



RDB RASAYANS LIMITED

CIN: L36999WB1995PLC074860

Regd Office: Bikaner Building, 8/1 Lal Bazar Street, 3rd Floor, Room No. 09,
Kolkata-700001, Ph. No.: 033-44500500, Fax: 033-22420588,

Email id: info@rdbindia.com, Website: www.rdbgroup.in

NOTICE

Notice is hereby given that the twenty-fourth (24th) Annual General Meeting of the members of RDB **RASAYANS LIMITED** will be held on Friday the 20th day of September, 2019 at 12:00 a.m., at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata- 700 017 to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Smt Pragya Baid (DIN: 06622497), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Sri Shanti Lal Baid as Managing Director:
To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the Act, relevant provisions of Securities and Exchange Board of India (Listing obligations and Disclosures Requirements) Regulations, 2015 and other applicable laws, regulations and guidelines, if any, and Article No. 145 of the Articles of Association of the Company and the recommendations of the Nomination and Remuneration Committee and approval of Board of Directors and subject to all the applicable statutory approvals, sanctions and permissions as may be necessary, consent of the members be and is hereby accorded to the re-appointment of Sri Shanti Lal Baid (DIN: 00056776) as the Managing Director of the Company for a further period of one year from 01.04.2019 on the terms and conditions including remuneration and other amenities as set out in the Explanatory Statement accompanying this Notice and as contained in the Agreement dated 08th February, 2019 entered into by the Company with Sri. Shanti Lal Baid, a copy whereof, initialed by the Chairman of the meeting for the purpose of identification, has been submitted to this meeting, which Agreement be and is hereby specifically approved with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Sri Shanti Lal Baid subject to the same being in conformity with the provisions of Schedule V of the Companies Act, 2013 for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director or Director(s) to give effect to the aforesaid resolution."

4. Re-appointment of Sri Sandeep Baid as Whole Time Director:
To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act,

2013, read with Schedule V of the Act, relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, regulations and guidelines, if any, and Article No. 145 of the Articles of Association of the Company and the recommendations of the Nomination and Remuneration Committee and approval of Board of Directors and subject to all the applicable statutory approvals, sanctions and permissions as may be necessary, consent of the members be and is hereby accorded to the re-appointment of Sri Sandeep Baid (DIN: 00557018) as the Whole Time Director of the Company for a further period of one year from 01.04.2019 on the terms and conditions including remuneration and other amenities as set out in the Explanatory Statement accompanying this Notice and as contained in the Agreement dated 08th February, 2019 entered into by the Company with Sri Sandeep Baid, a copy whereof, initialed by the Chairman of the meeting for the purpose of identification, has been submitted to this meeting, which Agreement be and is hereby specifically approved with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Sri Sandeep Baid subject to the same being in conformity with the provisions of Schedule V of the Companies Act, 2013 for the time being in force.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

5. Re-appointment of Sri Abhay Doshi as an Independent Non-Executive Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Sri Abhay Doshi (DIN: 06428170), who was appointed as an Independent Director at the twentieth Annual General Meeting and who holds office as an Independent Director up to 28th May, 2020 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five consecutive years with effect from 28th May, 2020 to 28th May, 2025, not liable to retire by rotation."

Registered Office :
Bikaner Building, 8/1 Lal Bazar Street,
3rd Floor, Room No. 9, Kolkata-700001
CIN: L36999WB1995PLC074860
Place: Kolkata
Date: 30th day of May, 2019

