



NOTICE FOR CALLING ANNUAL GENERAL MEETING

A shorter Notice is hereby given that the 29th Annual General Meeting of the members of the Company will be held on Friday, the 30th September 2022 at the Registered Office of the Company at RR Tower III, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai-600 032 at 04:00 p.m to transact the following businesses:

ORDINARY BUSINESSES:

1. To consider and adopt the audited financial statements (including consolidated financial statements) for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon.

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

“RESOLVED THAT the audited financial statements (including consolidated financial statements) for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon are hereby considered, approved and adopted.”

2. To appoint a Director in place of Mrs.Shobana R Ravi (DIN: 00120607), who retires by rotation and being eligible, offers herself for re-appointment.

To appoint a Director in place of Mrs.Shobana R Ravi, who retires by rotation and being eligible, offers herself for re-appointment by passing the following resolution as an Ordinary Resolution:

RESOLVED THAT Mrs.Shobana R Ravi (DIN: 00120607), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

3. To appoint Auditors of the Company and fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and other applicable provisions, and rules made thereunder as amended from time to time, IVK & Associates, Chartered Accountants (Registration No. 025264S), be and is hereby appointed as statutory auditor of the company to hold office from the conclusion of this annual general meeting till the conclusion of annual general meeting



for the year 2026-27 of the company, at such remuneration and out of pocket expenses and taxes as applicable as may be decided between the board of directors and statutory auditor."

SPECIAL BUSINESS:

4. To increase the borrowing power of the Board:

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

"**RESOLVED THAT** consent of the company be and is hereby granted, in accordance with section 180(1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 and article 25 of the Articles of Association of the company, to the Board of Directors of the company, to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the company, which together with the monies already borrowed by the company, (apart from temporary loans obtained from the company's Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid -up capital of the company and its free reserves (that is to say, reserves not set apart for any specific purpose) by a sum not exceeding Rs. 750 Crores (Rupees Seven Hundred and Fifty Crores only), and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit".

"**RESOLVED FURTHER THAT** Mr. Ravi Raman, Managing Director or Mrs. Shobana R Ravi, Director cum CFO of the Company, be and is hereby severally authorised to sign and submit all papers ,forms, deeds and documents and to do all such acts and things as may be necessary to give effect to this resolution"

Date: 17-09-2022

Place: Chennai



By order of the Board of Directors

Ravi Raman
Managing Director, DIN-00120410

NOTES:

1. A member entitled to attend and vote at the Annual general Meeting(hereinafter known "the Meeting") is entitled to appoint a proxy to attend and vote on poll instead of himself / herself. The proxy need not be a member of the Company. A blank form of proxy is enclosed herewith and if intended to be used, it should be deposited duly filled-up at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a 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.

2. Corporate members intending to send their authorised representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.

3. Members may note that the Notice of the AGM will also be available on the Company's website www.rrindus.com

4.The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Annual General Meeting and will also be available during the Annual General Meeting.

5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

6. Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with a valid identity proof.

7. Members who require assistance before or during the AGM can reach out at 044-42888111.



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

Item No. 4 To increase the borrowing power of the Board

The provisions of Section 180(1) (c) of the Companies Act 2013, provide that the Board of Directors of a Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business only with the consent of the Members by a special resolution.

It is, therefore, proposed to seek the approval of the Members to the borrowing limits which shall not exceed Rs.750 Crores (Rupees Seven Hundred and Fifty crores only) at any time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) by way of a special resolution.

None of the Directors, Key Managerial Personnel or their relatives are interested, financially or otherwise, in the proposed resolutions.

Accordingly, the Board recommends passing of the resolutions as set out under Item No. 4 for approval of members as a special resolution.

