the "Secretarial Department" of the Company or Link Intime India Private Limited quoting their Folio number or their Client ID with DP ID, as the case may be.
12. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or Link Intime India Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the Members after making requisite changes thereon.
13. **Depository System**

The Company has entered into agreements with NSDL and CDSL. The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holdings to electronic form. In terms of amendments w.e.f 1<sup>st</sup> April, 2019 requests for effecting transfers of securities held in physical form shall not be entertained unless the securities are held in dematerialized form.
14. As per the provisions of Section 72 of the Act, facility for making nominations is available to INDIVIDUALS holding shares in the Company. Members can nominate a person in respect of all the shares held by him singly or jointly. Members holding shares and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form No. SH-14. Members holding shares in physical form may obtain the Nomination Form from the Registrar and Share Transfer Agent M/s Link Intime India Private Limited. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
15. Pursuant to amendment to Regulation 40 of SEBI (LODR) Regulations read along with BSE Circular dated 5<sup>th</sup> July, 2018 and dated 1<sup>st</sup> February, 2019, wherein with effect from 1<sup>st</sup> April, 2019 request for effecting transfer of securities shall not be processed unless the securities are held in the Dematerialized form with the depository. Therefore, the RTA of the Company will not be accepting any request for transfer of shares in physical form with effect from 1<sup>st</sup> April, 2019 except in case of request received for transmission or transposition of physical shares. The shareholders are therefore requested to dematerialize the said shares at the earliest to avoid any inconvenience in future for transferring those shares.
16. SEBI vide Circular dated 20<sup>th</sup> April, 2018, has mandated the submission of Permanent Account Number (PAN) by every participant transacting in the securities market, irrespective of the amount of such transactions. Members holding shares in electronic form are requested to submit their PAN to their DPs, and those holding shares in physical form are requested to submit their PAN to RTA. Members may further note that SEBI has also made it mandatory for submission of PAN in the following cases, viz., (i) deletion of name of the deceased shareholder(s), (ii) transmission of shares to the legal heir(s) and (iii) transposition of shares.
17. SEBI, vide circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20<sup>th</sup> April, 2018, read along with SEBI Circular no. SEBI/HO/MIRSD/DOS3/ CIR/P/2018/115 dated 16<sup>th</sup> July, 2018, has mandated the Registrar and Transfer Agents to send a letter under Registered / Speed post seeking PAN and bank details and two reminders thereof by ordinary post/ courier Company has complied with the same.
18. In order to comply with SEBI Circular CIR/MRD/DP/10/2015 dated 5<sup>th</sup> June, 2015 for mapping of the distinctive number data base for electronic and physical shares Company has issued duplicate share certificates to the physical shareholders so as to map the missing distinctive data numbers. The shareholders holding physical shares on 29<sup>th</sup> March, 2019 are requested to approach the Company's Registrar and Share Transfer Agent M/s Link Intime India Private Limited and claim their share certificates by producing requisite documents they are further requested to dematerialize their shares in compliance with Regulation 40 of SEBI (LODR) Regulations. Shareholders may kindly note that after 7 years share will be transferred to Investor Education and Protection Fund (IEPF) as per section 125 of the Companies Act, 2013.
19. Pursuant to the provisions of Sections 101 and 136 of the Act, read with the relevant rules made there under and to support the 'Green Initiative' taken up by Ministry of Corporate Affairs, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with their DPs or the Company. The Notice of this Meeting, along with the Annual Report for the financial year ended 31<sup>st</sup> March, 2019, is being sent by electronic mode to those Members whose e-mail address are registered with the DPs/Company/





RTA, unless a Member has requested for a physical copy of the same. Physical copies of the Annual Report are being sent by the permitted mode to those Members who have not registered their e-mail addresses. The Annual Report for the financial year ended 31<sup>st</sup> March, 2019, circulated to the Members is also available on the Company's website i.e. www.ricl.in.