By order of the Board
RDB Rasayans Limited

Sd/-
Bidhan Neogi
Chief Financial Officer

NOTES

1. The relative explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the business under item Nos. 3 to 5 of the Notice, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE IN THE MEETING ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
The instrument of Proxy, in order to be effective must be duly completed and signed, and should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. A proxy form is enclosed herewith.
A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
4. The business set out in this Notice will also be transacted through electronic voting system and the Company is providing facility for voting by electronic means through National Securities Depository Limited (NSDL). Instructions and other information relating to e-voting are given in this Notice under Note no. 23. The Company will also send communication relating to remote e-voting which inter-alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
 Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who cast their vote by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again at the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the meetings are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. The details of Director seeking re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015) and Secretarial Standard -2 are annexed hereto and forms part of this Notice. The Directors have furnished the requisite declaration for their re-appointment.
7. 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 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, Niche Technologies Pvt Ltd for assistance in this regard.
8. Members who hold shares in the physical form and wish to make/change a nomination in respect of the shareholding in the Company, as permitted u/s 72 of the Companies Act, 2013, may submit such information in the prescribed form SH-13/14 as required, to the Company's Registrar & Share Transfer Agent.
9. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. Therefore the Company has to transfer the unpaid/ unclaimed dividend for the Financial Year 2011-12 to IEPF. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline.
10. Members who have not yet encashed their dividend warrant(s) for the Financial Years ended 31 March, 2012 onwards, are requested to make their claims to the Company accordingly, without any delay. Members wishing to claim dividends, which remain unclaimed, are requested to write to the Company Secretary & Compliance Officer at the registered office or M/s Niche Technologies P Ltd, the Registrar and Share Transfer Agent of the Company.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ RTA, quoting their folio number.
12. Members/ Proxies/ authorized representatives should bring the attendance slips duly filled-in for attending the meeting and deliver the same at the entrance of the meeting place. Proxy/ Authorized Representative of a member should mark on the Attendance Slip as "Proxy" or "Representative", as the case may be. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID no. for easy identification of attendance at the meeting.
13. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. Any query relating to financial statements must be sent to the company's Registered Office at least seven days before the date of the Meeting.
15. To support the 'Green Initiative', Members who have not registered their e-mail addresses so far are requested to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants or send an e-mail to nichetechpl@nichetechpl.com, for receiving all communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.
16. The Notice of the 24th AGM and instructions for e-voting along with Attendance Slip, Proxy Form and Route Map showing direction to reach the venue of the AGM is being sent by electronic mode to all members whose e-mail addresses are registered with the Company/Depository participants unless any member requested for a physical copy of the same. Physical copies of the aforesaid documents are being sent by the permitted mode to the members who have not registered their e-mail addresses.

- Members may also note that Notice of 24th Annual General Meeting and Annual Report for 2018-19 will also be available on Company's website at www.rdbgroup.in. The physical copies of the aforesaid documents will also be available at the Company's Registered office in Kolkata for inspection during normal business hours (11:00 am to 4:00 pm) on all working days except Saturdays.
17. Non-Resident Indian Members are requested to inform the RTA immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number.
 18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent, M/s. Niche Technologies Pvt Ltd.
 19. The Company has designated an exclusive e-mail ID investor.rasayans@rdbindia.com which would enable the members to communicate their grievances. The members may send their grievances, if any, to this e-mail ID for its quick redressal.
 20. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to send their queries at an early date so that the desired information may be made available at the meeting.
 21. Members are requested to bring their copies of Annual Report to the meeting, as the same will not be supplied again at the meeting as a measure of economy.
 22. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA Circular, no gifts/coupons shall be distributed at the Meeting.
 23. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including the Annual Report can be sent by e-mail to its members. To support this green initiative, the Company requested its valued shareholders to register their e-mail addresses with the Registrar & Share Transfer Agent or with the Company. In order to continue its endeavor towards paperless communication, the Company requests the members who have not yet registered their e-mail ID with the Company, to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with the Company's Registrar & Share Transfer Agent, M/s. Niche Technologies Pvt Ltd.
 24. Members are also requested to notify any change in their email ID or bank mandates or address to the company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the company. In respect of holding in electronic form, Members are requested to notify any change of email ID or bank mandates or address to their Depository Participants.
 25. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act 2013, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act 2013 will be available for inspection at the Annual General Meeting.
 26. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the company to consolidate their holdings in one folio.
 27. Relevant documents referred in the Notice or Explanatory statement will be open for inspection by the members at the Meeting and such documents will also be available for inspection at the registered office of the Company on all working days (except Saturday) between 11.00 a.m. to 4.00 p.m. upto the date of Annual General Meeting.
 28. At the twenty-third AGM held on September 18, 2018 the Members approved appointment of L.B. Jha & Co., Chartered Accountants (Firm Registration No. 303119E) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the twenty-eighth AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the twenty-fourth AGM.
 29. **Voting through electronic means**
In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the (Listing Regulations, 2015), the Company is pleased to provide remote e-voting facility to the members to exercise their right to vote in respect of the resolutions to be passed at 24th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). The facility for casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by NSDL.
 - I. Members desiring to vote through remote e-voting may refer to the following steps:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

