EUROTEX INDUSTRIES AND EXPORTS LIMITED

Registered Office: 809, Raheja Chambers, 8th Floor, 213, Nariman Point, Mumbai – 400021 Tel: 91 22 6630 1400 Fax: 91 22 2204 4139 E-mail: eurotex@eurotexgroup.com Website: www.eurotexgroup.com CIN: L17120MH1987PLC042598

Notice Convening Annual General Meeting

NOTICE is hereby given that the 28th Annual General Meeting of the Shareholders of EUROTEX INDUSTRIES AND EXPORTS LIMITED will be held at "The Residence", An Apartment Hotel, Saki Vihar Road, before Nitie, Powai, Mumbai 400 087 on Saturday, the 6th September, 2014 at 9.30 A.M. to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Directors' Report, Auditors' Report, Audited Balance Sheet and Profit and Loss Account for the year ended 31st March, 2014.
- 2. To declare dividend on Equity Shares.
- To appoint a Director in place of Shri Gopal Patodia (DIN: 00014247), who retires from office by rotation and, being eligible, offers himself for re-appointment.
- 4. Appointment of Auditor

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as ameded from time to time, M/s Lodha & Co., Chartered Accountants (Firm's Reg. No. 301051E) be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the Calendar year 2017 at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

5. To appoint Shri V. K. Gupta (DIN: 00021560) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 & 160 read with Schedule IV 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 reenactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri V. K. Gupta (DIN: 00021560), who was appointed as a Director liable to retire by rotation and in respect of whom

the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31st March, 2019."

6. To appoint Shri D. K. Patel (DIN: 00013150) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 & 160 read with Schedule IV 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 reenactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri D. K. Patel (DIN: 00013150), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31st March, 2019."

 To appoint Shri M. L. Bagaria (DIN: 01213323) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 & 160 read with Schedule IV 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 reenactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri M. L. Bagaria (DIN: 01213323), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31st March, 2019."

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- 8. To appoint Shri P. P. Dundh (DIN: 00023482) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary**:
 - "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 & 160 read with Schedule IV 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 reenactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri P. P. Dundh (DIN: 00023482), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act. 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31st March, 2019."
- 9. To appoint Shri A. R. Garde (DIN: 00015853) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary**:
 - "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 & 160 read with Schedule IV 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 reenactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri A. R. Garde (DIN: 00015853), who was appointed as a Director

- liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 31st March, 2019."
- 10. To ratify the remuneration of the Cost Auditor for the financial year ending 31st March, 2015 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary**:
 - "RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015, be paid the remuneration of Rs. 1,00,000 (Rupees One Lakh Only) plus applicable taxes.

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

By Order of the Board

Rahul Rawat Company Secretary M.No. A27891

NOTES

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

Place: Kolhapur

Date: 30th May, 2014

- 3. A 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.
- 4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
- 5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 6. The Company has notified closure of Register of Members and Share Transfer Books from 25th August, 2014 to 31st August, 2014 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the Meeting.

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- 7. The dividend on Equity Shares, if declared at the Meeting, will be credited/dispatched between 19th September, 2014 to 30th September, 2014; in respect to those Members whose names shall appear on the Company's Register of Members on 25th August, 2014; in respect of the shares held in dematerialized form, the dividend will be paid to the Members whose name are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on date.
- 8. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for the payment of dividend. The Company or its Registrars and Transfer Agents, Datamatics Financial Services Limited, cannot act on any request received directly from the Members holding shares in electronic form for any change of Bank particulars or Bank mandates. Such changes are to be advised only to the Depository Participant by the Members.
- 9. Members holding shares in electronic form are requested to intimate immediately any change in their Address or Bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their Address or Bank mandates immediately to the Company / Datamatics Financial Services Limited.
- 10. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial year 2006 and all earlier years from time to time on due dates, to the Investor Education and Protection Fund.
- 11. 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 / Datamatics Financial Services Limited.
- 12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
- 13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Datamatics Financial Services Limited, for consolidation into a single folio.