20. Members holding shares in physical mode are requested to register their e-mail address with M/s Link Intime India Private Limited/Company and Members holding shares in demat mode are requested to register their e-mail address with their respective DPs, in case the same is still not registered.
21. If there is any change in the e-mail address already registered with the Company, Members are requested to immediately notify such change to M/s Link Intime India Private Limited, in respect of shares held in physical form, and to their DPs in respect of shares held in electronic form.
22. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote.
23. Members intending to require information about the Financial Statements, to be explained at the Meeting, are requested to inform the Company at least 10 days prior to the date of Meeting so that the requisite information can be readily available at the meeting.
24. Shareholders are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Shareholders who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification along with the Identity Proof.
25. In compliance with provisions of Section 108 of The Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote by electronic means and the business may be transacted through remote e-voting facility (i.e. facility of casting votes by using an electronic voting system from a place other than the venue of AGM). The Company has engaged the services of NSDL to provide remote e-voting facility. E-voting is optional.
26. Members are requested to notify immediately any change of address:
  - (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
  - (ii) to the Company's Registrar & Share Transfer Agents –  
**Link Intime India Private Limited,**  
C- 101, 247 Park, LBS Marg, Vikhroli-West,  
Mumbai- 400083.  
Tel No.: +91 22 4918 6000  
Fax No.: +91 22 4918 6060  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)  
in respect of their physical share folios, if any, quoting their folio numbers.
27. Route map for the directions to venue of the meeting is available on the last page of the Annual Report.
28. Members are requested to bring their copy of the Annual Report to the meeting.
29. Instructions for Remote e-voting
  - a) In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is providing its Members facility to exercise their right to vote on resolutions proposed to be considered at the Meeting by electronic means, and the business may be transacted through remote e-voting platform, provided by M/s Link Intime India Private Limited. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting.
  - b) The facility for voting through electronic voting system or polling paper shall be made available at the Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting.



- c) 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.

30. The process and manner for remote e-voting are as follows:

**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 :** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

**Step 2 :** Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 is mentioned below:**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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.nsdl.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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 111957 then user ID is 111957001**.

5. Your password details 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, your ‘initial password’ is communicated to you on your postal address.

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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:****How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company i.e. 111957
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- a) 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 [cs@mayankarora.co.in](mailto:cs@mayankarora.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - b) 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.
  - c) 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 toll free no.: 1800-222-990 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
31. Any query or grievance connected with the remote e-Voting may be addressed to the Company Secretary Ms. Nida Khot, 62, 6<sup>th</sup> Floor, ‘C’ Wing, Mittal Tower, Nariman Point, Mumbai 400021 Tel. No. 022-43417777 Fax No. 022-22877272 E-mail: [info@ric.in](mailto:info@ric.in).
  32. Members holding Shares in either physical or de-materialized form as on the Cut-Off Date i.e., 23<sup>rd</sup> September, 2019 may cast their votes electronically. The e-Voting period for the Members who hold shares as on the Cut-Off Date commences from 9.00 a.m. on Friday, the 27<sup>th</sup> September, 2019 and ends at 5.00 p.m. on Sunday, the 29<sup>th</sup> September, 2019. The remote e-Voting module shall be disabled by NSDL for voting thereafter.





33. The voting rights of the shareholders (for voting through remote e-Voting or by Poll at the Meeting) shall be in proportion to their share of the paid-up equity share capital of the Company as on 23<sup>rd</sup> September, 2019 ("Cut-Off Date"). A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the meeting.
34. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 23<sup>rd</sup> September, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
35. Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e. Monday, the 30<sup>th</sup> September, 2019.
36. Board of directors vide the resolution passed at their meeting held on 14th August, 2019 has approved appointment of Mr. Mayank Arora, proprietor of M/s. Mayank Arora & Co., Practicing Company Secretary, (Membership No.: 33328) as a scrutinizer to oversee the e-voting and to act as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
37. The Scrutinizer shall, after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in employment of the Company, and make, not later than three days of the conclusion of the Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or a person authorized by the Chairman in writing, who shall counter-sign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the vote shall be final and binding.
38. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
39. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses who are not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
40. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of NSDL immediately after the results is declared and communicated to the Stock Exchanges where the equity shares of the Company are listed.



**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)**

The following Statement sets out all material facts relating to the Special Business mentioned in item number 4 to 8 of the Notice:

**Item No:4**

**To appoint Director in place of Mr. Ravikant Chaturvedi (DIN-05198811) who’s term expires at the ensuing Annual General Meeting.**

The Board of Directors of the Company appointed Mr. Ravikant Chaturvedi (DIN: 05198811) for the first time on Board at their meeting held on 9<sup>th</sup> February, 2012. Later his appointment was regularized at the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2014 where he was appointed as Non Executive Independent Director for the period of five years from 30<sup>th</sup> September, 2014 till 29<sup>th</sup> September, 2019, where his office was not liable to retire by rotation. It is proposed to renew his appointment pursuant to recommendation of the Nomination and Remuneration Committee and the Board meeting held on 14<sup>th</sup> August, 2019 as Non Executive Director of the Company under Professional & Independent Category (i.e. independent from the promoters and management). His appointment as Non Executive Director will be liable to retire by rotation under section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company. He will only be eligible for sitting fees for the Board meetings attended by him and his office shall be safeguarded as Non Executive Director under Section 149(12)(ii) of the Companies Act, 2013. Copy of the draft letter for proposed appointment setting out the other terms and conditions are available for inspection by the members at the Registered Office of the Company during the business hours on all working days (Monday to Friday) except public holidays, up to the date of the Annual General Meeting.