Step 2: Cast your vote electronically on NSDL e-Voting system

A. Details on Step 1 is mentioned below:

 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com>
 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2

- i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below:
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
 5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

B. Details on Step 2 is mentioned below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of the Company.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- II. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail scrutinizermkb@gmail.com to with a copy marked to evoting@nsdl.co.in.
- III. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- IV. In case of any queries you may refer to Frequently Asked Questions (FAQs) for members and remote e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com or call on toll free no: 1800-222-990.
- V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VI. The remote e-voting period shall commence on Tuesday, the 17th September, 2019, (9:00 a.m. IST) and will end on Thursday, the 19th September, 2019 (5:00 p.m. IST). During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 13th September, 2019 (cut-off date for e-voting) may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by shareholder, the shareholder shall not be allowed to change it subsequently.
- VII. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on 13th September, 2019 (cut-off date) only shall be entitled to vote through remote e-voting and through ballot paper at the AGM. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date

13th September, 2019. A person who is not a member as on cut off date should treat this Notice for information purpose only.

- VIII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date 13th September, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

However, if you are already registered with NSDL for remote e- voting then you can use your existing ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990.

- IX. A member may participate in the AGM even after exercising his right to vote through remote e- voting but shall not be allowed to vote again at the AGM.
- X. The Company has appointed Sri Raj Kumar Banthia, Practicing Company Secretary (ACS No. 17190, CP No. 18428) partner of MKB & Associates, as the scrutinizer to scrutinize the remote e-voting process and voting at the venue of the meeting in a fair and transparent manner.
- XI. The Scrutinizer shall after the conclusion of voting at the meeting, first count the votes cast at the meeting by ballot papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rdbgroup.in and on the website of NSDL and also be displayed on the Notice Board of the Company immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be simultaneously communicated to the Stock Exchange where the shares of the Company are listed within 48 hours from the conclusion of the AGM.
- XIII. The scrutinizer's decision on the validity of e-voting will be final.
30. A facility for voting through ballot paper shall be made available at the Annual General Meeting venue and the members attending the meeting who have not cast their vote by remote e-voting can exercise their right in the meeting.
31. The Notice of Annual General Meeting is being sent to the members, whose names appear in the Register of Members/ Depositories as at closing hours of business, on 26th August, 2019.
32. The shareholders shall have one vote per equity share held by them as on the cut-off date 13th September, 2019. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
33. The resolutions shall be deemed to be passed on the AGM date i.e, 20th September, 2019, subject to receipt of the requisite number of votes in favour of the resolutions.

34. The Route map of the venue of Annual General Meeting is annexed at the end of this Notice. Prominent Landmark is also marked therein for reference.

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 3

Sri Shanti Lal Baid was appointed as the Managing Director of the Company w.e.f. 01.04.2009 for a period of five years and was further re-appointed for a period of five years w.e.f. 01.04.2014.

Sri Shanti Lal Baid is Managing Director of the Company. The present term of appointment of Sri Shanti Lal Baid as Managing Director has expired on 31st March, 2019. Considering his knowledge, expertise and contribution to the Company, the Board in its meeting held on 08th February, 2019 re-appointed him as Managing Director of the Company for a further period of 1 year with effect from 1st April, 2019, subject to the approval of the shareholders, on the following terms, conditions and remuneration:

Salary: Rs 2,00,000(Rupees Two Lacs) per month.

Perquisites:-

Medical Reimbursement: Actual expenditure incurred for self and dependent family members subject to one month salary per annum.

Leave Travel Concession: For self and family in accordance with the provisions of Income Tax Act, 1961.

Club Fees: Club fees subject to maximum of two clubs except admission and life membership fees.

Leave: One month pay leave per annum, the unavailed leave can be encashed in full or in part anytime during the service or in full or part anytime at the time of retirement or at the time of leaving the Company.

