

## **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 Saturday, the 30<sup>th</sup> July, 2022 at 3:00 P.M. through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") facility to transact the following business:

### **General Business:**

1. To consider and adopt the Audited Financial Statement consisting of the Balance Sheet as at 31<sup>st</sup> March, 2022, 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 31<sup>st</sup> March, 2022.
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-appointment.
3. To re-appoint M/s. A Singhi & Co., Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all 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 thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, A Singhi & Co., Chartered Accountants, having firm registration No. 319226E, be and are hereby re-appointed as the Auditors of the Company for a term of five consecutive years, who shall hold office from the conclusion of this Annual General Meeting, at such remuneration as may be decided by the Board of Directors in consultation with them from time to time."

### **Special Business :**

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

4. "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Nidhi Mehta (DIN: 08236131), an existing Additional Independent Woman Director, who is holding office up to this Annual General Meeting, be and is hereby appointed as an Independent Woman Director of the Company to hold office for a term up to five consecutive years with effect from the end of the this Annual General Meeting till end of the 5<sup>th</sup> Annual General Meeting of her appointed General Meeting and shall not be liable to retire by rotation."

Registered Office :  
"Birla Building", 8<sup>th</sup> Floor,  
9/1 R N Mukherjee Road,  
Kolkata – 700001  
Dated: 6<sup>th</sup> day of May, 2022

**By Order of the Board**

**PRIYANKA ARORA**  
*Company Secretary*

**Notes :**

1. In view of the ongoing COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide Circular No. 20/2020, 02/2021 and 19/2021 dated 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021 and 8<sup>th</sup> December, 2021 respectively, and clarification Circular No. 21/2021 dated 14<sup>th</sup> December, 2021 and Circular No. 2/2022 dated 5<sup>th</sup> May 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars') and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being conducted through Video Conferencing ("VC") (hereinafter referred to as "AGM").
2. An Explanatory Statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), relating to Special Business as set out under Item Number 4, to be transacted at this Annual General Meeting ("AGM") of the Company, are annexed hereto and forms part of this Notice. The said Statement also contain the recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI - LODR Regulations").
3. 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. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the bodies corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereto and cast their votes through e-Voting.
4. 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.
5. Members may note that the Notice of AGM along with Annual Report for the financial year 2021-22 is being sent only through electronic mode to those shareholders whose email addresses are registered with the Company/Depositories/ Registrar and Share Transfer Agent of the Company. The same has been uploaded on the website of the Company at [www.rameshwarajute.com](http://www.rameshwarajute.com). 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](http://www.evotingindia.com).
6. The Register of Members shall remain closed from 24<sup>th</sup> July, 2022 to 30<sup>th</sup> July, 2022 (both days inclusive) for the purpose of AGM.
7. The relevant details under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), is annexed.
8. The Company is sending through email, the AGM Notice and the Annual Report to the Shareholders whose name is recorded as on **Friday, 8<sup>th</sup> July, 2022**, in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories.
9. 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](mailto:sharedepartment@rjm.co.in).
10. 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, Aadhaar Card and a Cancelled cheque leaf bearing the name of the shareholder on the face of the cheque at [sharedepartment@rjm.co.in](mailto: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.
11. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. The aforesaid communication is also available on the website of the Company.

12. Pursuant to SEBI circulars dated November 3, 2021, and December 15, 2021, with regards to common and simplified norms for processing investors' service request by Registrars and norms for furnishing PAN, KYC details and nomination by the holders of physical securities, SEBI has made it mandatory for holders of physical securities to furnish PAN, KYC and nomination details by March 31, 2023, and link their PAN with Aadhaar. Members are requested to submit their PAN, KYC and nomination details to the Company's Registrar through the forms available at [www.rameshwarajute.com](http://www.rameshwarajute.com).
13. In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, the Company's Registrar are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. In case the securities continue to remain frozen as on December 31, 2025, such securities shall be referred by the Registrar/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or Prevention of Money Laundering Act, 2002.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/ electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

