

August 27, 2024

To,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Scrip Code: 531307 / Scrip ID: RRIL

Sub: Submission of Notice of 33rd Annual General Meeting (AGM)

Dear Sir / Madam,

We hereby wish to inform you that the 33rd Annual General Meeting of the members of the Company will be held on Friday, September 20, 2024 at 12.15 p.m. (IST) through video conferencing ('VC') or other audio-visual means ('OAVM').

Pursuant to Regulation 30(6) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby submit the Notice of the 33rd Annual General Meeting of the Company. A copy of the Annual Report along with the notice of Annual General Meeting is being sent to all the shareholders through electronic mode whose e-mail id's are registered with the Company.

The notice of AGM and Annual Report are also available on the website of the Company at <https://www.rريلimited.com/wp-content/uploads/2024/08/RRIL-Annual-Report-2023-24.pdf>.

This is for your information and records.

Thanking you

For RRIL Limited


Sunil R. Giri

Company Secretary & Compliance officer



Encl: a/a



Registered office: A-325, Hariom Plaza, M.G. Road, Near Omkareshwar Temple,
 Borivali East, Mumbai – 400066. Ph. 022 - 2895 9644
 www.rrilimited.com | e-mail : office@rrilimited.com | CIN : L17121MH1991PLC257750

NOTICE TO SHAREHOLDERS

Notice is hereby given that the **Thirty Third (33rd) Annual General Meeting (“AGM”)** of the Members of **RRIL Limited** will be held on Friday, September 20, 2024 at 12.15 P.M., through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company situated at A-325, Hariom Plaza, M.G. Road, Near Om Karseshwar Temple, Borivali (East), Mumbai – 400066, Maharashtra.

ORDINARY BUSINESS:

1. To consider and adopt the
 - (a) Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon

And, in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions:**

- a) **“RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”
 - b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and the reports of the auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”
2. To appoint Mr. Ratanchand Jain (DIN: 01604521), who retires by rotation and being eligible offers himself for re-appointment as Director and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ratanchand D. Jain (DIN: 01604521), who retires by rotation at this meeting and offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

3. To re-appoint Mr. Pinakin P. Mehta (DIN: 08571320) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force), and the recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the shareholders be and are hereby accorded for re-appointment of Mr. Pinakin P. Mehta (DIN: 08571320), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from October 12, 2024 till October 11, 2029.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to the aforesaid Resolution, including but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion.”

4. To re-appoint Ms. Shilpa D. Mehta (DIN: 07376878) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force), and the recommendation of the

Nomination & Remuneration Committee and the Board of Directors, consent of the shareholders be and are hereby accorded for re-appointment of Ms. Shilpa D. Mehta (DIN: 07376878), who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from January 24, 2025 till January 23, 2030.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to the aforesaid Resolution, including but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion.”

5. To appoint Mr. Manan R. Jhaveri (DIN:10700712), as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 152, 161(1), of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Act (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, the consent of the members be and is hereby accorded to appoint Mr. Manan R. Jhaveri (DIN: 10700712), who was appointed as an Additional Director of the Company by the Board of Directors, to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby elected and appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the SEBI Listing Regulations, as amended from time to time and pursuant to the recommendation of the Nomination & Remuneration Committee and Board of Director Mr. Manan R. Jhaveri (DIN: 10700712), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company for a period of 5 years i.e., from August 13, 2024 to August 12, 2029 and he shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to take all such steps as may be required to fulfill requirements as may arise to complete the aforesaid resolution.”

6. To appoint Mr. Kiran Ratanchand Jain (DIN:00684349) as Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 152, 160 of the Companies Act, 2013 (hereinafter referred to as the act) and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable provisions, if any, consent of the members be and is hereby accorded to appoint Mr. Kiran Ratanchand Jain (DIN: 00684349) who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 13, 2024 and whose term is coming to end at this Annual General Meeting, and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be required in its absolute discretion pursuant to the above Resolution.”

For and on behalf of the Board of
RRIL Limited

Place: Mumbai
Dated: 13.08.2024

Ratanchand D. Jain
Chairman and Managing Director
DIN: 01604521

NOTES:

The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories" and will also be available on the Company's website www.rrillimited.com; websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsd.com. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

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. 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, Attendance Slip and route map of AGM are not annexed to this Notice.

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 for 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.

1. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-voting, participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the AGM through VC/OAVM is explained below.
2. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday September 13, 2024 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 to 6 of the Notice, are annexed hereto. Further, the relevant details with respect to Item No. 2 to 6 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment or re-appointment at this AGM are also annexed.
4. Corporate Shareholders intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer (Shreyans Jain & Co., Company Secretaries in Practice), NSDL and the Company, a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered email address to shreyanscs@gmail.com with a copy marked to evoting@nsdl.com and office@rrillimited.com.
5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
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 Companies Act, 2013.
7. Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, Register of Contracts and Arrangements in which the Directors and Key Managerial Personnel are interested, maintained under Section 189 of the Act, may please be sent to office@rrillimited.com.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday September 14, 2024 to Friday September 20, 2024 (both days inclusive) for the purpose of Annual General Meeting.

9. All the documents in connection with the accompanying Notice and Explanatory Statement are available for inspection and request regarding the same may please be sent on office@rrillimited.com.
10. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details, to their Depository Participant(s) (DPs) in case the shares are held by them in electronic form and to Purva Sharegistry (India) Pvt Ltd, Registrar and Share Transfer Agent of the Company in case the shares are held by them in physical form.
11. In accordance with the Circular the Annual Report of the Company for the Financial Year ended March 31, 2024, and the Notice of AGM are being sent through electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s) or Purva Sharegistry India Pvt Ltd. Cut-off date for sending notice of AGM is Friday August 23; 2024.
12. Members are requested to support "Green Initiative" by registering /updating their e-mail address (es) with the Depository Participant(s) (in case of Shares held in dematerialized form) or with RTA (in case of Shares held in physical form). Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, MCA Circulars and SEBI Circulars, companies can serve Notice Calling the AGM along with the Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members holding shares in dematerialized form are requested to register (or update, in case of any change) their e-mail address with their Depository Participant(s), if not already registered /updated and Members holding shares in physical form are requested to register (or update, in case of any change) their e-mail address with RTA by sending email at support@purvashare.com, to enable the Company to send electronic communications.
13. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Registrar and Share Transfer Agent of the Company, viz. support@purvashare.com along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register/update their e-mail addresses with the relevant Depository Participant(s). In case of any queries/difficulties in registering the e-mail address, Members may write to office@rrillimited.com.
14. The venue of the 33rd Annual General Meeting shall be deemed to be the Registered Office of the Company at A-325, Hari Om Plaza, M.G. Road, Near Omkareshwar Temple, Borivali (East), Mumbai-400066.
15. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**
The remote e-voting period begins on Tuesday September 17, 2024 at 09.00 A.M. and ends on Thursday September 19, 2024 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday September 13, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday September 13, 2024.

How do I vote electronically using NSDL e-Voting system?




The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="599 163 1313 447"> 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: https://eservices.nsd.com/ 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 options available against company name or e-Voting service provider–NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="599 461 1313 557"> If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="599 571 1313 881"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="599 895 1313 968"> Shareholders/Members can also download NSDL mobile app "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="655 982 1023 1204" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="599 1239 1313 1376"> 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. <li data-bbox="599 1390 1313 1581"> 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices 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 are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders 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. 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
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.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system. How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN 129991" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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.nsd.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on: 022-4886 7000 or send a request at evoting@nsdl.com.
3. In case shares are held in physical mode please provide 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 Aadhar card) by email (Company's email id).

4. Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing demat account number / Folio number, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.
5. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu.
2. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM.
7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at office@rrillimited.com. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
16. Shreyans Jain, Practicing Company Secretary, Proprietor of Shreyans Jain & Co., has been appointed by the Board of Directors as the Scrutinizer to scrutinize the remote e-voting as well as the e-voting process to be conducted at the 33rd AGM, in a fair and transparent manner.
17. The Scrutinizer shall immediately after 15 minutes from the conclusion of voting at the Meeting, will unblock and count the votes cast during the meeting and through remote e-voting, in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director or Company Secretary authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
18. The Results shall be declared not later than 48 (forty-eight) hours from conclusion of the AGM. The Results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.rrillimited.com immediately after the Result is declared by the Chairman and will simultaneously be forwarded to BSE Limited, where Equity Shares of the Company are listed.
19. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday September 20, 2024.

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE****Item No. 3**

The shareholders of the Company through Postal Ballot held on December 31, 2019 had appointed Mr. Pinakin Mehta (DIN: 08571320) as an Independent Director of the Company for a period of 5 years i.e., from October 12, 2019 to October 11, 2024 and the term of Mr. Pinakin Mehta will come to an end on October 11, 2024.

