

**RISHI TECHEX LIMITED****CIN: L28129MH1984PLC032008**

**Registered Office:** 612, Veena Killedar Industrial Estate, 10-14 Pais Street, Byculla (West),  
Mumbai - 400 011 (T) - 022-23075677/23074585 (F) - 022-23080022  
Email: info@rishitechtextex.com Web: www.rishitechtextex.com

**NOTICE**

NOTICE is hereby given that the Thirty Ninth Annual General Meeting of the Members of Rishi Techtex Limited will be held on Friday, 15th September, 2023 at 11.00 a.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

**AS ORDINARY BUSINESS:**

- 1 **To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2023 and the Report of the Board of Directors and Auditors thereon.**
- 2 **To appoint Director in place of Ms. Aakanksha Patel (DIN: 08314319) who retires by rotation and being eligible offers herself for reappointment.**

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

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force, Ms. Aakanksha Patel (DIN: 08314319), who retires as a Director by rotation and, being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company."

- 3 **To approve the appointment of Statutory Auditors and fix their remuneration**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any amendment, modification, variation or re-enactment thereof, and pursuant to recommendation of the Audit Committee and the Board of Directors, M/S. HRK & Co., Chartered Accountants, Vapi, Gujarat (FRN : 146985W), be and are hereby appointed as the Statutory Auditors of the Company to conduct audit for the Financial Year 2023-2024 and subsequent 4 financial years, at such remuneration plus reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the said Auditors;

**"RESOLVED FURTHER THAT** M/s. HRK & Co., Chartered Accountants shall hold office as the Statutory Auditors of the Company from the conclusion of this 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting of the Company.

**"RESOLVED FURTHER THAT** the Board of directors be and are hereby authorised to take such necessary steps pertaining to the appointment of Auditors, subject to compliance with the applicable provisions and rules and on such remuneration as the Board of Directors may deem fit during the tenure of their appointment."

**AS SPECIAL BUSINESS:**

- 4 **To approve material transaction with Centennial Fabrics Limited, a Related Party**

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

**"RESOLVED THAT** pursuant to the provisions of section 188 of Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") for the time being in force (including any statutory amendment(s), modification(s) or re-enactment thereof), read with the applicable provisions of Companies Act, 2013, if any, read with related rules, if any, as amended from time to time and based on the Company's Policy on Materiality of Related Party Transactions as also dealing with Related Party Transactions, consent of the Members be and is hereby accorded for the Company to enter into and carry on, contract(s)/ arrangement(s)/ transaction(s) in the nature of buy/sell of material, BOPP Film and LLDPE Liner (Whether by way of an individual or transactions taken together or series of transactions or otherwise) with Centennial Fabrics Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate value upto ₹ 115 crore (Rupees One Hundred and Fifteen Crore only) over a period of 24 months effective from 1st April, 2024, as set out in the Explanatory Statement annexed hereto on such terms and conditions as may be agreed to by the Board of Directors (hereinafter referred to as "the Board", which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) provided that the transactions so carried out shall at all times be on an arm's length basis and in the ordinary course of the Company's business."

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this Resolution.”

**“RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects”

Date: 14.08.2023

Place: Mumbai

**Registered Office:**

612 Veena Killedar Industrial Estate,  
10/14, Pais Street, Byculla (W),  
Mumbai-400011.

By order of the Board

**For Rishi Techtex Limited**

**Gauri Gangal**  
Company Secretary

Overview

Management Discussion & Analysis

Reports & Financials

Standalone Financial Statements

**NOTES:**

1. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs ("MCA") and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "Circulars"), companies are allowed to hold AGM through VC / OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC / OAVM. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of the Companies Act, 2013 ("the Act") and rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 39th AGM of the Company is being held through VC/OAVM on Friday, 15th September, 2023 at 11.00 a.m.. The deemed venue for the 39th AGM will be registered office of the Company i.e. 612, Veena Killedar Industrial Estate, 10-14, Pais Street, Byculla (West), Mumbai 400011.
2. The relevant explanatory statement pursuant to section 102 of the Act is annexed hereto.
3. Disclosure pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2), with respect to Directors seeking appointment/re-appointment at the 39th AGM is annexed hereto. The Directors have furnished the requisite declaration and consent for their appointment / re-appointment.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. 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 and Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Members can join the AGM in the 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 at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to askus@kalamkarassociates.com.
9. In case of the Joint holders attending the 39th AGM, only such joint holder who is higher in the order of names will be entitled to vote.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and also for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Adroit Corporate Services Private Limited for assistance in this regard.
11. Updation of PAN and other details

SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities before October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 or any other date as may be specified by the Central Board of Direct Taxes ("CBDT") vide its circular dated March 16, 2023.

Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA. The forms for updating the same are available at [www.rishitechtext.com](http://www.rishitechtext.com). In case a holder of physical securities fails to furnish PAN and KYC details by October 1, 2023 or link their PAN with Aadhaar before June 30, 2023 or any other date as may be specified by the CBDT, in accordance with the SEBI circular dated March 16, 2023, Company / RTA will be 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. If the securities continue to remain frozen as on December 31, 2025, the Company / RTA shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from [www.rishitechtext.com](http://www.rishitechtext.com). Members are requested to submit the said details to their DP in case the shares are held by them in demat form and to RTA in case the shares are held in physical form.

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.

12. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Adroit Corporate Services Private Limited in case the shares are held by them in physical form.
  13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated 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, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 available at [www.rishitechtext.com](http://www.rishitechtext.com)
  14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Adroit Corporate Services Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
  15. In compliance with the MCA Circulars and the Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated 15th January, 2021 and Circular No. SEBI/ HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Notice of the 39th AGM along with the Annual Report for Financial Year 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories"). A copy of this Notice along with the Annual Report for Financial Year 2022-23 is uploaded on the Company's website [www.rishitechtext.com](http://www.rishitechtext.com), at website of the Stock Exchange i.e. The BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).
  16. Members who wish to inspect the statutory documents or relevant documents referred to in the Notice can send an email to [info@rishitechtext.com](mailto:info@rishitechtext.com) upto the date of the 39th AGM.
  17. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The deemed venue for the 39th AGM shall be the Registered Office of the Company.
  18. The Register of Members and Share Transfer Books of the Company will remain closed from 09.09.2023 to 15.09.2023 (both days inclusive).
  19. 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 for remote E-voting i.e. Friday, 8th September, 2023 may follow the same instructions as mentioned below for E-voting.
  20. All documents referred to in the Notice shall be made available for inspection by the Members of the Company, without payment of fees upto the date of AGM. Members desirous of inspecting the same may send their requests at [info@rishitechtext.com](mailto:info@rishitechtext.com) from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection.
- 21. Voting through electronic means (Remote E-Voting):**
1. 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, as amended, and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to cast their vote by electronic means i.e. remote e-voting, through the e-voting services provided by Central Depository Services (India) Limited ("CDSL") on all resolutions set forth in this Notice.
  2. The e-voting period begins on Monday, 11th September, 2023 at 9.00 a.m. and ends on Thursday, 14th September, 2023 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 of 8th September, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  3. The Members who have not casted their vote by remote e voting prior to the Annual General Meeting ("AGM") can exercise their voting rights at the AGM. The Members who have already exercised their right to vote by remote e-voting may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to vote at the AGM.
  4. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut off date viz. 8th September, 2023.
  5. A person, whose name is recorded in Register of Members or in the Register of Beneficial Ownership maintained by the RTA/ Depositories, as the case may be, as on the cut-off date only shall be entitled to avail the facility of remote e voting or voting at the AGM. Any person who has ceased to be the member of the Company as on the cut-off date will not be entitled for remote e voting or voting at the AGM and should treat this Notice for information purpose only.

6. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
7. M/s Sudhanwa S. Kalamkar & Associates, Practicing Company Secretary (Membership No.18795, CP No.7692) has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
8. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, and make not later than 48 hours of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
9. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.rishitechtext.com](http://www.rishitechtext.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) immediately after the result is declared and shall be simultaneously forwarded to Bombay Stock Exchange Limited.
10. **The Procedure and Instructions for Remote e-voting are as under:**

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Monday, 11th September, 2023 (9:00 a.m. IST) and ends on, Thursday, 14th September, 2023 (5:00 p.m. IST). 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 Friday, 8th September, 2023 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) In order to increase the efficiency of the voting process and in pursuance of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, e-voting facility is being provided to all the demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DP. 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.

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts 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 CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL 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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDEAS facility, please 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. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. 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. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. 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> <li>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. 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) Visit the e-Voting website of NSDL. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 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>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 toll free no. 1800 22 55 33
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

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-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 Physical shareholders and other than individual shareholders holding shares in Demat.**

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	* Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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.
	• 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name (Rishi Techtex Limited)> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- 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 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution or Power of Attorney (POA) which they have 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 mandatorily 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; askus@kalamkarassociates.com if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting during the AGM is same as the instructions mentioned above for e-voting.
2. 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 e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/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.
7. 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 **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [info@rishitechtext.com](mailto:info@rishitechtext.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 (seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [info@rishitechtext.com](mailto:info@rishitechtext.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

1. 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 Aadhar Card) by email to **Company/ RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If 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 toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

Date: 14.08.2023

Place: Mumbai

**Registered Office:**

612 Veena Killedar Industrial Estate,  
10/14, Pais Street, Byculla (W),  
Mumbai-400011.

By order of the Board

**For Rishi Techtex Limited**

**Gauri Gangal**  
Company Secretary



**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT 2013****Item No. 2****Appointment of Director in place of Ms. Aakanksha Patel (DIN: 08314319) who retires by rotation and being eligible offers herself for reappointment.**

The Members, at the 38th Annual General Meeting held on 26th September, 2022, had appointed Ms. Aakanksha Patel (DIN: 08314319) as a Director, liable to retire by rotation. Accordingly, in terms of Section 152(6) of the Companies Act, 2013, Ms. Aakanksha Patel shall retire as a Director by rotation at the forthcoming Annual General Meeting and being eligible, has offered herself for re-appointment.

As per the terms of her appointment as a Non-Executive, Non-Independent Director, her re-appointment as a Director on retirement by rotation at the forthcoming Annual General Meeting, would not constitute break in her term as a Non-Executive, Non-Independent Director.

Ms. Aakanksha Patel holds a Bachelor's Degree in Fashion Marketing and Promotion and has a vast experience of approximately 11 years in independently handling client account related activities, client management, business development which in the opinion of Board will help the Company in aggressive marketing of its products and may help to create a new segment of customers apart from conventional customers.

As required under Regulation 36(3) of SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed to as **Annexure A**, and forms a part of this Notice.

Except Ms. Aakanksha Patel and her relatives, to the extent of their shareholding interest in the Company, if any, none of the Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.

Your Directors recommend the resolution at Item No. 2 for approval of the Members by way of an Ordinary Resolution.

**Item No. 3****Appointment of Statutory Auditors and to fix their remuneration**

The Company at its 34th Annual General Meeting held on 28th September 2018 appointed M/s. Attar & Associates., Chartered Accountants, Mumbai (FRN: 116443W), as the Statutory Auditors of the Company for a term of 5 financial years commenced from financial year 2018-2019 and to hold office from the conclusion of 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting.

In view of the above, the Board of Directors of the Company on recommendation of its Audit Committee has recommended to its Members appointment of M/s. HRK & Co., Chartered Accountants (FRN : 146985W) as Statutory Auditor of the Company for a term of 5 (five) years commencing from conclusion of this 39th Annual General Meeting till the conclusion of 44th Annual General Meeting of the Company and to fix their remuneration in consultation with the Board of Directors of the Company.

