

RANJAN POLYSTERS LIMITED

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

Phone: 01482-320925, 26, 27, 249095, Fax – 01482-249096

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

NOTICE

Notice is hereby given that the “**TWENTY NINTH**” **ANNUAL GENERAL MEETING** of the Members of **RANJAN POLYSTERS LIMITED** will be held on Monday, 30th September, 2019 at 4.00 P.M. at the registered office of the company situated at 11-12 KM. Stone, Chittorgarh Road, Village- Guwardi, Bhilwara-311001(Raj.) to transact the following Business:

Ordinary Business:

- 1) To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2019, together with Reports of the Board the Directors and Auditors thereon.
- 2) To Re appoint Smt. Shakuntala Devi Bhimsaria, (DIN:-00547170), who retires by rotation being eligible, offershimself for reappointment.
- 3) To Re appoint Shri Mohit Kumar Bhimsaria (DIN- 00389098), who retires by rotation being eligible, offershimself for reappointment

Special Business:

- 4) Re-appointment of Shri.Tejpratap Narain Srivastava (DIN: 06790051) as an Independent Director for a second term.

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) subject to approval of the members in the ensuing Annual General Meeting and such other consents and permissions as may be necessary, the consent of the Board of Directors be and is hereby accorded for the re-appointment of Shri Tejpratap Narain Srivastava(DIN: 06790051) whose current term is expiring on the conclusion of the upcoming Annual General Meeting to be held in the year 2019 and who has submitted to the Board a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made thereunder and Listing Regulations as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, who will be paid such remuneration by way of sitting fee for attending meetings of the Board and its Committees as may be decided by the Board from time to time, to hold office for 1(one) year on the Board of the Company from the conclusion of the Annual General Meeting to be held in the calendar year 2019 till the conclusion of Annual General Meeting to be held in the calendar year 2020.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, things etc. and take all such steps as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution”.

- 5) Regularisation of Shri. Pooran Mal Beswal (DIN- 00528070) as a Director of the company.

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 provision of Section 161 of the Companies Act, 2013 Shri Pooran Mal Beswal (DIN- 00528070), who was appointed on 30.05.2019 as an Additional Director under Section 161 of the Companies Act, 2013, and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT Shri Mahesh Kumar Bhimsariya (DIN:-00131930), Managing Director of the company be and hereby authorized to file the necessary forms with concerned Registrar of companies”.

Regd. Office:

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

Place: Bhilwara
Dated: 30th May, 2019

By order of the Board
For Ranjan Polysters Limited

Sd/-

(Chitra Naraniwal)
Company Secretary
M.No.44750

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING. A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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 person or shareholder.
3. The register of member and share transfer books of the company shall remain closed from Tuesday, 24th September, 2019 to 30th September, 2019 (both days inclusive).
4. In compliance of SEBI requirements, Beetal Financial & Computer services Pvt. Ltd. has been appointed the Registrar and Share Transfer Agent of the Company, who handle share transfer work in Physical as well as in Electronic Form and other related activities at the following address:

Beetal Financial & Computer services Pvt. Ltd.
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir,
New Delhi, Delhi 110062
Phone No. : 011-29961281
Fax No. : 011-29961284
Website: www.beetalfinancial.com
E-mail: beetalrta@gmail.com

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

9. The Register of Directors and KMP and their shareholding and register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 will be available for inspection by the members at AGM.
10. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meetings so as to enable the management to keep the information ready.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
12. Members are requested to bring their copy of Annual Report at the meeting.
13. Members who holds the shares in dematerialized form are requested to bring their clients ID and DP ID for easier identification of attendance at the Annual General Meeting.
14. Electronic copy of Annual report 2019 and Notice of the 29th Annual General Meeting of the Company inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company for communication purposes. For members who have not registered their email address, physical copies of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. Sh. B. K. Sharma, Practicing Company Secretary (Membership No. FCS 6206) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
16. The facility for voting through Ballot/polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
17. 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.

18. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically on the resolution mentioned in the notice 29th Annual General Meeting of the Company.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27th September, 2019 at 9.00 A.M and ends on 29th September, 2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on address level. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of the Ranjan Polysters Limited
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile
- (xx) Note for Non - Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) 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. 23rd September, 2019 may follow the same instructions as mentioned above for e-Voting.
- (xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
19. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2019.
20. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results shall be placed on

the website of the company www.ranjanpolysters.com and on the website of CDSL and simultaneously be communicated to the Stock Exchanges.

21. Any Member(s) who require any special assistance of any kind at the venue of the Twenty-Ninth Annual General Meeting requested to send details of their special needs in writing to the Company ranjanpoly@gmail.com at least three days before the date of the Twenty-Ninth Annual General Meeting.