For Company's business use of car with chauffeur, telephone and other communication facilities at residence/other places, reimbursement of travelling, entertainment and all other expenses for the purpose of business incurred by him shall not be treated as perquisite.

Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income-tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

Minimum Remuneration: The above salary will be payable to the Managing Director even in case of loss or inadequacy of profits in respect of any financial year during his tenure of office in compliance with Schedule V to the Companies Act, 2013.

Sitting Fees: No sitting Fees will be payable to Managing Director for attending the meetings of the Board of Directors or Committees thereof from the date of his appointment.

Brief resume of Sri Shanti Lal Baid, nature of expertise in specific functional area and names of companies in which he hold directorships and memberships/ chairmanships of Board Committees, are provided at the end of the notice.

In terms of sections 196, 197, 203 & Schedule V of the Companies Act, 2013 and the rules made thereunder the appointment of Sri Shanti Lal Baid as the Managing Director of the Company requires approval of the shareholders in General Meeting.

Your Directors recommend the resolution to be passed as a Special

Resolution.

Except Sri Shanti Lal Baid being the appointee, Sri Sandeep Baid and Smt. Pragya Baid being son and daughter in law of Sri Shanti Lal Baid respectively, none of the directors of the Company are deemed to be interested or concerned, financially or otherwise, in the said resolution.

A copy of the aforesaid Agreement dated 08.02.2019 is available for inspection at the registered office of the Company up to 20th September, 2019 during business hours.

The disclosures as required under Section II, Part II of the Schedule V of the Companies Act, 2013 are stated below

Item No. 4

Sri Sandeep Baid was appointed as the Whole Time Director of the Company w.e.f. 01.04.2010 for a period of three years and was further re-appointed w.e.f. 01.04.2013.

Sri Sandeep Baid is the Whole Time Director of the Company. The present term of appointment of Sri Sandeep Baid as Whole Time Director has expired on 31st March, 2019. Considering his knowledge, expertise and contribution to the Company, the Board in its meeting held on 08th February, 2019 re-appointed him as Whole Time Director of the Company for a further period of 1 year with effect from 1st April, 2019, subject to the approval of the shareholders, on the following terms, conditions and remuneration:

Salary: 1, 75,000 (Rupees One Lac Seventy Five Thousand) per month.

Perquisites:-

Medical Reimbursement: Actual expenditure incurred for self and dependent family members subject to one month salary per annum.

Leave Travel Concession: For self and family in accordance with the provisions of Income Tax Act, 1961.

Club Fees: Club fees subject to maximum of two clubs except admission and life membership fees.

Leave: One month pay leave per annum, the unavailed leave can be encashed in full or in part anytime during the service or in full or part anytime at the time of retirement or at the time of leaving the Company.

For Company's business use of car with chauffeur, telephone and other communication facilities at residence/other places, reimbursement of travelling, entertainment and all other expenses for the purpose of business incurred by him shall not be treated as perquisite.

Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income-tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

Minimum Remuneration: The above salary will be payable to the Whole Time Director even in case of loss or inadequacy of profits in respect of any financial year during his tenure of office in compliance with Schedule V to the Companies Act, 2013.

Sitting Fees: No sitting Fees will be payable to Whole Time Director for attending the meetings of the Board of Directors or Committees thereof from the date of his appointment.

Brief resume of Sri Sandeep Baid, nature of expertise in specific functional area and names of companies in which he hold directorships and memberships/ chairmanships of Board Committees, are provided at the end of the Notice.

In terms of sections 196, 197, 203 & Schedule V of the Companies Act, 2013 and the rules made thereunder the appointment of Sri Sandeep

Baid as the Whole Time Director of the Company requires approval of the shareholders in General Meeting.

Your Directors recommend the resolution to be passed as a Special Resolution.

Except Sri Sandeep Baid being the appointee, Sri Shanti Lal Baid and Smt. Pragya Baid being father and spouse of Sri Sandeep Baid respectively, none of the directors of the Company are deemed to be interested or concerned, financially or otherwise, in the said resolution.

A copy of the aforesaid Agreement dated 08.02.2019 is available for inspection at the registered office of the Company up to 20th September, 2019 during business hours.

