

Date: September 06, 2024

To,  
The Secretary  
**BSE Limited**  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai — 400001

**RUDRAECO | 514010 | INE723D01021**

**SUB.: INTIMATION OF ANNUAL GENERAL MEETING, BOOK CLOSURE AND RECORD DATE.**

Dear Sir / Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we would like to inform you that the 43<sup>rd</sup> Annual General Meeting of the Company will be held on Monday, 30<sup>th</sup> day of September, 2024 at 01:00 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in compliance with Section 96 of the Companies Act, 2013. The Notice of 43<sup>rd</sup> AGM of the Company is enclosed herewith and also available on the website of the Company at [www.rudraecovation.com](http://www.rudraecovation.com).

The same is being circulated through electronic mode to all the shareholders of the Company whose E-mail addresses are registered with the Company or Depository Participant(s), in compliance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

Further, Pursuant to provisions of Section 91 of the Companies Act, 2013 and the Rules framed thereunder and Regulation 42 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, We wish to inform you that Share transfer books and Register of Members of the Company will remain closed from Tuesday, 24<sup>th</sup> September, 2024 to Monday, 30<sup>th</sup> September, 2024 (both days inclusive) for the purpose of 43<sup>rd</sup> Annual General Meeting (AGM) to be held on Monday, 30<sup>th</sup> day of September, 2024 at 01:00 p.m. as per the following details:

**Scrip Code:** 514010

**Type of Security:** Equity Shares of Rs.1/- each

**ISIN:** INE723D01021

**Date of Book Closure:** Tuesday, 24<sup>th</sup> September, 2024 to Monday, 30<sup>th</sup> September, 2024

**Purpose:** 43<sup>rd</sup> Annual General Meeting

**Cut-off Date for E- voting:** Monday, 23<sup>rd</sup> September, 2024

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Company is providing the facility of remote e-voting and e-voting during the AGM to all the shareholders. The company has engaged the services of Central Depository Services (India) Limited (CDSL) for joining the AGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) and to provide e-voting facility to the shareholders. Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 23<sup>rd</sup> September, 2024 may cast their vote electronically. The remote e-voting period will begin on Friday, 27<sup>th</sup> September, 2024 at 09:00 A.M. and end on Sunday, 29<sup>th</sup> September, 2024 at 05:00 P.M.

✉ [hfl.corporate@gmail.com](mailto:hfl.corporate@gmail.com)    🌐 [www.rudraecovation.com](http://www.rudraecovation.com)

📍 Registered Office : Plot No. 43-44, Industrial Area, Barotiwala-174103 (HP)  
Corporate office : 4th Floor, Wood Stock Tower, B-35/958, Adarsh Nagar,  
Ferozepur Road, Opposite Waves Mall, Ludhiana-141012, Punjab

Formerly known as HIMACHAL FIBRES LIMITED



This is for your information and record.  
Thanking You,

Yours faithfully  
For Rudra Ecovation Limited  
(Formerly Known as Himachal Fibres Limited)

Nancy Singla  
Company Secretary cum Compliance officer

✉ [hfl.corporate@gmail.com](mailto:hfl.corporate@gmail.com)    🌐 [www.rudraecovation.com](http://www.rudraecovation.com)

📍 Registered Office : Plot No. 43-44, Industrial Area, Barotiwala-174103 (HP)  
Corporate office : 4th Floor, Wood Stock Tower, B-35/958, Adarsh Nagar,  
Ferozepur Road, Opposite Waves Mall, Ludhiana-141012, Punjab

CIN - L17119HP1980PLC031020

**NOTICE**

Notice is hereby given that the **43<sup>rd</sup> Annual General Meeting (AGM)** of the members of **RUDRA ECOVATION LIMITED** Company will be held on Monday, the 30<sup>th</sup> day of September, 2024 at 01:00 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities & Exchange Board of India in this regard, to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements along with reports of the Board of Directors and Auditors thereon for the financial year ended 31st March, 2024. (Ordinary Resolution)
2. To consider and approve, with or without modification, the appointment of Mr. Akhil Malhotra (DIN: 00126240) Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers himself for reappointment. (Ordinary Resolution)

