

# **RAGHUNATH PRASAD PHOOLCHAND LTD**

CIN: L27109WB1966PLC026970

135 CANNING STREET, KOLKATA – 700 001

Telephone: 033-46001479

Email: rppltd@rediffmail.com

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## **NOTICE CONVENING ANNUAL GENERAL MEETING**

Notice is hereby given that the Fifty Third Annual General Meeting of the members of Raghunath Prasad Phoolchand Limited will be held on Wednesday, the 30<sup>th</sup> Day of September 2020, at 11.00 A.M. through Video Conferencing, to transact the following businesses:

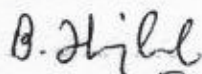
### **Ordinary Business**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, including the audited Balance Sheet as at 31<sup>st</sup> March, 2020, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.
2. To appoint a Director in place of Mr. Vinod Kumar Jhunjhunwala (DIN: 00238552), who retires by rotation and, being eligible, offers himself for re-election.
3. To appoint a Director in place of Mr. Keshav Jhunjhunwala (DIN: 00314817), who retires by rotation and, being eligible, offers himself for re-election.
4. **Taking note of the resignation of Mr. Anand Roy and Appointment of Mr. Ankit Jalan as the Company Secretary of the Company:**

In terms of the Companies Act, 2013, the fact of resignation and appointment of a Company Secretary shall be laid before the Members of the Company in the immediately following general meeting of the Company.

**By Order of the Board**

**For RAGHUNATH PRASAD PHOOLCHAND LTD**



**Bharat Jhunjhunwala**  
**Chief Financial Officer**

**Registered Office:**  
**135, Canning Street**  
**Kolkata-700001**  
**June 30, 2020**

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## Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder, in respect of the Special Business under Item Nos. 5, 6, 7 and 8 of the accompanying Notice are annexed hereto.

**2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS/HER BEHALF ONLY ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.**

Pursuant to the provisions of section 105 of the Companies Act, 2013 and rules framed thereunder, a person can act as proxy on behalf of the members not more than 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member. A proxy form is annexed to this notice.

3. Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by ICSI, in respect of the Directors seeking appointment/ re-appointment at the AGM is provided under a separate heading, which forms part of this notice.

4. Pursuant to Section 113 of the Companies Act, 2013 and Rules framed thereunder, the Corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution and Power of Attorney, if any, authorizing their representative(s) to attend and vote on their behalf at the AGM.

***Members / proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting.***

5. In all correspondence with the Company, Members holding shares in physical mode are requested to quote their Folio numbers and in case their shares are held in dematerialized mode, are requested to quote their Client ID and DP ID Nos.

6. Any member desirous of receiving any information on the Financial Statements or operations of the Company is requested to send the queries to the Company at the Registered Office of the Company at least 7 working days prior to the AGM, so that the required information can be made available at the AGM.

7. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Register of Members and Share Transfer Books of the Company shall remain closed from **Thursday September 24, 2020 to Wednesday September 30, 2020** (both days inclusive) for the purpose of Annual General Meeting.

8. Members holding shares in physical mode are requested to immediately notify any change in their address along with self-attested copy of address proof to the company or RTA and in case their shares are held in dematerialized mode, this information should be notified/ submitted directly to their respective DPs.

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9. The Notice of the AGM along with the Annual Report for 2019-20 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these above mentioned documents will also be available on the Company's website [www.rpplimited.com](http://www.rpplimited.com) for download by the Members. We, request the Members to update their email address with their depository participant to ensure that the annual reports and other documents reach them on their preferred email address. Members holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at [rppltd@rediffmail.com](mailto:rppltd@rediffmail.com).

## 10. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. The remote e-voting period commences on **27<sup>th</sup> September, 2020 (9:00 am) and ends on 29<sup>th</sup> September, 2020 (5:00 pm)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2020, may cast their vote by remote e-voting. The remote 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. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select “EVEN” of “RPPL”.
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [mayur@alpassociates.in](mailto:mayur@alpassociates.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :**
- (i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith).
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- IV.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- V.** If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VI.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VII.** The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date 23<sup>rd</sup> September, 2020.**
- VIII.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e. 23<sup>rd</sup> September, 2020** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [rppltd@rediffmail.com](mailto:rppltd@rediffmail.com).

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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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- IX.** 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 remote e-voting as well as voting at the AGM through ballot paper.
  - X.** Mrs. Shweta Dalmiya, Practising Company Secretary having Membership No. A38153 of 76, Ashutosh Mukherjee Road, Kolkata-700025 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - XI.** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - XII.** The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company 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.
  - XIII.** The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.rpplimited.com](http://www.rpplimited.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to The Calcutta Stock Exchange Limited.
11. Since e-voting facility is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
12. Due to Pandemic COVID-19, Company is providing the facility to members to attend the meeting through online mode also:

Meeting Link :

<https://us04web.zoom.us/j/76693082713?pwd=S2tiYjZiUkVtaEdtS0hmNjRPUGpDQT09>

Meeting ID: 766 9308 2713

Meeting Password: 5AWq77

Members who are physically present can cast their vote at the AGM. The company will make arrangements of Ballot papers in this regard at the AGM Venue.

