



RIDDHI SIDDHI GLUCO BIOLS LIMITED

CIN: L24110GJ1990PLC013967

Regd. Office: 10, Abhishree Corporate Park, Nr. Swagat Bunglows BRTS Bus Stand,
Ambli-Bopal Road, Ahmedabad- 380058

Tel: 02717-298600/01, Web: www.riddhisiddhi.co.in; email: ahmd@riddhisiddhi.co.in

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to provisions of Section 110 of Companies Act, 2013, as amended ("the Act") read with Rule 20 & Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ("the Rules") including any statutory modification or re-enactment thereof for the time being in force and in accordance with General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020 and 39/2020 dated 31st December, 2020 respectively issued by Ministry of Corporate Affairs ("MCA") that Riddhi Siddhi Gluco Biols Limited ("the Company") is seeking approval from its members by way of passing Special and Ordinary Resolutions appended herein below, through postal ballot i.e., voting through electronic means and voting through ballot paper by sending e-mail to scrutiniser. In view of the current outbreak of COVID-19 pandemic Notice of Postal Ballot & prepaid business reply envelope is not dispatched through post.

Further, the MCA has, vide the aforementioned Circular dated 13th April 2020, permitted the dispatch of Postal Ballot Notices by email to the members who have registered their email addresses with the Company / Registrar and Share Transfer Agent (RTA) i.e. Link Intime India Private Limited / Depository Participant / Depository and secure their votes through remote e-voting. In respect of those members who have not registered their email addresses, the Company has provided the mechanism in this notice to register their email addresses and a public notice to that effect will be published.

The Board of Directors of the Company has appointed Mr. Kinjal Shah (FCS 7417 and CoP No. 21716), Practicing Company Secretary, Ahmedabad as the Scrutiniser for conducting the postal ballot through remote e-voting process as well as postal ballots received through e-mail in a fair and transparent manner.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act read with the Rules and in accordance with MCA Circulars, the Company is pleased to provide remote e-voting facility to enable the members of the Company to cast their votes electronically or voting through postal ballot by sending scanned copy of postal ballot form on e-mail to scrutiniser. Members (whether holding shares in demat form or in physical form) are requested to cast their votes by remote e-voting or sending postal ballot form duly filled in and signed through e-mail to scrutiniser. The Company has engaged the services of Central Depository Services (India) Ltd. ("CDSL"), for the purpose of providing remote e-voting facility to all its Members.

Members (whether holding shares in demat form or in physical form) desiring to exercise their vote are requested to carefully

follow the instructions in the Notes under the Section 'Voting through electronic means' and instructions provided in postal ballot form appended with this Notice and cast their votes not later than 5:00 P.M. (IST) on Thursday, 22nd April, 2021.

Accordingly, draft Special and Ordinary Resolutions along with their Explanatory Statements setting out material facts concerning these resolutions and the rationale are annexed hereto for your consideration.

The Board has appointed Mr. Sharad Jain, Company Secretary, Membership No. ACS 57221, to take all necessary steps, acts, deeds and things as may be required to complete procedural and other formalities for passing the resolutions through Postal Ballot.

SPECIAL BUSINESSES:

1. INSERTION OF NEW CLAUSE-5 IN MAIN OBJECT OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY:

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 13 of the Companies Act, 2013 ("the Act") and read with Companies (Incorporation) Rules, 2014 and other applicable provisions of the Act and Rules made thereunder, consent of members of the Company be and is hereby accorded to alter the Main Object Clause as mentioned under Clause III (A) of Memorandum of Association of the Company by inserting new object Clause III (A) 5 after Clause III (A) 4 :

"To carry on business of trading, import, export, marketing, distributors, brokers, commission agents, suppliers, dealers in newsprint, paper & paper board and pulp of any type, including but not restricted to writing & printing paper, absorbent paper, wrapping paper, tissue paper, cover paper, board paper, blotting paper, filter paper, antique paper, ivory finish paper, coated paper, cartridge paper, cloth - lined paper, laid down woven paper, presspahn paper, cream laid grease proof paper, gummed paper, handmade paper, parch-ment paper, drawing paper, insulated paper, kraft paper, manila paper, envelope paper, tracing paper, vellum paper, water-proof paper, carbon paper, sensitized paper, chemically treated paper, litmus paper, photographic paper, glass paper, emery paper, paste board"

"RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby authorized severally to take all necessary actions for effecting the above alteration in Main Object Clause of Memorandum of Association of the Company and to submit certified copy of this resolution to all concerned authorities as and when required and to file necessary return with Registrar of Companies (ROC), Gujarat."