**SPECIAL BUSINESS:**

To consider and if thought fit, pass with or without modification(s), the following Resolutions:

3. **APPOINTMENT / CHANGE IN DESIGNATION OF MR. VINOD KUMAR GOYAL (DIN: 02751391) TO AN EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of the Sections 196, 197, 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force) in context of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), and the Articles of Association of the Company, and in pursuance to recommendation of Nomination and Remuneration Committee of the Company at its meeting held on July 22, 2024, Mr. Vinod Kumar Goyal, having DIN: 02751391, was appointed as Additional director, consent of the shareholders be and is hereby accorded to appoint Mr. Vinod Kumar Goyal, having DIN: 02751391, as an Executive Director, designated as Executive Director & Chief Executive Officer of the Company w.e.f. July 22, 2024 for a period of 5 (five) years from July 22, 2024 till July 21, 2029 and whose office is liable to retire by rotation, and on such terms and conditions as stated herein below and more elaborated in the explanatory statement and mutually agreed between the Company and Mr. Vinod Kumar Goyal.

**RESOLVED FURTHER THAT** approval of members of the Company be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as the “Board” which expression shall also include any Committee duly constituted by the Board) to give annual increments to Mr. Vinod Kumar Goyal during the term of his appointment subject to maximum limits allowed under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable provisions including amendments if any.

**RESOLVED FURTHER THAT** Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of appointment of Mr. Vinod Kumar Goyal, the Company has no profits or its profits are inadequate, the Company shall pay to him remuneration by way of salary, benefits, and perquisites as applicable to him.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the “Board” which expression shall also include any Committee duly constituted by the Board) be and is hereby authorized to do all such acts, deeds or things as may be required to give effect to the aforesaid resolution.”

4. **TO ADOPT THE NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to Section 5 and 14 and other applicable provisions, if any, of the Act, read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force subject to the necessary approval(s) required under all other applicable laws and regulations if any, consent of the members be and is hereby accorded to alter the existing Articles of Association of the

company, by replacing, it with the new set of Articles of Association in accordance with Table 'F' of Schedule I of the Act and that the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in exclusion and in substitution of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** Board of Directors be and are hereby severally authorised on behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties, or doubts that may arise in this regard, and to accede to such modification to the aforementioned resolution a may be suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board."

**5. TO APPROVE RELATED PARTY TRANSACTION(S) TO BE ENTERED INTO DURING THE FINANCIAL YEAR 2024-25.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the company be accorded to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the Company or its subsidiary or associates Company or any other transactions of whatever nature with related parties.

**RESLOVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally 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, 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."

**6. POWER TO BORROW FUNDS UNDER SECTION 180 (1)(c) OF THE COMPANIES ACT, 2013.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to borrow money through loans, advances, credit etc. from banks, financial institutions, non-banking financial companies / strategic investors and other sources from time to time for the purpose of financing the working capital requirements as also for acquisition of capital assets and / or for the purpose of any other financial or corporate requirements of the Company, both for capital and revenue in nature, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate paid-up share capital of the Company and its free reserves, (that is to say reserve not set apart for any specific purpose) provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 25 Crore (Rupees Twenty Five Crore) or limits so prescribed under Section 180(1)(c) (as may be amended from time to time), whichever is higher;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board or Officers authorised by them in this regard be and are hereby authorised to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulties or doubts that may arise with regard to borrowings and creating mortgages/charges as aforesaid."

**7. TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND PROVIDE SECURITIES IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to

- (a) give loan to any person or other body corporate;
- (b) give guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

upto a maximum aggregate amount of Rs.200 crores, in one or more tranches, outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013 (presently being 60 percent of the Company’s paid up capital, free reserves and securities premium account or one hundred percent of the Company’s free reserves and securities premium account, whichever is more).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.

