

NOTICE to the Members

NOTICE is hereby given that the Annual General Meeting of the Members of **THE RAMESHWARA JUTE MILLS LIMITED** will be held on Tuesday, the 28th September, 2021 at 3:00 P.M. through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the following business:

General Business :

1. To consider and adopt the Audited Financial Statement consisting of the Balance Sheet as at 31st March, 2021, Statement of Profit & Loss, Cash Flow Statement and Statement of Changes in Equity for the financial year ended on that date, the Report of the Auditors thereon and the Report of the Board of Directors of the Company for the financial year ended 31st March, 2021.
2. To appoint a Director in place of Shri Rajendra Prasad Pansari (DIN: 00869222), who retires by rotation and being eligible, offers himself for re-election.

Registered Office :
“Birla Building”, 8th Floor,
9/1 R. N. Mukherjee Road,
Kolkata – 700001
Dated: 25th day of June, 2021

By Order of the Board

Priyanka Arora
Company Secretary

Notes:

1. In view of the continuing COVID-19 pandemic, Ministry of Corporate Affairs (**MCA**) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 ,Circular No. 20/2020, dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021(collectively refer to as 'MCA Circulars') and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 permitted the company to hold their Annual General Meeting through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”) due in the year 2021. As such the forthcoming Annual General Meeting (AGM) will be held through Video Conferencing (“**VC**”) or Other Audio Visual Means (“**OAVM**”). Hence, Members can attend and participate in the ensuing AGM and also vote through VC/OAVM without physical presence of the Members at a common venue. In compliance with applicable provisions of the Companies Act, 2013 (“the Act”) read with the MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), the AGM of the Company is being conducted through Video Conferencing (“VC”) (hereinafter referred to as “AGM”).
2. As the forthcoming Annual General Meeting (“AGM”) will be held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the body corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereto and cast their votes through e-Voting.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. In line with the 'MCA Circulars', the Notice of AGM along with Annual Report for the Financial Year 2020-21 is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report has been uploaded on the website of the Company at www.rameshwarajute.com. The Notice as well as the Annual Report for the Financial Year 2020-21 can also be accessed from the website of the Calcutta Stock Exchange Limited. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the AGM) i.e. www.evotingindia.com.
5. Members are requested to send in their queries at least 10 days in advance to the Company at the company email id i.e (sharedepartment@rjm.co.in) to facilitate clarifications during the AGM.
6. Since no dividend is proposed to be declared by the Shareholders the register of Members and Share transfer books of the Company will not close.
7. The Company is sending through email, the AGM Notice and the Annual Report to the Shareholders whose name is recorded as on **Monday, 30th August, 2021**, in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories.
8. Institutional/Corporate Members are requested to send a scanned copy (.pdf or .jpeg format) of the Board Resolution authorising its representatives to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting, at (sharedepartment@rjm.co.in)..
9. Members whose e-mail addresses and bank details are not registered are requested to register the same in the following manner:
 - i. Members having shares in physical mode can register their e-mail Ids and bank details by sending requisite details of their holding and copy of self-certified PAN, Aadhar Card and a Cancelled cheque leaf bearing the name of the shareholder on the face of the cheque at sharedepartment@rjm.co.in
 - ii. Members having shares in electronic mode are requested to register/update their e-mail Ids and bank details with their respective Depository Participants.
10. THE INSTRUCTION FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing

THE RAMESHWARA JUTE MILLS LIMITED

Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 and SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their electronically through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

