

## NOTICE

**NOTICE** is hereby given that the **Thirteenth Annual General Meeting** of the Members of **RangSutra Crafts India Limited** will be held on **Saturday, the 28th Day of September, 2019** at **01:30 P.M.** at **Devi Kund Sagar, Near Ridmalsar Napasar Road, Bikaner-334022, Rajasthan** to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rewata Ram Panwar (DIN: 02046175), who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare Dividend for the Financial Year ended 31st March, 2019.
4. To appoint Statutory Auditors and fix their remuneration and in this regard, pass 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 the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force), **M/s. Daiya Tiwari & Soni, Chartered Accountants (Firm Registration No. 004268C)**, be and are hereby re-appointed as Auditors of the Company for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Eighteenth Annual General Meeting of the Company to be held in the year 2024, at such remuneration as shall be fixed by the Board of Directors of the Company.”

### **SPECIAL BUSINESS:**

#### **5. Appointment of Mr. Dulichand Solanki as Director of the Company**

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

**“RESOLVED THAT** Mr. Dulichand Solanki (DIN: 07157982), whose term of office as an Additional Director of the Company expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

#### **6. Appointment of Ms. Dipti as Director of the Company**

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

**“RESOLVED THAT** Ms. Dipti (DIN: 05220205), whose term of office as an Additional Director of the Company expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

#### **7. Re-appointment of Ms. Sumita Ghose (DIN:01016426) as the Managing Director and approve the Managerial Remuneration**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014 (including any statutory modification(s), amendments, enactment or re-enactment thereof for the time being in force) the approval of members be and is hereby accorded for re-appointment of Ms. Sumita Ghose (DIN: 01016426) as Managing Director for a further period of 5 (Five) years from the expiry of her present

term of office, that is, with effect from 29<sup>th</sup> September 2019 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed hereto.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of net profit in any financial year, the remuneration payable to Ms. Sumita Ghose shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, or any modification(s) thereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of re-appointment of Ms. Sumita Ghose as the Managing Director and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient and desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the above said resolutions.”

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

**Sd/-**

**Sumita Ghose**

**Managing Director**

DIN: 01016426

R/o.: C-901, Sector-21, Surya Vihar,  
Industrial Complex, Dundahera,  
Gurgaon-122016, Haryana

**Place:** New Delhi

**Date:** 11<sup>th</sup> July 2019

**Notes:**

1. **A member entitled to attend and vote at the 13<sup>th</sup> 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. Members/ Proxies are requested to fill-in and sign the attendance slip and hand it over at the entrance of the venue.
5. Relevant explanatory statement pursuant to Section 102 of the Companies Act 2013 is annexed hereto.
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 05:00 P.M. except holidays upto the date of Annual General Meeting.
8. The Statutory Registers under the Companies Act, 2013, will be available for inspection by the members at the venue of AGM.
9. 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.
10. 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.
11. Subject to the provisions of the Companies Act, 2013, the dividend on equity shares as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on 16th September 2019 In respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by the National Securities Depository Limited (NSDL) as beneficial owners as on that date.
12. 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.

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.

13. Pursuant to the relevant provisions of the Companies Act, 2013, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 29th September 2018 (date of last AGM) on the website of the Ministry of Corporate Affairs and on the website of the Company.

**14. Updation of Members' Details":**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/ Share Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended in the Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company.

15. 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.
16. The Route Map showing directions to reach to the venue of the 13th Annual General Meeting is annexed.

**17. 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 Wednesday, 25th September, 2019 (9:00 AM) and ends on Friday, 27th September, 2019 (5:00 PM). During this period members' of the Company, holding shares in physical form, as on the cut-off date of 21st September, 2019, 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.

*NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".*

- (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 "Rangutra 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](mailto:csarungupta@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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
<b>111638</b>		

- (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](http://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](http://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 21st September, 2019.
- 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. 21st September, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or opsahu@rangsutra.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](http://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" 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.

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

**Sd/-**

**Sumita Ghose**  
**Managing Director**

DIN: 01016426

R/o.: C-901, Sector-21, Surya Vihar,  
Industrial Complex, Dundahera,  
Gurgaon-122016, Haryana

**Place:** New Delhi  
**Date:** 11<sup>th</sup> July 2019

**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. 5**

Mr. Dulichand Solanki (holding DIN: 07157982) being appointed as an Additional Director of the Company with effect from 27th March 2019, pursuant to Section 161 (1) of the Companies Act, 2013 and holds office upto the date of the Thirteenth Annual General Meeting of the Company and is eligible for appointment.

Except Mr. Dulichand Solanki, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the resolution set forth in Item No. 5 for the approval of members

**ITEM NO. 6**

Ms. Dipti (holding DIN: 05220205) being appointed as an Additional Director of the Company with effect from 27th March 2019, pursuant to Section 161 (1) of the Companies Act, 2013 and holds office upto the date of the Thirteenth Annual General Meeting of the Company and is eligible for appointment.

Except Ms. Dipti, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the resolution set forth in Item No. 6 for the approval of members

**ITEM NO. 7**

Ms. Sumita Ghose (DIN: 01016426) was appointed as Managing Director of the Company on 19th September, 2014. In recognition of her contribution made for the growth of the Company during last 13 years, as well as to derive benefit from her rich and varied experience, it is proposed to re-appoint Ms. Sumita Ghose as the Managing Director of the Company with effect from the expiry of her current tenure for another term of 5 years, on remuneration of Rs. 1,05,000/- per month.

The resolution with regard to the re-appointment of Ms. Sumita Ghose for a period of 5 years and fixation of her remuneration is hence being placed before the Members for approval.

The material terms of appointment and remuneration as contained in the draft Agreement are given below:

l) Salary, Allowances and Commission (hereinafter referred to as "Remuneration"):

Salary comprising

Basic salary: Rs. 65,985/- per month;

HRA: Rs. 32,993/- per month;

Conveyance: Rs. 1,600/- per month;

Medical Reimbursement: Rs. 1,250/- per month;

Take home salary before tax: Rs. 1,01,828/- per month;

Gratuity Provision: Rs. 3,172/- per month and

## II) Other Terms:

Subject to the superintendence, control and direction of the Board of Directors, Ms. Sumita Ghose shall manage and conduct the business and affairs of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is / are concerned or interested in the said resolution, except Ms. Sumita Ghose to the extent of her employment with the Company as a Managing Director.

The Board recommends the resolution set out at Item No. 7 of the Notice for approval by the shareholders.

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

*Sd/-*

**Sumita Ghose**  
**Managing Director**

DIN: 01016426

R/o.: C-901, Sector-21, Surya Vihar,  
Industrial Complex, Dundahera,  
Gurgaon-122016, Haryana

**Place:** New Delhi

**Date:** 11<sup>th</sup> July 2019