**8. TO APPOINT/CHANGE IN DESIGNATION OF MR. ANIL SINGLA TO AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**RESOLVED THAT** pursuant to the applicable provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013 and all other applicable provisions 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 Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Anil Singla (DIN: 07404704), who was appointed as an Additional Director (Non-Executive Independent Director) of the Company w.e.f. 02.09.2024 in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice and declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act and who is eligible for appointment, be and is hereby appointed as an Non-Executive Independent Director, not liable to retire by rotation, to hold office for a term of Five Consecutive Years w.e.f. September 02, 2024.

**RESOLVED FURTHER THAT** Directors of the Company be and are hereby severally authorized on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

**9. TO APPOINT/CHANGE IN DESIGNATION OF MRS. KAJAL RAI TO AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**RESOLVED THAT** pursuant to the applicable provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013 and all other applicable provisions 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 Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mrs. Kajal Rai (DIN: 07366983), who was appointed as an Additional Director (Non-Executive Independent Director) of the Company w.e.f. 02.09.2024 in terms of Section 161(1) of the

Companies Act, 2013 and in respect of whom the Company has received a notice and declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act and who is eligible for appointment, be and is hereby appointed as an Non-Executive Independent Director, not liable to retire by rotation, to hold office for a term of Five Consecutive Years w.e.f. September 02, 2024.

**RESOLVED FURTHER THAT** Directors of the Company be and are hereby severally authorized on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

**10. TO APPOINT OR TO HOLD OFFICE OR PLACE OF PROFIT IN THE COMPANY BY MRS. ISHANI BANSAL.**

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

“**RESOLVED THAT** pursuant to the provisions of sections 188(1), 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, the consent of Members be and is hereby accorded to the appointment of Mrs. Ishani Bansal (Daughter of Mr. Akhil Malhotra, Non- Executive Non Independent Director) holding office or place of profit, as Director- Marketing of the Company, , w.e.f August 14, 2024 as detailed below:

- CTC: Rs 2,00,000/- (Rs. Two Lakh Only) P.M.
- HRA @ 15% per month of the Basic Salary.
- Telephone: Mobile/Telephone facility as per the Company’s rules.
- Leave encashment as per the Company’s rules.
- Bonus as per the Company’s rules.
- Provident Fund: Company’s contribution towards Provident Fund as per Provisions of Employees Provident Fund Act.
- Gratuity: Payable at a rate not exceeding half a month’s salary for each completed year of service as per Company’s rules.
- Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with the Company’s business.

**RESOLVED FURTHER THAT** the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of Mrs. Ishani Bansal Kumar holding office or place of profit, within the maximum limit approved by the shareholders.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing Resolution, the board of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filling of returns with any authority.”

**By order of the Board  
For Rudra Ecovation Limited  
(Formerly Known as Himachal Fibres Limited)**

**Sd/-  
Nancy Singla  
Company Secretary**

**Place: Ludhiana  
Date: September 02, 2024**

**Registered Office: 43-44, Industrial Area, Barotiwala-174103(Himachal Pradesh)  
Corporate Office: 4<sup>th</sup> Floor, Wood Stock Tower, B-35/958, Adarsh Nagar,  
Ferozepur Road, Opposite Waves Mall, Ludhiana, Punjab-141012  
CIN: L17119HP1980PLC031020/ L43292HP1980PLC031020  
Website: [www.rudraecovation.com](http://www.rudraecovation.com)  
Email: [hfl.corporate@gmail.com](mailto:hfl.corporate@gmail.com)**



