



NOTICE

NOTICE is hereby given that the **Eleventh Annual General Meeting** of the Members of **RangSutra Crafts India Limited** will be held on **Saturday, the 16th Day of September, 2017** at **11:00 A.M.** at **Plot No. 118, Near PHed Water Tank, Rani Bazar Industrial Area, Bikaner-334001, Rajasthan** to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2017 including Audited Balance Sheet as at 31st March, 2017, Statement of Profit and Loss and Cash Flow Statements for the year ended on that date and the report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Petronella Celestine Tacoma (DIN: 05216821), who retires by rotation and being eligible, offers herself for re-appointment
3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with Rules made there under and pursuant to the resolution passed by the members at the Eighth Annual General Meeting held on 29th September, 2014, the appointment of **M/s. Daiya Tiwari & Soni, Chartered Accountants (Firm Registration No. 004268C)** the Statutory Auditors of the Company to hold office till the conclusion of Thirteenth Annual General Meeting be and is hereby ratified by the members of the Company for the financial year 2017-18 at such remuneration as may be determined by the Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS :

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 [including any statutory modification (s) or re-enactment thereof, for the time being in force], the Articles of Association of the Company be altered in the manner and to the extent given hereunder:

That after Article 20, the following Article 20 (A) be inserted :

DEMATERIALIZATION OF SECURITIES

- 20 (A). Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its shares, debentures and other securities and also re-materialize its shares, debentures and other securities and/or offer securities for subscription in a dematerialized form pursuant to the Depositories Act, 1996 and the rules framed there under
1. a) Every person subscribing to or holding Securities of the Company shall have the option to receive security certificates or to hold the same with a Depository. Such a person who is the Beneficial Owner of the securities can at any time opt out of the Depository, if permitted by the law, in respect of any security in the manner provided by the



Depositories Act, 1996 and the Company shall in the manner and within the time prescribed therein, issue to the beneficial owner the required certificates of Securities.

- b) If a person opts to hold his Security with a Depository, the Company shall intimate such Depository the details of allotment of security, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the security.
 - c) The Board of Directors of the Company shall have the power to fix a fee payable by the investor to the Company for the services of dematerializing and/or rematerializing the Company's Securities as they in their discretion may determine.
- II. All the Securities held by a Depository shall be dematerialized and be in fungible form.
- III. a) Notwithstanding anything to the contrary contained in these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of securities on behalf of the beneficial owner.
- b) Save as otherwise provided in (a) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
 - c) Every person holding securities of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Member of the Company
 - d) The Beneficial Owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities of a member in respect of his securities, which are held by a Depository.
- IV. Notwithstanding anything contained in the Act and these Articles to the contrary, where Securities are held in a Depository, the records of the Beneficial Ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs or in such other manner as may be practicable.
- V. Nothing contained in the said Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to the securities held with a Depository.
- VI. The Register and index of Beneficial Owners maintained by a Depository under the Depositories Act, 1996, shall be deemed to be the Register and index of Members and Security holders as the case may be for the purposes of these Articles.

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

By Order of the Board of Directors
For **RangSutra Crafts India Limited**

Sd/-
Sumita Ghose
Chairperson and Managing Director
DIN: 01016426
R/o.: C-901, Surya Vihar, Dundahera,
Gurgaon-122016, Haryana

Place: New Delhi
Date: 24th June 2017



Notes:

1. **A member entitled to attend and vote at the Annual General 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.**
2. **The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight hours before the commencement of the meeting.** Proxies submitted on behalf of companies/body corporates, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a copy of the Board Resolution authorizing their representative to attend & vote on their behalf at the Meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the meeting, is annexed there to.
5. Members/ Proxies are requested to fill-in and sign the attendance slip and hand it over at the entrance of the venue.
6. As a measure of economy, members are requested to bring their copy of the Annual Report to the meeting.
7. Relevant documents referred to in the accompanying notice are available for inspection at the registered office of the Company during working hours between 09:00 A.M. to 06:00 P.M. except holidays upto the date of Annual General Meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of name will be entitled to vote.
9. As per the provisions of Section 72 of the Companies Act, 2013 ('the Act'), the facility of making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name & in physical form are advised to make Nomination in respect of their shareholding in the Company. Interested Members are requested to send the Nomination Form annexed with the Annual Report duly filed in with complete details to Mr. Om Prakash Sahu at A-39, Karni Nagar, Bikaner (Rajasthan) - 334001.
10. Members are requested to note that as per Section 124 and 125 of the Companies Act, 2013, dividends not encashed/claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company. The Company had, accordingly, transferred Rs. 21,250/- being the unpaid and unclaimed dividend amount pertaining to Final Dividend 2008-09 to the IEPF.



The Company has been sending reminders to those members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/unclaimed dividend are also uploaded as per the requirements, on the Company's website www.rangsutra.com. Members, who have not encashed their dividend, are advised to write to the Company immediately claiming dividends declared by the Company.

Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Mr. Om Prakash Sahu, Finance Manager at A-39, Karni Nagar, Lalgarh, Bikaner (Rajasthan)-334001.

11. Pursuant to the provisions of the Companies Act, 2013, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 17th September 2016 (date of last Annual General Meeting) on website of the Company i.e. www.rangsutra.com.
12. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same at which they would like to receive Notice/ Annual Reports electronically to Mr. Om Prakash Sahu at A-39, Karni Nagar, Lalgarh, Bikaner (Rajasthan) - 334001.
13. The Route Map showing directions to reach to the venue of the 11th Annual General Meeting is annexed.
14. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM 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 through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 13th September, 2017 (9:00 AM) and ends on 15th September, 2017 (5:00 PM). During this period members' of the Company, holding shares in physical form as on the cut-off date of 9th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:



- A. In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company):
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put your user ID and password. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "RangSutra Crafts India Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csarungupta@gmail.com with a copy marked to evoting@nsdl.co.in



B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company or requesting physical copy) :

(i) Initial password is provided on the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE

a) Shareholders who forgot the User Details/Password can use "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com.

b) Shareholders are holding shares in physical mode; USER-ID is the combination of (Even No+Folio No).

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 9th September, 2017.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 9th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or opsahu@rangсутra.com.

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?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.



- XII. 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 as well as voting at the AGM through ballot paper.
- XIII. Mr. Arun Kumar Gupta, Practicing Company Secretary (Membership No. 5551) has been appointed for 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.
- XIV. The Chairperson 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 "Ballot Paper" or "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.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairperson or a person authorized by him in writing.



ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to special business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

ITEM NO. 4

The Company proposed to provide an option to all the members to hold, purchase, sell or transfer shares in electronic form i.e. Dematerialized form. The Demat facility will benefit both the Company and the members as there will be a reduction in paper work. The Articles of Association of the Company have to be altered in order to incorporate the dematerialization provisions. The consent of the members by way of special resolution is required for aforementioned alteration.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the Members as a Special Resolution.

By Order of the Board of Directors
For **RangSutra Crafts India Limited**

Sd/-
Sumita Ghose
Chairperson and Managing Director
DIN: 01016426
R/o.: C-901, Surya Vihar, Dundaheera,
Gurgaon-122016, Haryana

Place: New Delhi
Date: 24th June 2017



**FORM NO. MGT-11
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s) :
Registered Address :
E-mail Id :
Folio No/ *Client Id :
DP ID* :

**Applicable for members holding shares in electronic form*

I/We, being the member(s) of _____ Shares of above named Company, hereby appoint

1. Name: _____ E-mail Id: _____

Address: _____

Signature: _____

or failing him/her

2. Name: _____ E-mail Id: _____

Address: _____

Signature: _____

or failing him/her

3. Name: _____ E-mail Id: _____

Address: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Company to be held on Saturday on 16th day of September, 2017 at 11:00 a.m. at Plot No. 118, Near PHed Water Tank, Rani Bazar Industrial Area, Bikaner-334001, Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution Number	Resolution	**Vote (Optional see Note 2) (Please mention No. of Shares)		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of Financial Statements, report of the Board of Directors and Auditors and Auditors Report thereon for the Financial Year ended 31 st March, 2017			
2.	Appoint a Director in place of Ms. Petronella Celestine Tacoma (DIN: 05216821), who retires by rotation and being eligible offers himself for re-appointment.			
3.	Ratification of the appointment of Statutory Auditors			
Special Business				
4.	Amendment in Article of Association			

Signed this..... day of 2017.

Signature of Shareholder _____

Signature of Proxy Holder(s) _____

Affix
Rs. 1/-
Stamp
Revenue

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) **This is only optional. Please put a tick (✓) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' or 'Abstain' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (3) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.



ATTENDANCE SLIP

11TH ANNUAL GENERAL MEETING – 16th Day of September 2017

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
106543		

I/We _____ hereby record my/our presence at the 11th Annual General Meeting of the Company held on Saturday, the 16th day of September 2017 at at 11:00 A.M. at Plot No. 118, Near PHed Water Tank, Rani Bazar Industrial Area, Bikaner-334001, Rajasthan.

Folio No.	
No. of Shares	
Full Name of Member/Proxy (in Block Letters)	
Address of Member	

Signature of the member(s)/Proxy holder(s)

Notes:

1. Members/Proxy holders are requested to bring the duly signed original attendance slip to the meeting and hand it over at the entrance.
2. For the convenience of members, persons other than members/proxies will not be admitted.



RANGSUTRA CRAFTS INDIA LTD
Registered Office : A-39 Karni Nagar, Lalgah Bikaner - 334001 | Ph: +91 8432019901
CIN : U52511RJ2006PLC026497 | Email: sumita@rangсутra.com | Website: WWW.rangсутra.com

Route MAP of the VENUE OF AGM
RANGSUTRA CRAFTS INDIA LTD
Plot No. 118 Near Phed Water Tank, Rani Bazar Industrial Area
Bikaner - 334001, Ph: 2202148

