



The Baroda Rayon Corporation Limited

61st Annual Report – 2020-21

NOTICE

Notice is hereby given that the Sixty First (61st) Annual General Meeting of **THE BARODA RAYON CORPORATION LIMITED** (CIN - L99999GJ1958PLC000892) will be held on Wednesday, the 29th of September, 2021 at 09:00 a.m. at Patidar Bhavan, Kadodara, Surat-394327 (Gujarat) 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, 2021 together with Directors' and the Auditors' Reports thereon.
2. To appoint a Director in place of Mr. Damodarbai Patel (DIN – 00056513), who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Mr. Viral Bhavani (DIN – 02597320) as Non-Executive Director:**

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 Sections 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 and 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 on recommendation of Nomination and Remuneration Committee, Mr. Viral Bhavani (DIN - 02597320), who was appointed by the Board of Directors as an Additional Director of the Company in capacity of Professional w.e.f. 10th November, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-executive Director of the Company, whose Office will be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary in the interest of the Company to give effect to this resolution.”

4. **Revision in the remuneration of Mr. Damodarbai Patel (DIN-00056513), Chairman and Managing Director of the company:**

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

“**RESOLVED THAT** in suppression of the resolution passed by the members at the Annual General Meeting held on 29th September, 2020 and pursuant to recommendation of Nomination and Remuneration Committee and Audit Committee and pursuant to the provisions of Sections 196, 197, 198, 201 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modifications, amendments and re-enactments thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act and subject to the provisions of the Article of Association of the company, approval of the members be and is hereby accorded to the revision in the remuneration of Mr. Damodarbai Patel (DIN-00056513), Chairman and Managing Director of the company on the following terms & conditions effective from 1st October, 2021 till his current term ending on 11th December, 2022, detailed as under –

Particulars	Amount
Basic Salary	₹ 4,00,000 p.m.
Perquisites & Allowances	NIL

RESOLVED FURTHER THAT where in any Financial Year during the tenure of the said Managing Director, the company has no profits or profits are inadequate, the aforesaid remuneration as may be approved by the Board of Directors of the company from time to time shall be paid as minimum remuneration.



The Baroda Rayon Corporation Limited

61st Annual Report – 2020-21

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

5. **Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013:**

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other relevant provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Article of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

6. **Alteration of the Main Object Clause in the Memorandum of Association of the Company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to the approval of competent authorities, consent of the members be and is hereby accorded to alter the Object clause III of the Memorandum of Association of the Company by adding the following sub-clause (1A) after the existing sub-clause 1 thereof:

- (1A) To Carry on in India and abroad the business of builders, developers, contractors, designer, decorators, constructors, managers, advisors, Aggregator & brokers of all types of lands, buildings structure such as houses, colonies, sheds, premises, flats, apartments, township, offices, godowns, shops, factories, hospitals, hotels, holiday resorts, shopping cum- residential complexes, commercial complexes, residential plots, commercial plots, industrial plots and sheds, roads, bridges, channels, culverts and to develop, erect install, alter, improve, add, establish, renovate, recondition, protect, participate, enlarge, repair, demolish, remove, replace, manage, buy, sell, lease, let on hire, commercialize, turn to account, handle & control, all such buildings & structure and to purchase, sale or deal in all types of properties for development, resale and to carry out all infrastructure development and constructions activities & development and constructions activities & developments work for private sector, government departments, semi government departments.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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 Director(s) to give effect to the aforesaid resolution.”

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts, concerning the businesses under Item Nos. 3, 4, 5 & 6 of the notice, is annexed hereto. The relevant details as required under 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, of the person seeking appointment/re-appointment as Director under Item No. 2 & 3 of the Notice, are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as a proxy for



The Baroda Rayon Corporation Limited

61st Annual Report – 2020-21

another person or shareholder. If a proxy is appointed for more than fifty members, he shall choose any fifty Members and confirm the same to the Company before the commencement of the specified period for inspection. In case the proxy fails to do so, the Company shall consider only the first fifty proxies received as valid. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/authority letter as applicable, on behalf of the nominating organization. The Proxy Register will be available for inspection to a Member before 24 hours of an AGM till the conclusion of an AGM, subject to the written notice being served to the Company.

THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED HERewith.

3. Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend and vote at an AGM.
4. The Register of Members and Share Transfer Book of the company will remain closed from Thursday, 23rd September, 2021 to Wednesday, 29th September, 2021 (both days inclusive) for the purpose of the Meeting.
5. 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.
6. 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.
7. 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 Registrar and Transfer Agent, M/s Link Intime India Pvt. Ltd.

Members who hold shares in the dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.

8. Members are requested to notify the change in their address to the Registrar and Share Transfer Agent of the company.
9. 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.
10. 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. The said form can be downloaded from the Company's website www.brcl.in.
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 of address immediately to the Company / Registrar and Transfer Agent, M/s. Link Intime India Pvt. Ltd.
12. 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.
13. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Company's Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share



The Baroda Rayon Corporation Limited

61st Annual Report – 2020-21

certificates will be returned to members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.

14. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
 - a) The Change in the residential status on return to India for permanent settlement.
 - b) The Particulars of the NRE account with a Bank in India, if not furnished earlier.
15. All relevant documents and Registers referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company viz. P O Fatehnagar, Udhna, Surat – 394220 (Gujarat) between 9.00 a.m. to 11.00 a.m. on all working days, up to and including the date of the Annual General Meeting of the Company.
16. Pursuant to the provisions of Section 101 and 136 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 36 of the Listing Regulations, 2015 and in line with the MCA Circular and SEBI Circular the Notice of Annual General Meeting along with Annual Report 2020-2021 is being sent through electronic mode to those members whose email id is registered with the Company / Depository Participants. The Notice of AGM has also been uploaded on website of Company at www.brcl.in and may also be accessed from Bombay Stock Exchange website at www.bseindia.com.
17. **Securities and Exchange Board of India (“SEBI”) has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company/Link Intime has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.**
18. **Voting through electronic means (i.e. remote e-voting):**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.brcl.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.

The facility for voting, through ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by e-voting/ remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

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 for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:



The Baroda Rayon Corporation Limited

61st Annual Report – 2020-21

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>2. 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. 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>



The Baroda Rayon Corporation Limited

61st Annual Report – 2020-21

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method for e-Voting 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?

- 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.
- 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, 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



The Baroda Rayon Corporation Limited

61st Annual Report – 2020-21

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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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 etc.
 - 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. Now you are ready for e-Voting as the Voting page opens.
- 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.



The Baroda Rayon Corporation Limited

61st Annual Report – 2020-21

4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 to csmanshipatel@gmail.com with a copy marked to evoting@nsdl.co.in.
2. 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.
3. 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.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms. Soni Singh) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. 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 of Aadhar Card) by email to www.brcl.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to www.brcl.in.
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
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.

OTHER INSTRUCTIONS

1. The e-voting period will commence on Sunday, the 26th September, 2021 (9.00 a.m. IST) and ends on Tuesday, 28th September, 2021 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday, the 22nd September, 2021 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the AGM. However, they can attend the meeting and participate in the discussion, if any. Since the Company is providing e-voting facility there will be no voting on a show of hand.

2. In case of any query/grievance(s), the Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://www.evoting.nsdl.com/>.



The Baroda Rayon Corporation Limited

61st Annual Report – 2020-21

3. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the cut-off date (record date), being Wednesday, the 22nd September, 2021. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut – off date only shall be entitled to avail the facility of e-voting as well as voting at the meeting.

4. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date (record date) i.e. being Wednesday, the 22nd September, 2021, 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 user 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 <https://www.evoting.nsdl.com/>

5. Mr. Manish R. Patel, Practicing Company Secretary (COP-9360), Surat, has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

6. The Scrutinizer shall, after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall make, not later than three days 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.

7. The Results declared along with the Scrutinizer’s Report(s) will be available on the website of the Company, www.brcl.in, within two (2) days of passing of the Resolutions at the AGM of the Company and communication of the same will be made to BSE Limited, where the shares of the Company are listed & Link Intime India Pvt. Ltd. (“RTA”).

Place: Surat
Date: 14th August, 2021

By order of the Board of Directors

Kunjai Desai
Company Secretary
ACS-40809

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



The Baroda Rayon Corporation Limited

61st Annual Report – 2020-21

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 -

Mr. Viral Bhavani (DIN: 02597320) has been appointed as an Additional Director of the Company in capacity of Professional by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 with effect from 10th November, 2020. He will hold office only up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under Section 160 of the Companies Act, 2013, signifying one of the member's intention to propose Mr. Viral Bhavani a candidate for the office of the Director of the Company. In the opinion of the Board, Mr. Viral Bhavani fulfils the conditions for his appointment as a Non-executive Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall be liable to retire by rotation. Draft copy of letter of Appointment of Mr. Viral Bhavani as a Non-executive Director setting out the terms and conditions is available in physical mode for inspection by members at the Registered Office of the Company at P.O. Fatehnagar, Udhna, Surat – 394220, Gujarat, during the business hours on all working days, between 10.00 a.m. to 5.00 p.m. and also at the 61st Annual General Meeting of the Company.