## NOTES:

- i) The Ministry of Corporate Affairs (MCA) vide its Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") has permitted to conduct the Annual General Meeting through video conferencing ("VC") or other audio-visual means ("OAVM") upto September 30, 2024. In compliance with aforesaid MCA Circulars, the 43rd Annual General Meeting will be held through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the Members at a common venue. Members can attend and participate in the ensuing AGM through VC/OAVM. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. xxvii. The 43rd AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
- ii) The venue of the Meeting shall be deemed to be the Registered Office of the Company.
- iii) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto and form part of this Notice.
- iv) Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act, 2013, body corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting.
- v) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- vi) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- vii) In line with the MCA Circulars and SEBI Circular dated May 12, 2020, January 15, 2021 and May 13, 2022 and January 5, 2023, the Notice calling the AGM along with Annual Report for the year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2023-24 has been uploaded on the website of the Company at [www.rudraecovation.com](http://www.rudraecovation.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com). However, hard copy of full annual report will be sent to the shareholder who request for the same.
- viii) 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Beetal Financial & Computer Services (P) Ltd.
- ix) **The Register of Members and the Share Transfer Book of the company will remain closed from 24<sup>th</sup> September, 2024 to 30<sup>th</sup> September, 2024 (both days inclusive).**
- x) In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Akhil Malhotra (DIN: 00126240) Non-Executive Directors, retire by rotation at this Meeting and offered himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.
- xi) The relevant information under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, regarding the Directors who are proposed to be appointed/ reappointed, is given hereto and form part of the Notice.
- xii) As per Regulation 40 of SEBI (LODR) Regulations, 2015, securities of listed companies can be transferred only

in dematerialized form.

In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent M/s Beetal Financial & Computer Services (P) Limited for assistance in this regard.

- xiii) To avail the facility of nomination, Members holding shares in physical are requested to send us duly filled and signed Nomination Form (Form No. SH-13) to the Company's RTA. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DP.
- xiv) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, M/S Beetal Financial & Computer Services (P) Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
- xv) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- xvi) **SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, Circular No. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI Circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 (the "SEBI Circulars") has mandated for furnishing/ updating PAN, KYC details (Address, Mobile No., E-mail ID, Bank Details) and Nomination details by all the holders of physical securities in listed company in the prescribed forms i.e. ISR-1, ISR-2, SH-13/ ISR-3/ SH-14 otherwise RTA shall be constrained to freeze such Folio(s) effective from October 01, 2023.**
- xvii) In compliance thereof, the Company has already sent the communication along with prescribed forms to all the physical shareholders at their registered address. Members are requested to forward the duly filled in Forms along with the related proofs to the Company at its Registered Office at 43-44, Industrial Area, Barotiwala- 171103, HP or Registrar and Transfer Agent at M/s. Beetal Financial & Computer Services (P) Limited. The aforesaid forms can be downloaded from the website of the Company at <https://rudraecovation.com/wp-content/uploads/2024/08/Untitled.pdf>.
- xviii) As an on-going measure to enhance ease of dealing in securities markets by investors, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/ P/CIR/2022/8 dated January 25, 2022 has decided that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for: 1. Issue of duplicate securities certificate; 2. Claim from Unclaimed Suspense Account; 3. Renewal / Exchange of securities certificate; 4. Endorsement; 5. Sub-division / Splitting of securities certificate; 6. Consolidation of securities certificates/folios; 7. Transmission; 8. Transposition. Therefore, Members are requested to kindly get their shares dematerialised at the earliest.
- xix) Mr. Ansh Bhambri, Company Secretary in practice has been appointed as the Scrutinizer to scrutinize to the e-voting process i.e. votes cast during the AGM and votes cast through remote e-voting in a fair and transparent manner.
- xx) The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote evoting), within two working days of the conclusion of the AGM.
- xxi) The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.rudraecovation.com](http://www.rudraecovation.com) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
- xxii) Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the 43<sup>rd</sup> Annual General Meeting i.e. 30<sup>th</sup> September, 2024.
- xxiii) A person, who is not a member as on the **cut-off date** i.e. **23<sup>rd</sup> September, 2024** should treat this Notice for information purposes only.
- xxiv) 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 MCA Circulars 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/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

- xxv) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- xxvi) **Voting through Electronic Means:** Pursuant to the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management And Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members a facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means.
- xxvii) **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**
- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- i) The voting period begins on **27.09.2024 at 09:00 a.m. and ends on 29.09.2024 at 05:00 pm**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, **23.09.2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 2109911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(ii) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details 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"> <li>• 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.</li> </ul>

(iii) After entering these details appropriately, click on "SUBMIT" tab.

- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN **240902086** for the relevant < **RUDRA ECOVATION LIMITED** > on which you choose to vote.
- (vii) 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.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) 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.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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 scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [hfl.corporate@gmail.com](mailto:hfl.corporate@gmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- xvii) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**
1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
  2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
  3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **Seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **[hfl.corporate@gmail.com](mailto:hfl.corporate@gmail.com)**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **Seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **[hfl.corporate@gmail.com](mailto:hfl.corporate@gmail.com)**. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**xvii) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 Company([hfl.corporate@gmail.com](mailto:hfl.corporate@gmail.com))/RTA email id ([beetalrta@gmail.com](mailto:beetalrta@gmail.com)).
2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact toll free no. 1800 2109911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 2109911.

**By order of the Board  
For Rudra Ecovation Limited  
(Formerly Known as Himachal Fibres Limited)**

**Sd/-  
Nancy Singla  
Company Secretary**

**Place: Ludhiana  
Date: September 02, 2024**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013  
ITEM NO. 3****APPOINTMENT / CHANGE IN DESIGNATION OF MR. VINOD KUMAR GOYAL (DIN: 02751391) TO AN EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY.**

Mr. Vinod Kumar Goyal (DIN: 02751391), was appointed as an Executive Director of the Company designated as Executive Director & Chief Executive Officer by the Board on the recommendation of Nomination and remuneration committee at its meeting held on July 22, 2024, subject to the approval of shareholders.

The Company has received the requisite consent, disclosure(s) and declaration(s) from Mr. Vinod Kumar Goyal as required under the provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against him debarring him from accessing the capital markets or restraining him from holding the position of Director in any listed company.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on July 22, 2024, subject to approval of members at this ensuing Annual General Meeting, Mr. V K Goyal (DIN: 02751391) is appointed as an Executive Director designated as Executive Director & CEO of the Company for a period of 5 years, with effect from July 22, 2024 till July 21, 2029 on the terms and conditions as set out in this item of the notice and as per agreement executed between Mr. V K Goyal and the Company and whose office shall be liable to retire by rotation.

The principal terms and conditions of appointment of Mr. V K Goyal (hereinafter referred to as "the Appointee") including his remuneration are as given below:

- A. **Tenure of Appointment:** The appointment of Mr. V K Goyal as Executive Director designated as Executive Director & CEO w.e.f. July 22, 2024 for a period of five (5) years from July 22, 2024 till July 21, 2029 or till the date of his relinquishment of his employment with the Company, whichever is earlier.
- B. **Nature of Duties:** The appointee shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company including performing duties as assigned by the Board from time to time by serving on the Boards
- C. **Remuneration:** Mr. V K Goyal shall be entitled to remuneration as stated hereunder in terms of Schedule V to the Act and as per Industry/Market Standards:
- a) • CTC: 750,000 (Rupees Seven Lakh Fifty Thousand) per Month
- HRA @ 15% per month of the Basic Salary.
  - Telephone: Mobile/Telephone facility as per the Company's rules.
  - Leave encashment as per the Company's rules.
  - Provident Fund: Company's contribution towards Provident Fund as per Provisions of Employees Provident Fund Act.
  - Bonus as per the Company's rules.
  - Gratuity: Payable at a rate not exceeding half a month's salary for each completed year of service as per Company's rules.
  - Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with the Company's business.
- b) **Annual Increments:** The salary as stated above will be increased/ or revised every year effective from April month by the Board / or the Nomination & Remuneration Committee after proper evaluation including company's performance, market conditions etc., without seeking fresh approval every year from the



shareholders, subject to the conditions that the total remuneration payable to Mr. V K Goyal is / or are within the prescribed limits of the Companies Act, 2013 or SEBI Listing Regulations, including amendments if any.

- D) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the appointment, the Company has no profits or its profits are inadequate, the Company shall pay to him, remuneration by way of Salary, Benefits, and Perquisites as specified above.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board recommends passing of the Resolution at Item No. 3 as an Ordinary Resolution in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013.