14. Details of the Director retiring by rotation and seeking re-appointment (in pursuance of Clause 49 of the Listing Agreement):

Name of Director	Shri Gopal Patodia
Date of Birth	12.12.1946
Date of Appointment	16.02.1987
Qualification	B. E. Chemical (Hons.)
Expertise in Specific funtional area and years.	He has a vast experience in cotton and yarn trading. Rich experience in marketing and manufacturing activities of spinning mills.
List of other Directorship held.	PBM Polytex Limited Shashank Investments Pvt. Ltd. Patodia Syntex Limited. Trikon Investments Pvt. Ltd. Vee Pee Intrades Pvt. Ltd. Patodia Company Pvt. Ltd. Sambhu Investments Pvt. ltd.
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director.	Member Shareholders / Investors Grievance Committee of PBM Polytex Limited
Shareholding in the Company	195 Equity Shares

- Please carefully read and follow the instructions on E-voting given on Page No.40 of the Annual Report.
- 16. Members may also note that the notice of 28th Annual General Meeting and the Annual Report for the Financial Year 2013-14 will also be available on Company's Website www.eurotexgroup.com for download.
- 17. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

By Order of the Board

Rahul Rawat Company Secretary M.No. A27891

Date: 30th May, 2014 **Registered Office:**

Place: Kolhapur

809, Raheja Chambers, 8th Floor, 213, Nariman Point, Mumbai - 400 021.

EUROTEX INDUSTRIES AND EXPORTS LIMITED

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013. ITEM NO. 5, 6 & 7

Shri V. K. Gupta (DIN: 00021560), Shri D. K. Patel (DIN: 00013150) and Shri M. L. Bagaria (DIN: 01213323) are Independent Directors of the Company and have held the positions before the commencement of Companies Act, 2013.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement, inter alia, stipulating the conditions for appointment of Independent Directors by a Listed Company.

It is proposed to appoint Shri V. K. Gupta (DIN: 00021560), Shri D. K. Patel (DIN: 00013150) and Shri M. L. Bagaria (DIN: 01213323) as Independent Directors under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold their office for 5 (Five) consecutive years for a term upto 31st March, 2019.

Shri V. K. Gupta (DIN: 00021560), Shri D. K. Patel (DIN: 00013150) and Shri M. L. Bagaria (DIN: 01213323) are not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has received Notices in writing from Members of the Company along with deposit of requisite amount proposing the candidatures of each Shri V. K. Gupta (DIN: 00021560), Shri D. K. Patel (DIN: 00013150) and Shri M. L. Bagaria (DIN: 01213323) for office of Directors of the Company.

The Company has also received declaration from Shri V. K. Gupta (DIN: 00021560), Shri D. K. Patel (DIN: 00013150) and Shri M. L. Bagaria (DIN: 01213323) that they meet with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri V. K. Gupta (DIN: 00021560), Shri D. K. Patel (DIN: 00013150) and Shri M. L. Bagaria (DIN: 01213323) fulfill the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement.

Brief resume of Shri V. K. Gupta (DIN: 00021560), Shri D. K. Patel (DIN: 00013150) and Shri M. L. Bagaria (DIN: 01213323) are provided in the Corporate

Governance Report forming Part of the Annual Report.

A copy of draft letters for respective appointments of Shri V. K. Gupta (DIN: 00021560), Shri D. K. Patel (DIN: 00013150) and Shri M. L. Bagaria (DIN: 01213323) as Independent Directors setting out the terms and conditions are available for inspection by Members at the Registered Office of the Company.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Shri V. K. Gupta (DIN: 00021560), Shri D. K. Patel (DIN: 00013150) and Shri M. L. Bagaria (DIN: 01213323) are interested in the Resolutions set out respectively at Item Nos. 5, 6 & 7 of the Notice with regard to their respective appointments.

The relatives of Shri V. K. Gupta (DIN: 00021560), Shri D. K. Patel (DIN: 00013150) and Shri M. L. Bagaria (DIN: 01213323) may be deemed to be interested in the Resolutions set out respectively at Item Nos. 5, 6 & 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these Resolutions set out at Item Nos. 5, 6 & 7 of the Notice.

The Board commends the Ordinary Resolutions set out at Item Nos. 5, 6 & 7 of the Notice for approval of the shareholders.

ITEM NO. 8 & 9

Shri P. P. Dundh (DIN: 00023482) and Shri A. R. Garde (DIN: 00015853) are Independent Directors of the Company and have held the positions before the commencement of Companies Act, 2013.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement, inter alia, stipulating the conditions for appointment of Independent Directors by a Listed Company.