The disclosures as required under Section II, Part II of the Schedule V of the Companies Act, 2013 are stated below.

Item No. 5

Sri Abhay Doshi (DIN: 06428170), was appointed as an Independent Non-Executive Director of the Company to hold office for five consecutive years. He joined the Board of Directors of the Company on 28th May, 2015. He is the Chairman of the Audit Committee of the Board of Directors

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

On the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Section 149,150,152 read with Schedule IV and any other applicable provisions of the act and the Listing Regulations, the Board of Directors of the Company have appointed Sri Abhay Doshi as an Independent Director of the Company for another term of five consecutive years from 1st April, 2020 upto 31st March, 2025 not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

Sri Abhay Doshi has good experience in IT Industry over the years. He is graduate in Computer Science and Engineering and took Master degree in Information Systems Management from the Carnegie Mellon University, USA. He had worked with IBM India Labs & assisted several start-ups in the IT Industry over the years. He has been associated with various charitable institutes and voluntary work organizations throughout the last decade most notably-the Interact and Rotaract movement and Round Table India.

The Company has received a declaration from Sri Abhay Doshi confirming that he meets the criteria of independence as prescribed both under section 149(6) of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Sri Abhay Doshi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

The Performance evaluation of Sri Abhay Doshi was conducted by the entire Board (excluding him) on the basis of criteria such as transparency, analytical capability, advising, providing suggestion to the Company's management, level of skill and expertise etc. On the basis of said evaluation, the Board approved their re-appointment.

In the opinion of the Board, Sri Abhay Doshi fulfills the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the Listing Regulations for his re-appointment as an Independent Non-

Executive Director of the Company. Copy of the draft letter of appointment of Sri Abhay Dosh as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (11:00 am to 4: 00pm) on any working day except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sri Abhay Doshi as an Independent Director.

Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Sri Abhay Doshi as an Independent Director for another term of five consecutive years with effect from 1st

April, 2020 to 31st March, 2025, for the approval by the shareholders of the Company.

The Company has received a notice in writing from a shareholder of the Company under Section 160 of the Act proposing the candidature of Sri Abhay Doshi for the office of Independent Director of the Company.

Except Sri Abhay Doshi, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM. This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

The disclosures as required under Section II, Part II of the Schedule V of the Companies Act, 2013 are stated herein below:			
General information:			
1	Nature of Industry	The Company is engaged in manufacture of PP Woven sacks	
2	Date or expected date of commencement of commercial production	June, 2003	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4	The financial performance of the Company during the preceding three financial years is as under: Rs.		
	Particulars	2018-19	2017-18
	Total Income	99,07,53,207	87,26,77,439
	Total Expense	86,71,58,418	75,73,33,180
	Profit/(Loss) Before tax	12,35,94,789	11,53,44,259
	Less: Tax Expense	3,35,06,499	4,19,55,227
	Profit/(Loss) After Tax	9,00,88,290	7,33,89,032
5	Foreign investments or collaborators, if any	NIL	
Information about the appointee: Sri Sandeep Baid			
1	Background details	Sri Sandeep Baid is an industrialist having experience of more than 17 years in the field of manufacturing and marketing of electrical goods, cables, packing materials and woven sacks.	
2	Past remuneration	Sri Sandeep Baid was paid Rs. 21,00,000 during the financial year 2017-18.	
3	Recognition or awards	None	
4	Job profile and his suitability	Sri Baid is actively involved in the day to day working of the Company and currently he is looking after the manufacturing and marketing of the Company. Keeping in view his working with the Company and his prior experience, he is suitable for the present position. The Company derives a lot of benefit from his diverse professional expertise and experience at Board Level as well as in operations of the Company.	

