

THE BARODA RAYON CORPORATION LIMITED

P O FATEHNAGAR, UDHNA, SURAT-394220

Email-brcsurat@gmail.com (T) 0261-2899555 Website-brcl.in

CIN-L99999GJ1958PLC000892

NOTICE

Notice is hereby given that the **Fifty Eighth** (58th) Annual General Meeting of **THE BARODA RAYON CORPORATION LIMITED** (CIN - L99999GJ1958PLC000892) will be held on Saturday, the 29th of September, 2018 at 10:00 a.m. at Patidar Bhavan, Kadodara, Surat-394327 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended 31st March, 2018 together with Directors' and the Auditors' Reports thereon.
2. To appoint a Director in place of Mrs. Vidhya Bhavani (DIN – 07159576), who retires by rotation and being eligible, offer herself for re-appointment.
3. To appoint the Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s. Kansariwala & Chevli, Chartered Accountants, Surat (Firm Reg. No. 123689W), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 58th Annual General Meeting till the conclusion of the 63th Annual General Meeting of the Company to be held in the year 2023 at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things incidental thereto to give effect to aforesaid resolution.”

Place: Surat
Date: 13th August, 2018

By order of the Board of Directors

Kunjai Desai
Company Secretary
ACS-40809

Registered Office:-
P O Fatehnagar, Udhna,
Surat – 394 220.
Gujarat

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY, AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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. The Register of Members and Share Transfer Book of the company will remain closed from Thursday, 20th September, 2018 to Saturday, 29th September, 2018 (both days inclusive) for the purpose of the Meeting.

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3. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to send their queries to the company at least seven days before the Meeting at its registered office, so that information required by the members may be available at the meeting.
4. 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 share in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, M/s Sharex Dynamic (India) Private Limited.
5. Members are requested to notify the change in their address to the Registrar and Share Transfer Agent of the company.
6. Members attending the meeting are requested to bring their copy of the Annual Report and the attendance slip attached thereto dully filled in and signed and hand over the same at the entrance of the hall.
7. Pursuant to provisions of Section 72 of the Companies Act, 2013 members holding Shares in physical mode are advised to file a Nomination Form in respect of their Shareholding. Any Member wishing to avail this facility may submit the prescribed statutory form SH-13 to the Company's Share transfer agent.
8. 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 of address immediately to the Company / Registrars and Transfer Agent, M/s. Sharex Dynamic (India) Pvt. Ltd.
9. Corporate Members intending to send their authorised representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Annual General Meeting.
10. Details under Regulations 36(3) of the SEBI Listing Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the company electronically.
12. Members may please note that no gifts, gift coupons, or cash in lieu of gifts will be distributed at meeting, in compliance with Section 118(10) of the Companies Act, 2013 and the Secretarial Standards issued by Institute of Company Secretaries of India.
13. All relevant documents and Registers referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company between 9.30 a.m. to 11.30 a.m. on all working days, up to and including the date of the Annual General Meeting of the Company.
14. **SEBI has vide its notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only from a cut-off date, i.e. December 5, 2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.**
15. **As mandated by the SEBI, members holding shares in physical mode are required to submit their Permanent Account Number (PAN) and Bank Account details to the Company / Sharex, if not registered with the Company.**

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ANNEXURE TO ITEM NO. 2 OF THE NOTICE

Details of Director seeking Appointment/Re-appointment at the forthcoming Annual General Meeting
(Pursuant to regulation 36(3) of the SEBI Listing Regulations)

Name of the Director	Mrs. Vidhya Bhavani
DIN	07159576
Date of Birth	13/09/1987
Date of Appointment	29/04/2015
Areas of Specialization	Construction and Textile Industry
Qualifications	Master of Business Administration (M.B.A)
No. of Shares Held in the Company	NIL
Directorship held in outside Public Limited Companies	NIL
Chairman/member of the Committee of the Board of Directors of other Companies	-
Relationship with other Directors and Key Managerial Personnel	Daughter in Law of Mr. Damodarbai Patel, Managing Director.

Place: Surat
Date: 13th August, 2018

By order of the Board of Directors

Kunjal Desai
Company Secretary
ACS-40809

Registered Office:-
P O Fatehnagar, Udhna,
Surat – 394 220

ROUTE MAP TO THE VENUE OF AGM