M/s. HRK & Co, Chartered Accountants provides services in the areas of Audit & Assurance, Taxation, Accounting & Back Office, Corporate Strategy & Advisory. The Board of Directors have obtained necessary certificates, confirmations pursuant to provisions of Section 139(1) and the rules made thereunder from M/s. HRK & Co, Chartered Accountants (FRN : 146985W) and recommends to the members their appointment. The members may further delegate authority to the Board to determine in consultation with the auditors, remuneration payable to them alongwith the applicable taxes, levies and reimbursement of travelling and other out-of-pocket expenses after taking into consideration the volume of work involved. The Board of Directors recommends an Ordinary Resolution set out in item no. 3 of the Notice for approval of the Members.

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

**Item No. 4****Approval of Material transaction with Centennial Fabrics Limited, a Related Party**

Pursuant to provisions of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, Centennial Fabrics Limited is a related party of the Company, as Mrs. Smita Patel, is a part of Promoter group of the Company and also holds majority stake and directorship in Centennial Fabrics Limited and Mr. Jagdish Dokwal, Key Managerial Personnel of the Company is also a Director of Centennial Fabrics Limited. The Company in the ordinary course of its business and on arm's length basis, has been purchasing Liner from Centennial Fabrics Limited for the purpose of insertion in Plastic Laminated bags manufactured by the Company.

Regulation 23 of the SEBI Listing Regulations, inter alia, states that all Material Related Party Transactions ('RPTs') shall require prior approval of the Members by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The members at its 38th Annual General Meeting held on 26th September, 2022 granted an approval for Related Party Transactions between the Company and Centennial Fabrics Limited for an Aggregate value up to ₹ 65 Crore for a period of two Financial Year ending 31st March, 2024 pursuant to above requirement. It is now proposed to seek members approval for undertaking transactions in the nature of buy/sell of material, BOPP Film and LLDPE liner aggregating estimated value of ₹ 115 crore for two financial years i.e. 2024-25 and 2025-26 duly extrapolated and marked appropriately for any exigencies, price variation, impact of annual inflation, and increase in demand, etc.

Pursuant to above requirement, the Company has in place a policy and process for approval of Related Party Transactions. The Policy provides the details required to be provided to the Audit Committee for the purpose of review of such transactions and grant of approval for the proposed transactions. A justification for each and every related party transaction is provided to the Audit Committee which enables them to arrive at the right decisions. Additionally, an update on the actual related party transactions entered during every quarter is provided to the Audit Committee. The transaction with the related party not only smoothen business operations for both the Companies, but also ensure consistent flow of desired quality and quantity of material and services without interruptions and generation of revenue and business for both the Companies to cater to their business requirements.

The proposed transactions between the Company and Centennial Fabrics Limited, being material were approved by the Audit Committee, at its meeting held on 14th August, 2023, and also recommended by the Board at its meeting held on 14th August, 2023 for approval by the Members.

This Explanatory Statement may also be regarded as a disclosure of the information required pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended.

The details of the proposed transactions between Rishi Techtex Limited and Centennial Fabrics Limited as required under SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, are given in **Annexure - B** hereto, and form a part of this Notice.

Members may note that as per the provisions of the Listing Regulations, no related party shall vote to approve the resolution, irrespective of whether they are a party to the transaction or not.

Your Directors recommend the resolution at Item No. 4 for approval by the Members as an Ordinary Resolution.

Except Mr. Abhishek Patel, Ms. Aakanksha Patel and Mr. Jagdish Dokwal and their relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives, have any concern or interest, financial or otherwise in the Resolution.

Date: 14.08.2023

Place: Mumbai

**Registered Office:**

612 Veena Killedar Industrial Estate,  
10/14, Pais Street, Byculla (W),  
Mumbai-400011.

By order of the Board

**For Rishi Techtex Limited**

**Gauri Gangal**  
Company Secretary

**Annexure A**

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India].