**15. 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 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 vote 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 **Wednesday, the 27<sup>th</sup> July, 2022 at 09.00 AM** and ends on **Friday, the 29<sup>th</sup> July, 2022 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 Saturday, 23<sup>rd</sup> July, 2022**, 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 Shareholders shall be in proportion to sell their shares of the paid up equity share capital of the Company as on the voting eligibility **cut-off date of Saturday, 23<sup>rd</sup> July, 2022**. 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 **Saturday, 23<sup>rd</sup> July, 2022**. 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 **Saturday, 23<sup>rd</sup> July, 2022** 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 outlined 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. **Saturday, 23<sup>rd</sup> July, 2022** are requested to send the written/e-mail communication to the Company at [sharedepartment@rjm.co.in](mailto:sharedepartment@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 **Wednesday, 27<sup>th</sup> July, 2022 at 09.00 AM** and ends on **Friday, 29<sup>th</sup> July, 2022 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](mailto: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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Dematmode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1. Users of who have opted for CDSL's Easi / Easiest facility, can log in 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p><b>A. If you are already registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section.</li> <li>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.</li> <li>4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</li> <li>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 &amp; voting during the meeting.</li> </ol> <p><b>If the user is not registered for IDeAS e-Services,</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>2. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Please follow steps given in points 1-5.</li> </ol> <p><b>B. Visit the e-Voting website of NSDL.</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>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 &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></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.</p> <p>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 &amp; 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	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no. : 1800 1020 990 and 1800 22 44 30

(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](http://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](http://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:

<b>For Members holding shares in Demat Form other than Individual and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders). <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company.</li> </ul>
Dividend Bank Details OR Date of Birth	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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (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.

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- (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](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login 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](mailto: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](mailto: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-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](mailto: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 LOG IN 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), AADHAAR (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 DP ID+ 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](mailto: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 Futorex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an e-mail to [helpdesk.evoting@cdslindia.com](mailto: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.



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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 two working days of the AGM after it is concluded after also taking into 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](http://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", 8<sup>th</sup> Floor,  
9/1 R N Mukherjee Road,  
Kolkata – 700001  
Dated: 6<sup>th</sup> day of May, 2022

**By Order of the Board**

**PRIYANKA ARORA**  
*Company Secretary*

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

**Item No. 4**

Ms. Nidhi Mehta, was appointed as an Additional Independent Director of the Company by the Board on the recommendation of the "Nomination and Remuneration Committee" at their Meeting held on 06.05.2022 and her appointment is effective from 16.05.2022. She holds the office as Director till the ensuing Annual General Meeting of the Company.

Based on recommendation of Nomination and Remuneration Committee in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the LODR"), Ms. Nidhi Mehta was also proposed to be appointed by the Board as an Independent Woman Director by the Shareholders for five consecutive years effective from the end of this AGM till the end of 5<sup>th</sup> AGM hereinafter.

Ms. Nidhi Mehta has graduated in commerce from MCM DAV College, Chandigarh and completed LLB (Hons.) from Calcutta University. Ms. Mehta have over 20 years of rich experience on diverse legal issues across Industry. She is a Director at Aditya Marketing & Manufacturing Private Limited. Ms. Mehta does not hold any share in the Company.

The Company has received requisite declarations from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the LODR and is also registered with the Institute of Corporate affairs in terms of the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Section 150 of the Act and requirement of online self-proficiency test is complied with. She has also given her consent to act as an Independent Woman Director of the Company, if so appointed by the Members.

The Board recommends the appointment of Ms. Mehta as an Independent Woman Director of the Company.

Ms. Mehta should be deemed concerned or interested in the particular Resolution seeking appointment as Director. No other Director / Promoter / Key Managerial Personnel or their relatives have any concern or interest in the aforesaid Resolution. The passing of aforesaid Resolution also do not relate to or affect any other Company.

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Dated: 6<sup>th</sup> day of May, 2022

**By Order of the Board**

**PRIYANKA ARORA**  
*Company Secretary*

**Annexure to Item No. 4 of the Notice**

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

<b>Name of the Director</b>	<b>Ms. Nidhi Mehta</b>
Director Identification No.	08236131
Date of Birth	27.01.1976
Date of Joining the Board	w.e.f. 16.05.2022
Qualification	LLB (Hons.) from Calcutta University
Brief Resume/ Experience	Ms.Nidhi Mehta, 46 years, has graduated in commerce from MCM DAV College, Chandigarh. Ms. Mehta have over 20 years of rich experience on diverse legal issues across Industry.
Directorship in other Public Companies	Nil
Membership/ Chairmanship of Committees in other Public Companies	Nil
Name of listed entity the person has resigned in the past three years	Nil
Number of shares held in the Company	Nil
Disclosure of relationship between Directors inter-se	Nil
Number of Board Meeting attended during the year	N.A.

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Dated: 6<sup>th</sup> day of May, 2022

**By Order of the Board**

**PRIYANKA ARORA**  
**Company Secretary**