- (i) The remote e-Voting period commences on **Thursday, the 23rd September, 2021 at 09.00 AM and ends on Monday, the 27th September, 2021 at 05.00 PM**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the voting eligibility **cut-off date of Tuesday, 21st September, 2021**, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The Members who have cast their vote by remote e-Voting prior to the AGM may attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote on such resolution again.
- (iii) The voting rights of Share holders shall be in proportion to their shares of the paid up equity share capital of the Company as on the voting eligibility **cut-off date of Tuesday, 21st September, 2021**. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- (iv) The Shareholders shall have one vote per equity share held by them as on the voting eligibility cut-off date of **Tuesday, 21st September, 2021**. The facility of e-Voting would be provided once for every folio/client id, irrespective of the number of joint holders.
- (v) Since the Company is required to provide members the facility to cast their vote by electronic means, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the voting eligibility cut-off date of **Tuesday, 21st September, 2021**, this purpose and not casting their vote electronically, may only cast their vote at the Annual General Meeting through the e-Voting facility provided specifically for the AGM as per procedure out lined in this notice.
- (vi) Investors who become members of the Company subsequent to the dispatch of the Notice / e-mail and holds the shares as on the voting eligibility cut-off date i.e. **Tuesday, 21st September, 2021** are requested to send the written / e-mail communication to the Company at shareddepartment@rjm.co.in, by mentioning their Folio No. / DPID and Client ID to obtain the Login-ID and Password for e -Voting. The Management will do their best to accommodate and execute such requests so that the Shareholders can participate in the e-Voting which commences on **Thursday, the 23rd September, 2021 at 09.00 AM and ends on Monday, the 27th September, 2021 at 05.00 PM**.
- (vii) The Board of Director have appointed Shri Kamal Kumar Sharma, (ICSI CP Registration No 4057), a Practicing Company Secretary (**e-mail: kamalfcs@rediffmail.com**) as the Scrutinizer to scrutinize the remote e-Voting process and voting / polling at the AGM in a fair and transparent manner.
- (viii) Pursuant to **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on "e-Voting facility provided by Listed Companies" e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Pursuant to above said SEBI Circular , Login method for e-Voting and joining virtual meeting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings alongwith links of the respective e-Voting service provider i.e. CDSL/NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.
Individual Shareholders holding securities in demat mode with NSDL	<p>A. If you are already registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e- Voting services. 4. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. 5. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>If the user is not registered for IDeAS e-Services,</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsd.com. 2. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in points 1-5.

	<p>B. Visit the e-Voting website of NSDL.</p> <ol style="list-style-type: none"> 1. 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 'Shareholder/Member' section. 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e- Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note : Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Help Desk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

(ix) **Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.**

1. The Shareholders should log on to the e-Voting website www.evotingindia.com during the voting period.
2. Click on "Shareholders" module.
3. 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, excluding the special characters.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in dematerialized 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.
6. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form other than individual 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 sequence number sent by Company.
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy) 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 filed as mentioned in instruction(iv).

- (x) After entering the details appropriately click on "SUBMIT" tab.
- (xi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders 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 also to be used by the demat holders for voting on 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant Company Name i.e. **THE RAMESHWARA JUTE MILLS LIMITED** on which you choose to vote.
- (xiv) 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 you assent to the Resolution and Option "NO" implies you dissent to the Resolution.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) After selecting the resolution, which you have decided to vote on; then 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.
- (xvii) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote any further.
- (xviii) You can also take out print of the voting done by you by clicking on "Click hereto print" option on the Voting Page.
- (xix) If Demat account holder has forgotten the existing password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xx) **Facility for Non – Individual Shareholders and Custodians –Remote Voting:**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 log in details a Compliance User should be created using the admin log in and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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 have been issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual Shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; sharedepartment@rjm.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

11. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM & E-VOTING DURING MEETING ARE AS UNDER :

- i. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-Voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible only to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- v. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio and Video loss due to fluctuation in their respective network. It is, therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vii. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at the company email id. **Due to limitations of transmission and co-ordination during the AGM, the Company may have to dispense with or curtail the Speaker Session, hence Shareholders are encouraged to send their questions etc. 10 days in advance** prior to meeting mentioning their name, demat account number / folio number, **e-mail id, mobile number at (sharedepartment@rjm.co.in)**. These queries will be replied to by the company suitably by e-mail, if any remained unreplied at the AGM.
- viii. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

- ix. Only those Shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- x. If any Votes are cast by the Shareholders through the e-Voting available during the AGM and if the same Shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the Shareholders attending the meeting.
12. PROCEDURE FOR THOSE SHAREHOLDERS WHOSE E-MAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:
- i. For Physical Shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by e-mail to Company.
- ii. For Demat Shareholders, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to Company's e-mail id.
- In case you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call on 022-23058542/43..
13. The Members can join the AGM held through VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to all Members, Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee and Auditors etc. who are entitled to attend the AGM.
14. The Scrutinizer will submit his Consolidated Report after the conclusion of AGM on the total votes cast in favour or against the resolutions, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the results of the voting within in maximum two days of the AGM after it is concluded or within such time as specified under the Companies Act, 2013 and regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 after also taking in to account the e-votes cast on the resolutions by the members who participate in the AGM through VC and / or OAVM mode.
15. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rameshwarajute.com. The result will also be communicated to the Calcutta Stock Exchange Ltd. within 2 working days of the conclusion of the AGM or such time as may be permitted under the law.
16. On receipt of the requisite number of votes, the Resolutions specified in the notice shall be deemed to have been passed on the date of the Annual General Meeting.

Registered Office :
"Birla Building", 8th Floor,
9/1 R N Mukherjee Road,
Kolkata – 700001
Dated: 25th day of June, 2021

By Order of the Board

Priyanka Arora
Company Secretary