Except Mr. V K Goyal, none of the Directors or Key Managerial Personnels or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

#### **ITEM NO. 4**

##### **TO ADOPT THE NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY.**

The existing Articles of Association of the Company, is in accordance with the Companies Act, 1956 and several regulations in the existing Articles of Association contain references to specific sections of the Companies Act, 1956 and some regulations in the existing Articles of Association are no longer in conformity with the new Companies Act 2013. Upon enactment of the Act and pursuant to the notifications of Ministry of Corporate Affairs dated September 12, 2013 and March 26, 2014, various provisions of the Companies Act 1956 have been repealed and in view of the same the existing Articles of Association of the Company need to be realigned as per the provisions of the new Act. The Board of Directors decided to incorporate/substitute /alter certain provisions as per the Act. As this would result in a number of changes in the existing Articles of Association of the Company, it was desirable to adopt a new set of Articles of Association in place of and in exclusion to the existing Articles of Association of the Company. The new set of Articles of Association to be substituted in place of existing Articles of Association is based on Table 'F' of Schedule I of the Act which sets out the model Articles of Association for a Company limited by shares. The entire set of proposed articles of association is available in the website of the company.

None of the directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolutions except to the extent of their shareholding in the Company.

The Board of Directors recommends the passing of Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members.

#### **ITEM NO. 5**

##### **TO APPROVE RELATED PARTY TRANSACTION(S) TO BE ENTERED INTO DURING THE FINANCIAL YEAR 2024-25.**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of Special resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of the members through Special resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis.

For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual turnover of the Company as per the last Audited Financial Statements of the Company or Rs. 1000 Crore whichever is lower.

All the Related Party Transactions entered into by the Company are on arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required.

The transaction(s) entered into by the Company, together with the transactions to be entered into with Shiva Textfabs Limited and Yogindera Worsted Limited qualifies to be a Material Related Party transaction under SEBI – LODR Regulations.

The particulars of the contract / arrangement with Shiva Textfabs Limited and Yogindera Worsted Limited are as under:

<b>Name of Related Parties</b>	Shiva Textfabs Limited	Yogindera Worsted Limited
<b>Nature of Relationship</b>	Common Director and Promoter	Common Director and Promoter
<b>Nature and material terms of the contract</b>	Purchase or receipt of goods, material or services including Job work and lease of immovable property goods, material and services and Sale or Supply of goods, material or services including Job work and lease of immovable property goods, material and services, Rent	Purchase and Sale of Goods
<b>Duration of contract</b>	Financial Year 2024-25	Financial Year 2024-25
<b>Features of contract</b>	Normal trade/transaction under ordinary course of business and on arm's length basis	Normal trade/transaction under ordinary course of business and on arm's length basis
<b>Date of Approval of the Board/ Audit</b>	February 12, 2024	February 12, 2024
<b>Estimated Value of Transactions for the FY 2024-25 &amp; 2025-26</b>	150 Crore	20 Crore

**ITEM NO. 6**

**POWER TO BORROW FUNDS UNDER SECTION 180 (1)(c) OF THE COMPANIES ACT, 2013.**

As per the provisions of section 180(1)(c) of the Companies Act, 2013 the Board of Directors of a Company could borrow money in the ordinary course of business, to the extent of paid up share capital and free reserves of the Company and for borrowing moneys in excess of the paid up share capital and free reserves, the approval of the members of the Company in General Meeting by way of Special Resolution has to be obtained.

Further for the expansion of business and operational purpose of the company, Company may borrow funds from time to time and so therefore it is required to obtain approval of the members by way of Special Resolution in general meeting to authorize to the board to borrow funds in excess of the paid up share capital and free reserves.

The Board of Directors of your Company decided to take power of borrow funds upto Rs. 25 Crore and recommend passing of this resolution by way of a Special Resolution.

None of the directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolutions except in the ordinary course of business and to the extent of their shareholding in the Company.