The Nomination and Remuneration Committee at their meeting held on August 13, 2024 and Board of Directors at their meeting held on August 13, 2024 on the basis of the report of performance evaluation of Independent Directors have recommended the re-appointment of Mr. Pinakin Mehta as an Independent Director for a second term of 5 years starting from October 12, 2024 to October 11, 2029.

The Company has received from Mr. Pinakin Mehta:

- i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- ii) Intimation in Form DIR-8 pursuant to provisions of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified as per Section 164(2) of the Companies Act, 2013; and
- iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and SEBI Listing Regulations and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

Mr. Mehta has confirmed that he is in compliance with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the Director data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Mehta fulfills the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and Chapter IV of the SEBI Listing Regulations and he possess requisite expertise and knowledge for re-appointment as an Independent Director and he is independent of the management.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the SEBI Listing Regulations, re-appointment of Mr. Pinakin P Mehta as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for re-appointment of Mr. Pinakin P Mehta as an Independent Director.

The terms and conditions of re-appointment of Mr. Pinakin Mehta shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Mr. Pinakin P Mehta is interested in the resolution set out at Item No. 3 of the Notice with regard to his re-appointment. Relatives of Mr. Mehta may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No.3 of the Notice for approval by the Members.

Item No. 4

The shareholders of the Company in the AGM held on September 30, 2020 had appointed Ms. Shilpa Mehta (DIN: 07376878) as an Independent Director of the Company for a period of 5 years i.e., from January 24, 2020 to January 23, 2025 and the term of Ms. Shilpa Mehta will come to an end on January 23, 2025.

The Nomination and Remuneration Committee at their meeting held on August 13, 2024 and Board of Directors at their meeting held on August 13, 2024 on the basis of the report of performance evaluation of Independent Directors have recommended the re-appointment of Ms. Shilpa Mehta as an Independent Director for a further period 5 years starting from January 24, 2025 to January 23, 2030.

The Company has received from Ms. Shilpa Mehta:

- i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- ii) Intimation in Form DIR-8 pursuant to provisions of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified as per Section 164(2) of the Companies Act, 2013; and
- iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and SEBI Listing Regulations and that she is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

Ms. Mehta has confirmed that she is in compliance with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the Director data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Ms. Shilpa Mehta fulfills the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and Chapter IV of the SEBI Listing Regulations and she possess requisite expertise and knowledge for re-appointment as an Independent Director and she is independent of the management.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the SEBI Listing Regulations, re-appointment of Ms. Shilpa Mehta as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for re-appointment of Ms. Shilpa Mehta as an Independent Director.

The terms and conditions of re-appointment of Ms. Shilpa Mehta shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Ms. Shilpa Mehta is interested in the resolution set out at Item No. 4 of the Notice with regard to her re-appointment. Relatives of Ms. Mehta may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company and pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on 13th August, 2024 appointed Mr. Manan R. Jhaveri as an Additional Director in the capacity of Independent Director of the Company, w.e.f. August 13, 2024 in terms of the provisions of the Companies Act, 2013 and his term of appointment as an Independent Director is for 5 years w.e.f. August 13, 2024 to August 12, 2029. The appointment is subjected to the approval of the shareholders at the General Meeting to be held immediately after the said appointment.

The Company has received:

- (i) Consent in writing from Mr. Manan R. Jhaveri to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules');
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Manan R. Jhaveri to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations;
- (iv) A declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/ 24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority;
- (v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

Mr. Manan Jhaveri is Bachelor of Commerce from Mumbai University and he has experience of about 23 years in the field of Finance.

Further Mr. Jhaveri has confirmed that he is in compliance with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the Director data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Manan Jhaveri fulfills the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and Chapter IV of the SEBI Listing Regulations and he possess requisite expertise and knowledge for appointment as an Independent Director and he is independent of the management.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the SEBI Listing Regulations, appointment of Mr. Manan Jhaveri as an Independent Director requires approval of members of the Company by passing a Special Resolution in general meeting.

Accordingly, the approval of members is sought for appointment of Mr. Manan Jhaveri as an Independent Director.

The terms and conditions of appointment of Mr. Manan Jhaveri shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Mr. Manan Jhaveri is interested in the resolution set out at Item No. 5 of the Notice with regard to his appointment. Relatives of Mr. Jhaveri may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6

In order to broad base the Board and to fill the vacancy caused due to resignation of one of the Non-executive Director and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company pursuant to provisions of Section 161 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Article of Association of the Company, has appointed Mr. Kiran R. Jain (DIN: 00684349), as an Additional Director of the Company and his term as Additional Director comes to an end on ensuing Annual General Meeting of the Company. Pursuant to provisions of Section 160 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Article of Association of the Company has received notice from a member proposing candidature of Mr. Kiran R. Jain for the office of Director of the Company.