It is proposed to appoint Shri P. P. Dundh (DIN: 00023482) and Shri A. R. Garde (DIN: 00015853) as

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Independent Directors under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold their office for 5 (Five) consecutive years for a term upto 31st March, 2019.

Shri P. P. Dundh (DIN: 00023482) and Shri A. R. Garde (DIN: 00015853) are not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors.

The Company has received Notices in writing from Members of the Company along with deposit of requisite amount proposing the candidatures of each Shri P. P. Dundh (DIN: 00023482) and Shri A. R. Garde (DIN: 00015853) for office of Directors of the Company.

The Company has also received declaration from Shri P. P. Dundh (DIN: 00023482) and Shri A. R. Garde (DIN: 00015853) that they meet with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri P. P. Dundh (DIN: 00023482) and Shri A. R. Garde (DIN: 00015853) fulfill the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement.

Brief resume of Shri P. P. Dundh (DIN: 00023482) and Shri A. R. Garde (DIN: 00015853) are provided in the Corporate Governance Report forming Part of the Annual Report.

A copy of draft letters for respective appointments of Shri P. P. Dundh (DIN: 00023482) and Shri A. R. Garde (DIN: 00015853) as Independent Directors setting out the terms and conditions are available for inspection by Members at the Registered Office of the Company.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Shri P. P. Dundh (DIN: 00023482) and Shri A. R. Garde (DIN: 00015853) are interested in the Resolutions set out respectively at Item Nos. 8 & 9 of the Notice with regard to their respective appointments.

The relatives of Shri P. P. Dundh (DIN: 00023482) and Shri A. R. Garde (DIN: 00015853) may be deemed to be interested in the Resolutions set out respectively at

Item Nos. 8 & 9 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these Resolutions set out at Item Nos. 8 & 9 of the Notice.

The Board commends the Ordinary Resolutions set out at Item Nos. 8 & 9 of the Notice for approval of the shareholders.

ITEM NO. 10

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be determined by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2015.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution set out at Item Nos. 10 of the Notice.

The Board commends the Ordinary Resolution set out at Item Nos. 10 of the Notice for approval of the shareholders.

By Order of the Board

Rahul Rawat Company Secretary M.No. A27891

Date: 30th May, 2014

Registered Office:

Place: Kolhapur

809, Raheja Chambers, 8th Floor, 213, Nariman Point, Mumbai - 400 021.

EUROTEX INDUSTRIES AND EXPORTS LIMITED

INSTRUCTIONS FOR E-VOTING

The instructions for Members for voting electronically are as under:

- Log on to the e-voting website www.evotingindia.com (i)
- Click on "Shareholders" tab. (ii)
- Now, select the Company name "Eurotex Industries and Exports Limited" from the drop down menu and click on "SUBMIT" (iii)
- (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.
- Next enter the Image Verification as displayed and Click on Login. (v)
- If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any (vi) Company, then your existing password is to be used.
- (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 Shareholders as well as Physical Shareholders)
	 Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the Demat account/Folio number in the PAN field.
	 In case the Folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ravi Kumar with Folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your Demat account or in the Company records for the said Demat account or Folio in dd/mm/yyyy format.
DIVIDEND BANK	Enter the Dividend Bank Details as recorded in your Demat account or in the Company records for the said Demat account or Folio.
DETAILS	 Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company please enter the Number of Shares held by you as on 1st August, 2014 in the Dividend Bank details field.

- After entering these details appropriately, click on "SUBMIT" tab. (viii)
- Members holding shares in physical form will then reach directly 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. (ix)
- For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this (x)
- Click on the EVSN for the Eurotex Industries and Exports Limited on which you choose to vote. (xi)
- 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. (xii)
- Click on the "Resolutions File Link" if you wish to view the entire Resolutions details. (xiii)
- 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. (xiv)
- Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page. (xvi)
- If Demat account holder has forgotten the Changed Password then Enter the User ID and the image verification code and (xvii) click on Forgot Password & enter the details as prompted by the system.
- Institutional and Corporate Members (i.e.other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a Scanned copy of the Board Resolution and Power of Attorney (POA) in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the Scrutiniser to verify the vote. (xviii)
- The voting period begins on 1st September, 2014 at 10.00 A.M. and ends on 2nd September, 2014 at 6.00 P.M. During this (xix) period Shareholders' of the Company, holding shares either in Physical form or in Dematerialized form, as on the cut-off date (record date) of 1st August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com (xx)