**ITEM NO. 7**

**TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND PROVIDE SECURITIES IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

As per provisions of section 186 of the Companies Act, 2013 the Board of Directors of a Company could give any loan, guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities by way of subscription, purchase or otherwise to any person or body corporate to the extent of sixty percent paid up share capital, free reserves and securities premium or one hundred per cent of its free reserves and securities premium account whichever is more and for giving any loan or providing guarantee and security in excess of limit specified above, the approval of the members of the Company in General Meeting by way of special resolution has to be obtained.

Further, Company may give loan and provide guarantee to any person and make investments by acquiring securities by way of purchase or subscription or otherwise from time to time. So, it is proposed to increase the limit of give any

loan or guarantee or providing security to body corporate or any other person and to invest funds upto Rs. 200 Crore and recommend passing of this resolution by way of Special resolution.

None of the directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolutions except in the ordinary course of business and to the extent of their shareholding in the Company.

**ITEM NO. 8**

**TO APPOINT/CHANGE IN DESIGNATION OF MR. ANIL SINGLA TO AN INDEPENDENT DIRECTOR OF THE COMPANY**

It is proposed to appoint Mr. Anil Singla (DIN: 07404704), as Independent Director under Section 149 of the Companies Act, 2013 to hold office for 5 (five) consecutive years on the Board of the Company from September 02, 2024 to September 01, 2029.

The Company has received declaration from Mr. Anil Singla that he meets criteria of independence as prescribed under Section 149 (6) of the Act.

In the opinion of Board, Mr. Anil Singla fulfils the conditions for appointment as Independent Director as specified in the Act and is independent of management.

Brief profile of Mr. Anil Singla has been attached at the end of this statement.

Copy of the letter of appointment of Mr. Anil Singla as Independent Director setting out the terms and conditions of appointment are available for inspection at the registered office of the Company.

The Board of Directors recommends the Special Resolution at item no. 8 for approval of the Members.

Mr. Anil Singla, to whom the resolution relates, is interested in the proposed resolution. No other Directors, Key Managerial Personnel or their relatives is concerned or interested either financially or otherwise in the above said resolution set out in Item No. 8, except to the extent of his shareholding, if any.

**ITEM NO. 9**

**TO APPOINT/CHANGE IN DESIGNATION OF MRS. KAJAL RAI TO AN INDEPENDENT DIRECTOR OF THE COMPANY**

It is proposed to appoint Ms. Kajal Rai (DIN: 07366983), as Independent Director under Section 149 of the Companies Act, 2013 to hold office for 5 (five) consecutive years on the Board of the Company from September 02, 2024 to September 01, 2029.

The Company has received declaration from Ms. Kajal Rai that she meets criteria of independence as prescribed under Section 149 (6) of the Act.

In the opinion of Board, Ms. Kajal Rai fulfils the conditions for appointment as Independent Director as specified in the Act and is independent of management.

Brief profile of Ms. Kajal Rai has been attached at the end of this statement.

Copy of the letter of appointment of Ms. Kajal Rai as Independent Director setting out the terms and conditions of appointment are available for inspection at the registered office of the Company.

The Board of Directors recommends the Special Resolution at item no. 9 for approval of the Members.

Ms. Kajal Rai, to whom the resolution relates, is interested in the proposed resolution. No other Directors, Key Managerial Personnel or their relatives is concerned or interested either financially or otherwise in the above said resolution set out in Item No. 9, except to the extent of his shareholding, if any.

**ITEM NO. 10**

**TO APPOINT OR TO HOLD OFFICE OR PLACE OF PROFIT IN THE COMPANY BY MRS. ISHANI BANSAL.**

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders also

required. Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on August 13, 2024 had approved the appointment of Mrs. Ishani Bansal as Director-Marketing subject to approval of the Shareholders by way of an Special Resolution.

The appointment of Mrs. Ishani Bansal is not as per any act. She is not appointed as a board member. The details of the remuneration payable to Mrs. Ishani Bansal is given in the resolution no. 10. As per section 188(1) (f) of the Companies Act, 2013, your Directors recommends the resolutions for your approval.

Except Mrs. Ishani Bansal, Mr. Akhil Malhotra Father of Ms. Ishani Bansal and her relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in the nature of, financial or otherwise with respect to Agenda Item No 10, except to the extent of their shareholding in the Company. Mrs. Ishani Bansal does not hold any shares in the Company.