2. APPROVAL OF RELATED PARTY TRANSACTIONS WITH SHREE RAMA NEWSPRINT LIMITED, SUBSIDIARY COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 188(1) (a) of the Companies Act, 2013 (the Act) read with Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 (as amended) and all other applicable provisions, if any, (subject to any statutory modification and re-enactment thereof for the time being in force) and in pursuance to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent, sanction, permission or approval as the case may be of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into any contract or arrangements for entering into material related party transactions of sale, purchase or supply of any goods or materials pursuant to Section 188(1)(a) of the Act for an amount aggregating the limit up to Rs. 500,00,00,000/- Crores (Rupees Five Hundred Crores Only) per annum that the Company may enter from time to time in one or more tranches for a period of 5 years commencing from Financial Year 2021-22 with related party being Shree Rama Newsprint Limited, Subsidiary of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or Finance Committee be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, including finalizing the terms and conditions in this regard and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer, Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

**By order of Board of Directors
For Riddhi Siddhi Gluco Biols Limited**

**Sd/-
(Sharad Jain)**

Company Secretary

Membership No. ACS 57221

**Date: 17th March, 2021
Place: Ahmedabad**

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed businesses are mentioned in Item No.1 and 2.

2. In conformity with MCA circulars, Notice will be sent through electronic means only to those Member(s) whose name appears in the Register of Members/ List of Beneficial Owners of the Company as on the cut-off date i.e. **Wednesday, 17th March, 2021** and the said date will be considered for the purpose of remote e-voting/ and voting through ballot paper by sending e-mail to scrutiniser. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
3. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides Members the facility to exercise their right to vote by electronic means through remote e-voting services provided by CDSL and those members who are facing any difficulty in casting their vote through remote e-voting may send scanned copy of duly filled in and signed postal ballot form appended with this Notice to the scrutiniser at his e-mail address kinjal@ravics.com on or before Thursday, 22nd April, 2021 at 05:00 P.M. (IST). The instructions for remote e-voting are annexed to this Notice. The remote e-voting period shall commence on Wednesday 24th March, 2021 at 9.00 A.M. (IST) and shall end on Thursday, 22nd April, 2021 at 05.00 P.M. (IST). Remote e-voting shall not be allowed beyond the said date and time.
4. The Board of Directors of the Company (“the Board”), has appointed Mr. Kinjal Shah, Practicing Company Secretary, Ahmedabad (FCS 7417 and CoP No. 21716) as the Scrutiniser, for conducting the said Postal Ballot and remote e-voting process as well as postal ballot received through e-mail in a fair and transparent manner. The scrutiniser decision on the validity of the vote cast will be final.
5. The resolution, if passed by the requisite majority through postal ballot, will be deemed to have been passed on the last date specified for voting i.e. Thursday, 22nd April, 2021.
6. Relevant documents referred to in the Postal Ballot Notice and the Statement are available for inspection by Members at the Registered Office of the Company during 11:00 A.M. (IST) to 05:00 P.M. (IST) on all working days (Monday-Friday) from the date of dispatch of the Notice till the last date for remote e-voting.
7. The Notice has also been placed on Company’s website: www.riddhisiddhi.co.in and CDSL’s e voting website i.e. www.evotingindia.com and will also be available on the website of stock exchange i.e. www.bseindia.com.
8. In case member has not registered his/her/their email address with the Company/its RTA/Depositories and/or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:
 - (a) **In Case shares are held in physical form:**

Kindly log on to the website of our Registrar and Share Transfer Agent i.e. Link Intime India Private Limited at www.linkintime.co.in. Click on Investor Services > Email/ Bank detail Registration >Select Company Riddhi Siddhi Gluco Biols Limited from drop down menu> fill in the necessary details as required regarding email/mobile no./bank details registration and upload the required documents and thereafter submit the same.

(b) **In case the shares are held in dematerialized form:**

The member may please contact their Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

9. **VOTING THROUGH ELECTRONIC MEANS:**

The instructions for members voting electronically are as under:

- (i) The voting period begins on Wednesday, 24th March, 2021 at 9.00 A.M. (IST) and ends on Thursday, 22nd April, 2021 at 5.00 P.M. (IST). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 17th March, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Members.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you have forgotten the password then enter the user id and the image verification code and click on “Forgot Password” and enter the details as prompted by the system.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat members as well as physical members) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is communicated by email indicated in the PAN field.
Dividend Bank OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN no. 210317002 for **Riddhi Siddhi Gluco Biols Limited** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Members can also use Mobile app - “m - Voting” for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Members may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xix) Note for Non – Individual Members and Custodians
 - Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact ‘CDSL’ at Helpdesk No. : 022- 23023333 or 1800225533.
10. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e. Wednesday, 17th March, 2021.
 11. The Scrutiniser will submit his report to the Chairman or Managing Director or any Director of the Company or Company Secretary of the Company duly authorized after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or Managing Director or any Director of the Company or Company Secretary of the Company duly authorized on Saturday, 24th April, 2021.
 12. The results declared along with the Scrutiniser’s Report shall be placed on the Company’s website www.riddhisiddhi.co.in and communicated to the BSE Limited where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013:

As required under Section 102 read with Section 110 of the Companies Act, 2013, the following explanatory statements sets out all the material facts relating to the special businesses mentioned in the accompanying Notice.

ITEM NO. 1

The Board of Directors of the Company has decided to diversify the existing business activity and venture into new business activity relating paper and allied products. In order to commence new business activity, it is proposed to alter the main object clause of Memorandum of Association of the Company by inserting Sub-Clause 5 in Main Object of the Company mentioned under Clause III (A) of the Memorandum of Association of the Company.

The proposed alteration of object clause requires the approval of members through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives is directly/indirectly interested in above resolution.

ITEM NO. 2

Members of the Company are aware that Riddhi Siddhi Gluco Biols Limited (RSGBL) is a holding company of Shree Rama Newsprint Limited (SRNL). SRNL is engaged in business of manufacturing and

sale of Newsprint and Writing & Printing Paper/Kraft paper. As of now SRNL has been sourcing its working capital requirements from funds infused by RSGBL in form of Inter Corporate Deposits due to non-enhancement of working capital facilities and apart from cancellation of non-fund based limits by consortium member banks since takeover by RSGBL on 23.06.2015. The Board of Directors of RSGBL in order to further support operations of SRNL decided to purchase finished goods from SRNL and in turn export the same as Merchant Exporter.

In light of provisions of Section 188(1)(a) of the Companies Act, 2013 and rules made thereunder, read with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Board of Directors of the Company seeks approval from member of the Company for entering into material related party transactions for purchase / sale of materials / goods aggregating the limit up to Rs. 500,00,00,000/- (Rupees Five Hundred Crore Only) per annum that the Company may enter from time to time in one or more tranches for a period of 5 years commencing from Financial Year 2021-22 with the related party being M/s. Shree Rama Newsprint Limited.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by Members.



All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are provided in the table appended below for the perusal of members:

Sr. No.	Particulars	Information/Comments
1	Name of related party and Nature of Relationship;	Shree Rama Newsprint Limited, Subsidiary of the Company
2	Nature, duration of the contract and particulars of the contract or arrangement;	Matters mentioned in Section 188(1)(a) will be entered with related party aggregating the limit up to Rs. 500,00,00,000/- (Rupees Five Hundred Crore Only) per annum that the Company may enter from time to time in one or more tranches for a period of 5 years commencing from Financial Year 2021-22.
3	Material terms of contract or arrangement including the value if any;	Arrangement for purchase/sale of materials/goods as matters pursuant to Section 188(1) (a) will be entered with related party aggregating the limit up to Rs. 500,00,00,000/- (Rupees Five Hundred Crore Only) per annum that the Company may enter from time to time in one or more tranches for a period of 5 years commencing from Financial Year 2021-22.
4	Any advance paid or received for the contract or arrangements, if any;	Nil
5	Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract;	All proposed transactions would be carried out as part of the business requirements of the Company and are ensured to be on arm's length basis.
6	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
7	Any other information relevant, if any.	Nil

Member are hereby informed that pursuant to second proviso of Section 188(1) of the Companies Act, 2013 and in terms of provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no member of the Company who is a related party shall vote on this ordinary resolution to approve such contract or arrangement.

The Proposed contract/arrangement/Related party transaction will be done at Arm's Length Price and in Ordinary Course of Business.

Accordingly, Audit Committee & Board of Directors at their respective meetings held on 17th March, 2021 recommended the resolution set out in Item no. 2 to be passed as Ordinary Resolution by the Members.

Except Mr. Ganpatraj Chowdhary, Mr. Siddharth Chowdhary and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

**By order of Board of Directors
For Riddhi Siddhi Gluco Biols Limited**

**Sd/-
(Sharad Jain)
Company Secretary
Mem. No. ACS 57221**

Date: 17th March, 2021

Place: Ahmedabad

Registered Office:

10, Abhishree Corporate Park,
Opp. Swagat Bungalows BRTS Bus Stand,
Ambli-Bopal Road,
Ahmedabad- 380058
Email: ahmd@riddhisiddhi.co.in