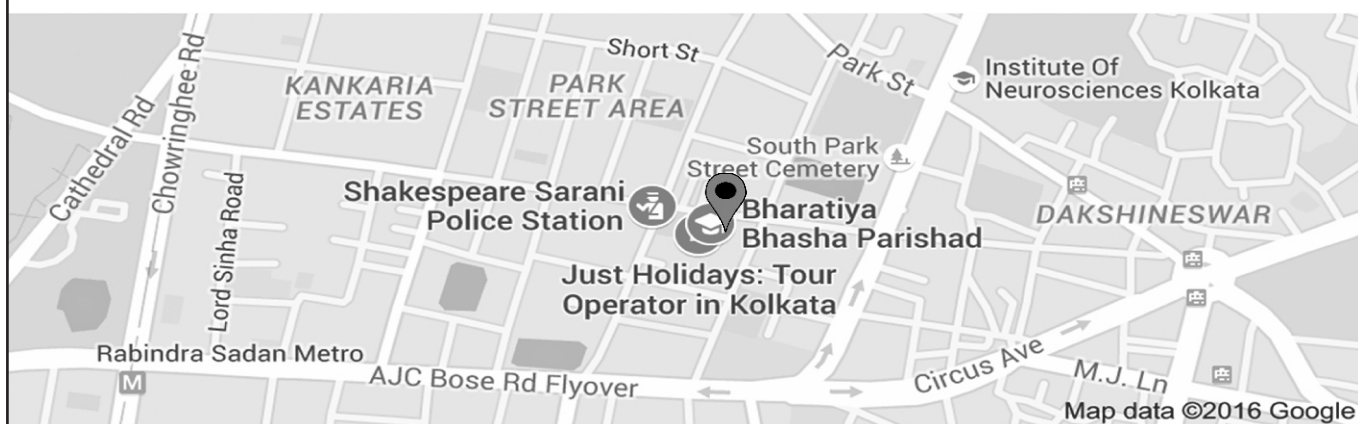
5	Remuneration proposed	As set out in the Explanatory Statement under section 102 of Companies Act, 2013.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is commensurate with the size and nature of business of the Company and the functions and responsibility of the appointee. The remuneration is comparable with the remuneration drawn by the peers and is necessitated due to complexities of business.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Sri Sandeep Baid is Promoter Director holding 902,695 shares consisting 5.10% of the paid-up capital of the Company. Apart from receiving remuneration as stated above, he does not receive any emoluments from the Company. Except Sri Shanti Lal Baid (father) and Smt Pragya Baid (spouse), none of the other Directors of the Company are related to Sri Sandeep Baid.
8	Directorship held in other listed entities	Nil
9	Membership/Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil
Information about the appointee: Sri Shanti Lal Baid		
1	Background details	Sri Shanti Lal Baid is an industrialist having experience of more than 44 years in Management and Administration in the field of Electrical Goods and Cables Industries and woven sacks.
2	Past remuneration	Sri Shanti Lal Baid was paid Rs. 24,00,000 during the financial year 2017-18.
3	Recognition or awards	None
4	Job profile and his suitability	Sri Shanti Lal Baid is the Managing Director of the Company and was actively involved in setting up the Plant at Haldia and is currently looking after the Marketing, Finance and sales of the company. He is actively involved in the day to day working of the Company. Owing to his working with the Company and his prior experience, he is suitable for the present position. The Company derives a lot of benefit from his diverse professional expertise and experience at Board Level as well as in operations of the Company.
5	Remuneration proposed	As set out in the Explanatory Statement under section 102 of Companies Act, 2013.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The proposed remuneration is commensurate with the size and nature of business of the Company and the functions and responsibility of the appointee. The remuneration is comparable with the remuneration drawn by the peers and is necessitated due to complexities of business.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Sri Shanti Lal Baid is Promoter Director holding 3,76,601 shares consisting 2.13% of the paid-up capital of the Company. Apart from receiving remuneration as stated above, he does not receive any emoluments from the Company. Except Sri Sandeep Baid (Son) and Smt Pragya Baid (Daughter in Law), none of the other Directors of the Company are related to Sri Shanti Lal Baid.
8	Directorship held in other listed entities	Nil
9	Membership/Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil

Other Information:		
1	Reasons of loss or inadequate profits	The approval for minimum remuneration is being taken as a precautionary measure and as on today, the profits of the company are sufficient to pay the approved remuneration to the Whole Time Director & Managing Director.
2	Steps taken or proposed to be taken for improvement	
3	Expected increase in productivity and profits in measurable terms	
Disclosures:		
1	Remuneration package of the managerial personnel	As set out in the Explanatory Statement.
2	Disclosures to be mentioned in the Board of Director's Report under the head "Corporate Governance", if any attached to the annual report	The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of the Company.