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

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

Place: Bhilwara
Dated: 30th May, 2019

(Chitra Naraniwal)
Company Secretary
M.No.44750

ANNEXURE TO NOTICE

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

Item No. 1

Shri Tejpratap Narain Srivastava is an Additional Director of the Company; he joined the Board in 30th May, 2014 under the Companies Act, 2013, and he is liable to retire by rotation under the Companies Act, 2013. In terms of section 149 and other applicable provisions of the Companies Act, 2013 Shri Tejpratap Srivastava Narain being eligible and offering himself for re-appointment, is proposed to be appointed as an Independent Director for the term of 1(one) year from the conclusion of this Annual general Meeting till the conclusion of Annual General Meeting to be held in the calendar year 2020.

In the opinion of the Board, Shri Tejpratap Narain Srivastava fulfills the conditions specified in the Company Act, 2013 and Rules made there under and under Listing Agreement for his appointment as an Independent Director of the Company. The Board considers that Sh. Tejpratap Narain Srivastava continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. A copy of the draft letter for appointment of Shri Tejpratap Narain Srivastava as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company. Accordingly, the Board recommends the resolution in relation to appointment of Shri Tejpratap Narain Srivastava as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Tejpratap Narain Srivastava being an appointee, none of the Directors and the Key Managerial Personnel of the Company, including their relatives, is in any way, concerned or interested, financially or otherwise, in the said resolutions. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with Stock Exchange. The resolution for the appointment of Shri Tejpratap Narain Srivastava as an Independent Director of the Company at item No.1 of the Notice is commended by the Members.

Item No. 2.

Shri. Pooran Mal Beswal (DIN: 00528070) was appointed as an Additional Director of the Company with effect from 30th May, 2019 pursuant to section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Shri Pooran Mal Beswal holds office of Director up to the date of this Annual General Meeting. The Company has received notice in writing from a member proposing the candidature of Shri Pooran Mal Beswal for the office of Director under the provisions of Section 160 of the Companies Act, 2013.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Shri Pooran Mal Beswal as Director of the Company.

The Board accordingly recommends the resolution as set out in item no. 2 of the Notice for approval of the members.

None of the Directors of the Company other than Shri Pooran Mal Beswal is interested or concerned in the resolution.

ANNEXURE TO NOTICE FOR 29th ANNUAL GENERAL MEETING

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

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

Particulars	Shri Tejpratap Narain Srivastava	Shri Pooran Mal Beswal	Shri Mohit Kumar Bhimsaria	Smt. Shakuntala Devi Bhimsariya
Date of Birth	12/01/1949	03/07/1950	10/02/1979	14/02/1953
Date of Appointment	30/05/2014	30/05/2019	31/07/2009	30/05/2014
Qualifications	P.H.D.	P.H.D.	B.COM	B.A.
Expertise in Specific functional areas	Professors	Textile	Textile	Textile
Directorship held in other companies (excluding foreign companies)	-Nil-	THREE	THREE	ONE
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Shareholders Grievance Committee)	-Nil-	-Nil-	-Nil-	-Nil-
Number of shares held in the Company	-Nil-	-Nil-	139000	139200

RANJAN POLYSTERS LIMITED

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

Phone: 01482-249095, Fax - 01482-249096

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

ATTENDANCE SLIP

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

DP ID *	
Client ID *	

L.F. No.	
No. of Shares held	

I / We hereby record my / our presence at the 29thAnnual General Meeting of the Company being held on Monday, the 30thSeptember,2019 at 4.00 P.M. at Registered office at Company.

Signature of Shareholder(s): 1. _____ 2. _____

Signature of the Proxy holder _____

* Applicable for Investors holding Shares in Electronic form

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

PROXY FORM

MGT-11

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

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

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

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

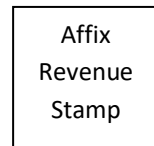
- (1) Name : Address
 Email ID : Signaturor falling him;
 e
- (2) Name : Address
 Email ID : Signaturor falling him;
 e
- (3) Name : Address
 Email ID : Signaturor falling him;
 e

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company to be held on Monday, the 30thSeptember, 2019 at 4.00 P.M. at Registered office 11-12 KM. Stone, Chittorgarh Road, Village-Guardi, Bhilwara-311001 (Raj.) and at any adjournment thereof in respect of such resolutions as are indicate below:

Resolutio n No.	RESOLUTIONS	Optional*	
		For	Against
1.	Adoption of Audited Financial Statement of the Company for the Financial Year ended 31st March, 2019, together with Reports of the Board the Director and Auditors thereon		
2.	Re appoint Smt. Shakuntala Devi Bhimsaria, (DIN:-00547170), who retires by rotation being eligible, offers himself for		

	reappointment.		
3.	Re appoint Shri Mohit Kumar Bhimsaria (DIN- 00389098), who retires by rotation being eligible, offers himself for reappointment.		
4.	Re-Appointment of Shri. Tejpratap Narain Srivastava (DIN : 06790051) as an Independent Director		
5.	Regularization of Shri Pooran Mal Beswal (DIN : 00528070) who was appointed as an additional director with effect from 30 th May, 2019.		

Signed this..... day of2019



Signature of shareholder

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

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

(2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 29th Annual General Meeting.

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

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

ROUTE MAP TO THE VENUE OF THE AGM

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