**By Order of the Board  
For Rudra Ecovation  
Limited  
(Formerly Known as Himachal Fibres Limited)**

Place: Ludhiana  
Dated: September 02, 2024

Sd/-  
Nancy Singla  
Company Secretary and Compliance officer

**Information Pursuant to Regulation 36 (3) of the Listing regulations and Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI), regarding the Directors seeking appointment/re-appointment in the Annual General Meeting.**

As required under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed/ re-appointed are given below:

Name of the Director	Mr. Akhil Malhotra	Mr. Vinod Kumar Goyal	Mr. Anil Singla	Ms. Kajal Rai
DIN	00126240	02751391		
Designation	Non- Executive Non Independent Director	Executive Director cum CEO	Non- Executive Independent Director	Non- Executive Independent Director
Date of Birth	26/03/1965	19/09/1958	26/02/1980	09/03/1978
Age	59 years	65 years	44 years	46 years
Date of Appointment	23.11.2023	22.07.2024	02.09.2024	02.09.2024
Brief Resume & Expertise in specific functional area	<p>He has experience of Thirty (30) years in the textile industry and he is the promoter of the Company.</p> <p>He also acts as a director in Shiva Textfabs Limited. He has enriched experience in the field of marketing, operation and finance.</p>	<p>Mr. V.K. Goyal is an MBA with specialization in Marketing and Human Resources from Punjabi University, Patiala. He is an Innovative marketer and a business leader known for his exceptional talent development, crisis management, operational excellence, and financial acumen. His strategic vision, effective decision-making, and ability to build strong client relationships are key</p>	<p>Mr. Anil Singla has done BA, LL.B, MBA with specialisation in Marketing &amp; HR, CS Professional (ICSI). Enrol with Punjab &amp; Haryana High Court Chandigarh with over 24 years of versatile experience in Legal, Liaisoning, Corporate Secretarial, Marketing, Recruitments, Appraisals, General Administration, Training &amp; Development, Import and Export and Customer Relationship</p>	<p>She has done B.com, CS and has more than 15 years of experience. She is AGM cum Company Secretary in LSE Securities Limited.</p>

		<p>assets that he brings here in Rudra.</p> <p>Mr. Goyal was earlier associated with Trident Ltd., as CEO &amp; Business Head, also as a Chief Executive of Vardhman Spinning and General Mills (30 years), and as an Executive Director cum CEO of SEL Manufacturing Co. Ltd. (14 years).</p> <p>As CEO of Rudra Ecovation Ltd., Mr. V.K. Goyal will look after the entire value chain, overall planning, and implementation of business strategies, drive operational excellence with both productivity and performance improvement measures and brand building.</p>	management.	
<b>Board meetings held &amp; attended during FY 2023-24</b>	Held Eleven (11) and attended Four (4)	N.A.	N.A.	N.A.
<b>No. of Shares in the company</b>	50,00,000 Equity shares f.v. of Rs. 1 each	Nil	Nil	Nil
<b>Qualification</b>	Graduate	MBA in Marketing and Human Resource	BA, LLB, MBA in Marketing and Human Resource and CS	B.Com and Company Secretary From ICSI
<b>Directorships of other Listed Companies</b>	NIL	Nil	1	2
<b>Chairmanship / Membership of Committees of other Listed Companies</b>	NIL	Nil	Member of Nomination and Remuneration Committee in Other Listed Company	Chairman in Nomination and Remuneration Committee or Member in SRC in other listed companies
<b>Relationship with other Directors</b>	Not related to any director	Not related to any director	Not related to any director	Not related to any director
<b>Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person</b>	He is appointed as Non Executive Non Independent Director and Liable to retire by rotation.	He is appointed as an Executive Director cum CEO for a period of 5 years from July 22, 2024 to July 21, 2029 and Liable to retire by rotation.	Appointed as Non-Executive Non Independent Director not liable to retire by rotation	Appointed as Non-Executive Non Independent Director not liable to retire by rotation