<b>Name of the Director</b>	<b>Ms. Aakanksha Harshad Patel</b>
DIN	08314319
Date of Birth	14.09.1988
Age	34 years
Nationality	Indian
Date of appointment	08.08.2022
Qualification	Bachelor's Degree in Fashion Marketing and Promotion
Nature of expertise in specific functional Area	Marketing
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company inter-se	Mr. Abhishek Harshad Patel - Managing Director - Brother
Brief Profile / Resume of the Director	Ms. Aakanksha Patel holds a Bachelor's Degree in Fashion Marketing and Promotion and has a vast experience of approximately 11 years in independently handling client account related activities, client management, business development which in the opinion of Board will help the Company in aggressive marketing of its products and may help to create a new segment of customers apart from conventional customers.
Terms and Conditions of appointment, along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable.	Ms. Aakanksha Harshad Patel is being appointed as a "Non-Executive, Non-Independent Director", liable to be retire by rotation. The other terms and conditions of her appointment will be as per the Nomination and Remuneration Policy of the Company.
Directorship in Other listed entities	No Directorship in Other listed entities.
*Directorship in Other Companies(excluding Listed Entities, Foreign Companies and Section 8 Companies)	No Directorship in Other entities.
**Chairmanships / Memberships of Committees held in Committees of Other Companies	No chairmanships / memberships in committees of any other entities.
Names of listed entities from which she has resigned in the past 3(three) years	Has not resigned from any Listed Company in the past 3(three) years.
No. of shares held by Director:	Shares held by self: 400861.
By Self:	
As a beneficial owner of :	
Number of Meetings of the Board attended during the Financial Year 2022-23	3 of 4

\*Excludes directorship in Private Companies.

\*\*Excludes Membership/Chairmanship of Committees in Private Companies.

**Annexure B**

Details of Material Related Party Transactions, as required, under the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, are as follows.

Sr No	Particulars	Details (item No.4)
1	Name of Related Party and nature of Relationship	Centennial Fabrics Limited  Mrs. Smita Patel, is a part of Promoter group of Rishi Techtex Limited who holds majority stake and directorship in Centennial Fabrics Limited and Mr. Jagdish Dokwal, Key Managerial Personnel of Rishi Techtex Limited is Director of Centennial Fabrics Limited
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mrs. Smita Patel, is a part of Promoter group of Rishi Techtex Limited who holds majority stake and directorship in Centennial Fabrics Limited and Mr. Jagdish Dokwal, Key Managerial Personnel of Rishi Techtex Limited is Director of Centennial Fabrics Limited
3	Nature, duration, tenure, material terms, monetary value and particulars of the contract or arrangement	The transaction is in the nature of buy/sell of material, BOPP Film and LLDPE Liner, from Centennial Fabrics Limited used as part of packaging bag for Cement Industry by the Company for an estimated amount of Rs. 115 Crore in aggregate for a period of 2 years from 1st April, 2024 to 31st March, 2026
4	Transaction related to providing loan(s)/advances(s) or securities for loan taken by a related party	No such Transaction
5(a)	Details of the source of funds in connection with the proposed transaction	Not Applicable
5(b)	If any financial indebtedness is incurred to make or give such loans/advances/securities for loan and Nature of indebtedness/cost of funds/tenure	Not Applicable
5(c)	Applicable terms including covenants, tenure, interest rate, repayment schedule, whether secured or unsecured	Not Applicable
6	Any advance paid or received for the transaction	Nil
7	Percentage of the Company's annual turnover for the immediately preceding financial year 2022-2023, that is represented by the value of the proposed transaction	53.82% on an annual basis
8	Details about valuation, arm's length and ordinary course of business	Valuation- Not applicable  Ordinary Course of Business - The transaction is in the nature of buy/sell of material, BOPP Film and LLDPE Liner, from Centennial Fabrics Limited used as part of packaging bag for Cement Industry manufactured by the Company.  Arm's Length - The Transactions between Rishi Techtex Limited and Centennial Fabrics Limited, are undertaken on an arm's length basis and in the ordinary course of business. The Transaction is marked appropriately for any exigencies, price variation, impact of annual inflation and increase in demand.
9	Rationale/Benefit of the transaction and why this transaction is in the interest of the Company	The transaction with the related party not only smoothen business operations for both the Companies, but also ensure consistent flow of desired quality and quantity of material and services without interruptions and generation of revenue and business for both the Companies to cater to their business requirements.
10	Any other information relevant or important for the shareholders to take an informed decision	All relevant/important information forms a part of the Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013