DETAILS OF DIRECTORS BEING APPOINTED/RE-APPOINTED AS SET OUT IN THIS NOTICE, IN TERMS OF REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANIES SECRETARIES OD INDIA				
Name of Director	Smt. Pragya Baid	Sri Shanti Lal Baid	Sri Sandeep Baid	Sri Abhay Doshi
Date of birth	30 th October, 1981	2 nd June, 1950	1 st January, 1979	2 nd August, 1983
Qualification	M.Com	Under Graduate	B.Com, MBA	Graduate in Computer Science & Engineering and Masters in Information System Management
Relationship with other director/ KMP inter se	Wife of Sri Sandeep Baid & daughter in law of Sri Shanti Lal Baid	Father of Sri Sandeep Baid & Father in Law of Smt Pragya Baid	Son of Sri Shanti Lal Baid & Husband of Smt. Pragya Baid	Nil
Date of appointment	15 th July, 2014	01 st August, 2001	10 th April, 2008	28 th May, 2015
Nature of expertise in specific functional area	Managerial Qualities	Wide Experience in the field of Management & Administration	Wide Experience in the field of Manufacturing & Marketing	Wide experience in Information Technology
Brief profile	She is M.Com from Burdwan University, West Bengal. She is the Woman director of the Company and her experience will benefit the environment of the factory with regards to women employees.	Mr. Shanti Lal Baid is an Industrialist having experience of about 44years in Management and Administration in the field of Electrical Goods and Cables Industries. He was actively involved in setting up the Plant at Haldia and currently looking after the Marketing, Finance and sales of the company. He is a Managing Director of the company.	Mr. Sandeep Baid is a commerce graduate with experience of about 17 years in the field of manufacturing and marketing of Electrical goods, cables and packing materials & woven sack. He is currently looking after the production along with the full administration of the plant. He is a Whole Time Director in the company.	Stated above in Item No.5 of Explanatory Statement

Term and condition of Appointment	She is a Non-Executive Director entitled to only sitting fees.	States above in Item No. 3 of Explanatory Statement	Stated above in Item No. 4 of Explanatory Statement	Copy of Draft Letter of appointment of Sri Abhay Doshi as an Independent Non Executive Director setting out terms and conditions would be available for inspection without any fees
Details of remuneration sought to be paid	She is a Non-Executive Director entitled to only sitting fees.	Rs 2,00,000 Per Month	Rs 1,75,000 Per Month	He is an independent director entitled to only sitting fees.
Details of remuneration last drawn	She is a Non-Executive Director entitled to only sitting fees.	Rs 2,00,000 Per Month	Rs 1,75,000 Per Month	He is an independent director entitled to only sitting fees
Number of Board Meeting attended during the year 2018-19	3 out of 4	4 out of 4	4 out of 4	4 out of 4
No. of equity shares held in the Company	Nil	3,76,601	9,02,695	Nil
List of other companies in which directorships are held	Superflex Cables Pvt Ltd	Nil	Cardio Therapeutic Pvt Ltd	1. Bharat Chemtrade Pvt Ltd 2. Academy of Stem India
Committee Position held in RDB Rasayans Ltd.	Nomination and Remuneration Committee – Member	1.Stakeholder Relationship Committee – Member 2.Corporate Social Responsibility Committee – Member	1.Audit Committee – Member 2. Stakeholder Relationship Committee – Member 3.Corporate Social Responsibility Committee – Member	1.Audit Committee – Chairman 2. Nomination and Remuneration Committee – Member
Committee Positions in other Public Companies	Nil	Nil	Nil	Nil

ROUTE MAP TO THE VENUE OF THE 24th ANNUAL GENERAL MEETING RDB RASAYANS LTD.



 **Day & Date: Friday, 20th September, 2019, Time: 12:00 a.m.**
Venue: "Bharatiya Bhasha Parishad", 36A Shakespeare Sarani, 4th Floor, Kolkata - 700017
Landmark: Near Shakespeare Sarani Police Station