**Brief Profile of Mr. Mr. Ravikant Chaturvedi is reproduced below**

Mr. Ravikant Chaturvedi, aged 39 years is Director of our Company. Mr. Ravikant Chaturvedi obtained his degree of M.B.B.S from Rajendra Institute of Medical Science, Ranchi, Jharkhand. Mr. Chaturvedi has diversified experience medical and management fields. As per the performance review results his performance on Board was satisfactory. Board is expected to enrich with his wide experience, the Nomination and Remuneration Committee at its meeting held on 14<sup>th</sup> August, 2019 has recommended renewal of his tenure as Non Executive-Professional/Independent Director liable to retire by rotation.

He was inducted on the Board of Directors of our Company on 9<sup>th</sup> February, 2012 and currently is a member of Nomination and Remuneration Committee, Audit Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee of the Company.

**DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING**

**[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

Name	Mr. Ravikant Chaturvedi
Date of Birth	2 <sup>nd</sup> January, 1980
Date of first appointment on the Board	9 <sup>th</sup> February, 2012
No. of meetings of the Board attended (upto 31 <sup>st</sup> March 2019)	5
Relationships between directors inter-se	None
Directorships held in other Indian entities	None
Membership / Chairmanship of committees of the Board in other entities	Nil
Shareholding in the Company	Nil
Other Directorship	None

No Director, Key Managerial Personnel or their relatives except the concerned Director, to whom the resolution relates, is concerned or interested, financially or otherwise, in the above resolutions.

**Item No: 5**

**To appoint Director in place of Mr. Sharad Sharma (DIN- 03081131) who retires at this Annual General Meeting and being eligible has offered himself for appointment, the following resolution with or without modification is required as an Ordinary Resolution:**

The Board of Directors of the Company (“the Board”) at the meeting held on 14<sup>th</sup> November, 2018, on the recommendation of the Nomination and Remuneration Committee (“the Committee”), appointed Mr. Sharad Sharma (DIN- 03081131) as

Additional Non Executive Independent Director of the Company in terms of Section 161 of the Companies Act, 2013 with effect from the aforesaid date.

Mr. Sharad Sharma will vacate office at this Annual General Meeting. The Board at their meeting held on 14<sup>th</sup> August, 2019 on the recommendation of the Committee, recommended for the approval of the Members for the appointment of Mr. Sharad Sharma as Non Executive Independent Director of the Company as set out in the Resolution relating to his appointment. His term of appointment would be effective for a period of five years from 14<sup>th</sup> November, 2018 till 13<sup>th</sup> November, 2023.

Requisite consent under section 152 for the appointment of Mr. Sharad Sharma has been received by the Company, further Company has also received declaration that he meets with the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and regulation 16 of the Listing Regulations. Accordingly, the Board recommends the passing of the resolution as mentioned in the item no.5 of the Notice.

**Brief Profile of Mr. Sharad Sharma is reproduced below:**

Sharad Sharma(DIN: 03081131), has been appointed as an Additional Non-Executive Independent Director on the Board of the Company effective 14<sup>th</sup> November, 2018. Mr. Sharad Budhakaran Sharma is an MBA (Marketing) degree holder from Pune University. He is having more than 7 years of experience in the field of network Marketing and Trading. His core competencies includes

- (i) Marketing and research.
- (ii) Business Establishment and Administration.
- (iv) Client Relationship Management and networking business.

Mr. Sharad Sharma is also having legal background which includes reviewing and filing applications, petitions before Supreme Court, High Court, Subordinate Courts, Appellate Tribunal and so on. With such a diversified profile he displays excellent knowledge by providing comprehensive legal and administrative support and guidance to the Board. Mr. Sharad Sharma also displays his ability of being outstanding team leader.

**DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING**

**[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

<b>Name</b>	Mr. Sharad Sharma
<b>Date of Birth</b>	6 <sup>th</sup> March, 1984
<b>Date of first appointment on the Board</b>	14 <sup>th</sup> November, 2018
<b>No. of meetings of the Board attended (upto 31st March 2019)</b>	1
<b>Relationships between directors inter-se</b>	None
<b>Directorships held in other Indian entities</b>	One (1)
<b>Membership / Chairmanship of committees of the Board in other entities</b>	Nil
<b>Shareholding in the Company</b>	Nil
<b>Other Directorship</b>	Royal Global Resources Limited

The draft letters of appointment of Mr. Sharad Sharma setting out the terms and conditions of appointment are available for inspection at the registered office of the Company during the business hours on all working days (Monday to Friday) except public holidays, up to the date of the Annual General Meeting.