Accordingly, the Board recommends the resolution as set out in the Item no. 3 of the accompanying Notice for your approval, by passing of an Ordinary Resolution as required in terms of Section 160 of the Companies Act, 2013.

Except Mr. Viral Bhavani, Mrs. Vidhya Bhavani & Mr. Damodarbai Patel, none of the Directors or Key Managerial Personnel of the Company or their relatives are considered to be concerned or interested, financially or otherwise, in the above resolution.

Item No. 4 –

Mr. Damodarbai Patel (DIN-00056513) was reappointed as Managing Director of the company by the Board at its meeting held on 01st September, 2017 for a period of 5 years i.e. from 12th December, 2017 till 11th December, 2022. The same was subsequently approved by the members at the AGM held on 30th September, 2017.

Further considering the contribution of Mr. Damodarbai Patel and the progress made by the company under his leadership and guidance as per the recommendation of the Nomination & Remuneration Committee, the Board, the members of the company at its meeting held on 29th September, 2020 approved the revision in the remuneration of Mr. Damodarbai Patel for ₹ 2.00 lakhs p.m. w.e.f. 01st October, 2020 till his remaining term as Managing Director on the terms and conditions enumerated in the resolution.

As per the recommendation of Nomination and Remuneration Committee, Audit Committee, the Board at its meeting held on 14th August, 2021 approved the revision of remuneration of Mr. Damodarbai Patel to ₹ 4.00 lakhs p.m. w.e.f. 01st October, 2021 till his remaining term as Managing Director on the terms and conditions enumerated in the resolution.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration of Mr. Damodarbai Patel as decided by the Board is required to be approved by the Members at their meeting due to inadequacy of profits.

It is hereby confirmed that as the Company has defaulted in respect of payment of interest to secured creditors and have received prior approval from the secured creditors for revision in the remuneration of Managing Director.

Pursuant to clause (iv) of Section II of Schedule V of the Companies Act, 2013 the following statement is given:

I.	General information:	
(1)	Nature of Industry	Textile industry
(2)	Date or expected date of commencement of commercial production	The company was incorporated in the year 1958. Since August 2008 entire operational activities are stand still.
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
(4)	Financial performance based on given indicators	Performance of F.Y. 2020-21: 1) Turnover – NIL 2) Profit/(loss) after tax – (₹ 12365.85) lakhs. 3) EPS – (₹ 53.95)



The Baroda Rayon Corporation Limited

61st Annual Report – 2020-21

(5)	Foreign investments or collaborations, if any.	N.A.
II. Information about the appointee:		
(1)	Background details	He is a Commerce Graduate having wide experience in Textile and Real Estate sector. He has a wide experience of over 25 years and is engaged in the day to day affairs of the company.
(2)	Past remuneration	₹ 2.00 lakhs p.m.
(3)	Recognition or awards	N.A.
(4)	Job profile and his suitability	He has been with the company for more than 2 decades and have lead successful growth of the company.
(5)	Remuneration proposed	As mentioned in the resolution stated above.
(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 with respect to the country of his origin)	Considering the responsibility shouldered by him of the enhanced business activities of the company, proposed remuneration is commensurate with the industry standards and Board level positions held in similar sized and similarly positioned business,
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Damodarbhai Patel has provided unsecured loan to the company. He is related to Mrs. Vidhya Bhavani (DIN-07159576) & Mr. Viral Bhavani (DIN – 02597320)
III. Other information:		
(1)	Reasons of loss or inadequate profits	Entire operational activities of the company are standstill since August, 2008.
(2)	Steps taken or proposed to be taken for improvement	N.A.
(3)	Expected increase in productivity and profits in measurable terms	N.A.
IV. Disclosures:		
	The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2021.	

Pursuant to the applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder, consent of the members is being sought by way of Special Resolution.