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

### Details of Director seeking appointment/re-appointment at Annual General Meeting

Name	Vinod Kumar Jhunjunwala	Keshav Jhunjunwala
Date of Birth	06/11/1953	14/08/1980
Date of Appointment	13/01/1975	23/06/2009
Qualifications	B.Com	B.Com
Expertise in specific functional areas	Finance	Administration
Directorships held in other companies (excluding foreign companies)	NIL	NIL
Memberships/Chairmanships of Board Committees of other companies (includes only Audit Committee/Shareholders' Investors' Grievance Committee)	NIL	NIL
Number of shares held in the Company	34212	9400

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## ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Folio No.: \_\_\_\_\_ DP-ID No.: \_\_\_\_\_ Client-ID No. \_\_\_\_\_

Name of Member(s): \_\_\_\_\_

Name of the Proxy holder: \_\_\_\_\_

Registered Address: \_\_\_\_\_  
\_\_\_\_\_

Number of Shares Held: \_\_\_\_\_

I hereby record my presence of the **53<sup>rd</sup> ANNUAL GENERAL MEETING** of the Company held on Wednesday the 30th Day of September, 2020 at 11.00 AM through Video Conferencing.

\_\_\_\_\_  
*Signature of the Member / Representative / Proxy Holder\**

*\* Strike out whichever is not applicable*

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## FORM OF PROXY

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Folio No.: \_\_\_\_\_ DPID No. : \_\_\_\_\_ Client ID No.: \_\_\_\_\_

Name of the Member(s): \_\_\_\_\_ Email Id: \_\_\_\_\_

Registered Address: \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of the above company hereby appoint:

1. Name: \_\_\_\_\_ E-mail Id \_\_\_\_\_  
Address: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_ E-mail Id \_\_\_\_\_  
Address: \_\_\_\_\_ or failing him/her

3. Name: \_\_\_\_\_ E-mail Id \_\_\_\_\_  
Address: \_\_\_\_\_

as my / our Proxy to vote for me / us, on my / our behalf at the **53<sup>rd</sup> ANNUAL GENERAL MEETING** of the Company to be held on Wednesday the 30<sup>th</sup> Day of September, 2020 at 11.00 AM at Registered Office of the Company at 135 Canning Street, Kolkata - 700 001 through video conferencing and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Description of Resolution	FOR	AGAINST
1.	Ordinary Resolution for Adoption of Balance Sheet, Statement of Profit and Loss, Report of Auditors and Board of Directors for the year ended 31 <sup>st</sup> March 2020.		
2.	Ordinary Resolution for Re-appointment of Mr. Vinod Kumar Jhunjunwala (DIN 00238552) as Managing Director who is retiring by rotation		
3.	Ordinary Resolution for Re-appointment of Mr. Keshav Jhunjunwala (DIN 00314817) as Whole-time Director who is retiring by rotation		
4.	Taking note of Resignation and Appointment of Company Secretary.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020. Signature of Member \_\_\_\_\_

Signature of Proxyholder(s): 1. \_\_\_\_\_ 2. \_\_\_\_\_  
3. \_\_\_\_\_

Revenue

NOTE: The Form of Proxy duly completed must be deposited at the Registered Office of the Company, 135 Canning Street, Kolkata - 700 001 not later than 48 hours before the time for holding the meeting.



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## ANNEXURE TO THE NOTICE FOR THE 53<sup>rd</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 30<sup>th</sup> DAY OF SEPTEMBER, 2020

Name & Registered Address  
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

### **Subject: Process and manner for availing E-voting facility:**

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Wednesday, 30<sup>th</sup> day of September, 2020 at 11.00 AM. at 135 Canning Street, Kolkata – 700 001 through video conferencing and at any adjournment thereof. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

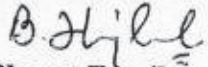
<b>EVEN (Electronic Voting Event Number)</b>	<b>USER – ID</b>	<b>PASSWORD</b>
<b>114364</b>		

The E-voting facility will be available during the following voting period:

<b>Remote e-Voting start on</b>	<b>Remote e-Voting end on</b>
27 September, 2020 at 9:00 A.M. (IST)	29 September, 2020 at 5:00 P.M. (IST)

#Please read the instructions mentioned in point no.10 of the Notice before exercising your vote.

**By Order of the Board  
For RAGHUNATH PRASAD PHOOLCHAND LTD**

  
**Bharat Jhunjhunwala  
Chief Financial Officer**

**June 30, 2020  
Place: Kolkata**

Encl: AGM Notice/ Attendance Slip / Proxy Form/Annual Report.