No Director, Key Managerial Personnel or their relatives except the concerned Director, to whom the resolution relates, is concerned or interested, financially or otherwise, in the above resolutions.

**Item No: 6**

**To appoint Director in place of Ms. Madhusa Inda (DIN-07971726) who retires at this Annual General Meeting and being eligible has offered herself for appointment, the following resolution with or without modification is required as an Ordinary Resolution:**

The Board of Directors of the Company ("the Board") at the meeting held on 29<sup>th</sup> June, 2019, on the recommendation of the Nomination and Remuneration Committee ("the Committee"), appointed Ms. Madhusa Inda (DIN-07971726) as Additional

Non Executive Director of the Company in terms of Section 161 of the Companies Act, 2013 with effect from the aforesaid date.

Ms. Madhusa Inda will vacate office at this Annual General Meeting. The Board at their meeting held on 14<sup>th</sup> August, 2019, on the recommendation of the Committee, recommended approval of the Members for the appointment of Ms. Madhusa Inda as Non Executive Women Independent Director of the Company as set out in the Resolution relating to her appointment. Her term of appointment shall be effective for a period of five years from 29<sup>th</sup> June, 2019 till 28<sup>th</sup> June, 2024.

Requisite consent under section 152 for the appointment of Ms. Madhusa Inda has been received by the Company, further Company has also received declaration that she meets with the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and regulation 17 of the Listing Regulations. Accordingly, the Board recommends the passing of the resolution as mentioned in the item no.6 of the Notice.

**Brief background of Ms. Madhusa Inda is reproduced below:**

Ms. Madhusa Inda, aged 28 years is a Women Non Executive Independent Director of our Company. Ms. Madhusa Inda is a graduate and having experience in Management. She has already served as Director of the Company in past. In our Company she will be serving as Non Executive Women Independent Director of the Company and will also be part of various committees of the Board. Board will be enriched with her knowledge and experience.

**DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING**

**[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

<b>Name</b>	Ms. Madhusa Inda
<b>Date of Birth</b>	4 <sup>th</sup> January, 1992
<b>Date of first appointment on the Board</b>	29 <sup>th</sup> June, 2019
<b>No. of meetings of the Board attended (upto 31st March, 2019)</b>	Not Applicable
<b>Relationships between directors inter-se</b>	None
<b>Directorships held in other Indian entities</b>	Nil
<b>Membership / Chairmanship of committees of the Board in other entities</b>	Nil
<b>Shareholding in the Company</b>	Nil
<b>Other Directorship</b>	None

The draft letters of appointment of Ms. Madhusa Inda setting out the terms and conditions of appointment are available for inspection at the registered office of the Company during the business hours on all working days (Monday to Friday) except public holidays, up to the date of the AGM.

No Director, Key Managerial Personnel or their relatives except the concerned Director, to whom the resolution relates, is concerned or interested, financially or otherwise, in the above resolutions.

**Item No: 7**

**To approve revised borrowing limits under section 180(1)(c):**

In terms of Section 180(1)(c) of the Companies Act, 2013, borrowings in excess of the paid-up capital of the Company and its free reserves, require the approval of the Members by way of Special Resolution. Under Section 180 of the Act, the aforementioned powers can be exercised only with the prior consent of the Members by a Special Resolution. Such an approval from the Members was last secured at the 30<sup>th</sup> Annual General Meeting held on 29<sup>th</sup> September, 2014 by which the Borrowing limit was set at Rs. 80,00,00,000 Crore (Rupees Eighty Crores).

Considering the growth in business and operations opportunity your approval is being sought to increase the borrowing limits as specified in the Resolution.

The Board recommends the Resolution as set out at Item No. 7 of the Notice as a Special Resolution, for approval of the Members. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

**Item No: 8****Approval to set the limits applicable for making investments / extending loans and giving guarantees or providing securities:**

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting. In view of the business plans of the Company, which requires the Company to make loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for setting the said limits. Hence, the Special Resolution at Item No.8 of the Notice is proposed to be passed, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors recommend the Special Resolution as set out at Item No. 8 of the accompanying Notice, for Members' approval. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

**By order of the Board of Directors  
For Royal India Corporation Limited**

**Ms. Nida Khot  
Company Secretary  
Membership No: 46420**

**Date** : 14<sup>th</sup> August, 2019

**Place** : Mumbai

**Registered Office and Contact Details:**

62, 6<sup>th</sup> Floor, 'C' Wing, Mittal Tower,  
Nariman Point, Mumbai 400021.

Tel. No. 022-43417777 Fax No. 022-22877272

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