In the opinion of the Board, Mr. Kiran R. Jain is persons of integrity, and possess appropriate skills, experience and knowledge.

The terms and conditions of appointment of Mr. Kiran R. Jain shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Mr. Kiran R. Jain is interested in the resolution set out at Item No. 6 of the Notice with regard to his appointment. Relatives of Mr. Jain may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Except Mr. Ratanchand D. Jain, Managing Director and Mr. Harish R. Jain Director, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested in the Resolution mentioned at Item No. 6 of the accompanying Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

**For and on behalf of the Board of
RRIL Limited**

**Ratanchand D. Jain
Chairman and Managing Director
DIN: 01604521**

**Place: Mumbai
Dated: 13.08.2024**

Annexure A

Details of Director seeking appointment / re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard – 2 issued by the Institute of Company Secretaries of India entered into with the Stock Exchanges)

Name of the Director	Mr. Ratanchand D. Jain	Mr. Pinakin P. Mehta
Director Identification Number	01604521	08571320
Date of Birth	19 th October, 1957	15 th July, 1972
Date of Appointment	12 th October, 2019	12 th October, 2024
Experience / Expertise in specific functional area	Mr. Ratanchand D. Jain is S.S.L.C. passed and approximately more than four (4) decades of experience in the field of Textile sector ranging from manufacturing of yarns to weaving of suiting and shirting and 14 years of experience in the field of construction area.	Mr. Pinakin P. Mehta is Commerce Graduate and has approximately more than 20 years of experience in Account and Taxation.
Qualification	SSLC	Commerce Graduate
No. of Equity Shares held in the Company	6,16,52,366 equity shares of Rs.5/- each	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Father of Mr. Harish R. Jain and Mr. Kiran R. Jain Director and not related to any other Director /Key Managerial Personnel	Not related to any Directors / Key Managerial Personnel
Directorship in other Listed Companies as on 31.03.2024	Nil	Nil
Chairmanship / Membership of Committees in other Listed Companies as on 31.03.2024	Nil	Nil
Remuneration last drawn (including sitting fees, if any)	Rs. 60 Lakhs p.a.	Nil
Remuneration proposed to be paid.	N.A.	Nil
No. of meetings of the board attended during the year	4 out of 5 Board meetings attended	5 out of 5 Board meetings attended

Name of the Director	Ms. Shilpa D. Mehta	Mr. Manan R. Jhaveri
Director Identification Number	07376878	10700712
Date of Birth	24 th October, 1979	5 th July 1981
Date of Appointment	24 th January, 2025	13 th August, 2024
Experience / Expertise in specific functional area	Ms. Shilpa D. Mehta is Commerce Graduate and has approximately more than 20 years of experience in Management and Administration.	Mr. Manan Jhaveri is Bachelor of Commerce from Mumbai University and he has experience of about 23 years in the field of Finance.
Qualification	Commerce Graduate	Commerce Graduate
No. of Equity Shares held in the Company	2518	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to any Directors / Key Managerial Personnel	Not related to any Directors / Key Managerial Personnel
Directorship in other Listed Companies as on 31.03.2024	Nil	Nil
Chairmanship / Membership of Committees in other Listed Companies as on 31.03.2024	Nil	Nil
Remuneration last drawn (including sitting fees, if any)	Nil	Nil
Remuneration proposed to be paid.	Nil	Nil
No. of meetings of the board attended during the year	5 out of 5 Board meetings attended	NA

Name of the Director	Mr. Kiran R. Jain
Director Identification Number	00684349
Date of Birth	7 th August, 1980
Date of Appointment	13 th August, 2024
Experience / Expertise in specific functional area	Mr. Kiran Ratanchand Jain has more than 25 years of experience in Manufacturing of Textile.
Qualification	B. Tech in Textile
No. of Equity Shares held in the Company	1,14,43,412 equity shares of Rs.5/- each
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Son of Mr. Ratanchand D. Jain Managing Director and Brother of Mr. Harish R. Jain Director and not related to any other Director / Key Managerial Personnel
Directorship in other Listed Companies as on 31.03.2024	Nil
Chairmanship / Membership of Committees in other Listed Companies as on 31.03.2024	Nil
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid.	Nil
No. of meetings of the board attended during the year	Nil