Mr. Damodarbhai Patel does not hold any equity shares of the company and is related to Mrs. Vidhya Bhavani (DIN – 07159576) & Mr. Viral Bhavani (DIN – 02597320).

The Board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Damodarbhai Patel, Mrs. Vidhya Bhavani & Mr. Viral Bhavani are considered to be interested or concerned in the above resolution.

Item No. 5 -

The Article of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were made from time to time over the past several years. The references to specific of the Companies Act, 1956 in the existing Article of Association may no longer be in conformity with the Companies Act, 2013. Considering that substantive sections of the Companies Act which deal with the general working of the Companies stand notified, it is proposed to wholly replace the existing Article of Association to align it with the provisions of Companies Act, 2013 including the Rules framed there under and adoption of specific sections from Table “F” to schedule I to the Companies Act, 2013 which set out the model Article of Association for a Company limited by Shares.



The Baroda Rayon Corporation Limited

61st Annual Report – 2020-21

Draft copy of proposed Article of Association of the Company is available in physical mode for inspection by members at the Registered Office of the Company at P. O. Fatehnagar, Udhna, Surat – 394220 Gujarat, during the business hours on all working days, between 10.00 a.m. to 5.00 p.m. and also at the 61st Annual General Meeting of the Company.

The Board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives are considered to be interested or concerned in the above resolution.

Item No. 6 -

With the various opportunities available in the market, the Board of Directors is of the opinion that there is need for enlarging the scope and diversification of the activities of the Company and therefore, it is proposed to enter into new activities and undertake new activities related to construction and real estate business and providing of related services which can be advantageously carried on with the existing business of the Company. With that end in view, certain modification/additions in the Object Clause of Memorandum of Association have been proposed.

In Board Meeting held on 14th August, 2021, your Directors has decided to carry on new business of construction and real estate by addition of the new object in the Clause III of the Memorandum of Association as set out in the resolution is to facilitate expansion of the business. The proposed object will enable the Company to expand and grow in the real estate business.

Further, the above alteration in the Memorandum of Association of the Company shall require prior approval of shareholders by passing of Special Resolution in General Meeting.

Draft copy of proposed Memorandum of Association of the Company containing necessary alterations is available in physical mode for inspection by members at the Registered Office of the Company at P. O. Fatehnagar, Udhna, Surat – 394220 Gujarat, during the business hours on all working days, between 10.00 a.m. to 5.00 p.m. and also at the 61st Annual General Meeting of the Company.

Accordingly, the Board recommends the resolution as set out in the Item no. 6 of the accompanying notice for your approval, by passing of Special Resolution as required in terms of Section 4 and 13 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company or their relatives are considered to be interested or concerned in the above resolution.



The Baroda Rayon Corporation Limited

61st Annual Report – 2020-21

ANNEXURE TO ITEM NO. 2 & 3 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	Mr. Damodarbai B. Patel	Mr. Viral Bhavani
DIN	00056513	02597320
Date of Birth	12/01/1962	10/04/1984
Date of Appointment/re-appointment	12/12/2017	10/11/2020
Terms and conditions of appointment / reappointment	Director liable to retire by rotation	Director liable to retire by rotation
Areas of Specialization	Construction and Textile Industry	Textile Industries
Qualifications & Expertise	He is a Commerce Graduate with wide experience in Textile and Real Estate sector. He has a wide experience of over 25 years and is engaged in the day to day affairs of the company.	He is Master in Business Administration and has more than 10 years of enriched and varied experience in the field of Textile Industry.
Remuneration last drawn (incl. sitting fees, if any)	₹ 2 lakh p.m.	-
Remuneration proposed to be paid	₹ 4 lakh p.m.	-
No. of Shares Held in the Company	NIL	-
Directorship held in other Companies	Aalidhra and Bhavani Clinkers Limited	-
Chairman/member of the Committee of the Board of Directors of other Companies	-	-
Relationship with other Directors and Key Managerial Personnel	1) Father in law of Mrs. Vidhya Bhavani, Non executive Director. 2) Father of Mr. Viral Bhavani, Non Executive Director.	1) He is son of Mr. Damodarbai Patel (DIN-00056513) Chairman & Managing Director. 2) He is spouse of Mrs. Vidhya Bhavani (DIN-07159576) Non-Executive Director.

By order of the Board of Directors

Kunjai Desai
Company Secretary
ACS-40809

Place: Surat
Date: 14th August, 2021

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

ROUTE MAP TO THE VENUE OF AGM

