



EUROTEX INDUSTRIES AND EXPORTS LIMITED

Registered Office : 809, Raheja Chambers, 8th Floor, 213, Nariman Point, Mumbai - 400021 (INDIA)
Phone : (022) 66301400 E-mail : eurotex@eurotexgroup.com Website : www.eurotexgroup.com
CIN: L17120MH1987PLC042598

POSTAL BALLOT NOTICE

To
The Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 to transact the following Special Business by the Members of Eurotex Industries and Exports Limited by passing the Resolutions through Postal Ballot.

Your consideration and approval is sought for the Resolutions annexed herewith. The Statement to be annexed to Notice under Section 102 (1) of the Act, setting out the material facts and reasons for the Resolutions is also appended herewith and is being sent to you alongwith Postal Ballot Form for your consideration. The Board of Directors has appointed Dr. S. K. Jain, Practising Company Secretary as Scrutinizer for conducting the voting process through Postal Ballot in accordance with law and in a fair and transparent manner. You are requested to carefully read the Notes printed on the back of the Postal Ballot Form and return the completed form in the enclosed self-addressed postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer on or before the close of business hours on 19th August, 2014, the last date for receipt of the completed Postal Ballot Forms. The Postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

In compliance with Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide an option to the Members holding shares in Demat Form and in Physical Form, to vote on the Postal Ballot by way of electronic voting / e-voting to enable Members to cast their vote electronically instead of physical Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facilities to the Members of the Company. It may be noted that e-voting is optional. Please carefully read and follow the instructions on e-voting printed on the back of the Postal Ballot Notice. In case the Member has exercised the vote in physical as well as electronic mode, the valid vote by physical mode only will be considered. The e-voting facility is available at the link www.evotingindia.com till close of business hours on 19th August, 2014.

The Scrutinizer will submit his report to the Chairman of the Company, upon completion of scrutiny of Postal Ballots in a fair and transparent manner. The Chairman of the Company authorised by the Board of Directors of the Company will announce the result of the Postal Ballot on the close of business hours on 21st August, 2014 at the Registered Office of the Company located at 809, Raheja Chambers, 8th Floor, 213, Nariman Point, Mumbai – 400 021 besides being communicated to the National Stock Exchange Ltd. and Bombay Stock Exchange Ltd. The result of the Postal Ballot will also be displayed at the Registered Office address and posted on the Company's website www.eurotexgroup.com. The result of Postal Ballot shall also be announced through Newspaper Advertisement. The date of declaration of results of the Postal Ballot will be taken to be the date of passing of the Resolutions.

Accordingly, this Notice is hereby given to the Members of the Company for seeking their approval by way of Postal Ballot for the following Special Resolutions together with Statement as required under Section 102, of the Companies Act, 2013, setting out the material facts and reasons for the Resolutions, alongwith Postal Ballot Form for your consideration.

SPECIAL BUSINESS:

1. Insertion of New Object Clause in the Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Rules made thereunder, as may be amended from time to time subject to the approval of the Registrar of Companies, Maharashtra, Mumbai and such other competent authorities as may be required ('the requisite approvals'), the following Object be inserted as sub-clause (d) immediately after Clause-III (A) 1 (c):

(d)To carry on all or any of the business of Real Estate as Promoters, Builders, Developers, Buyers, Sellers, Constructors, Estate Agents, Brokers, Contractors, Consultants and for this purpose to construct flats, maisonettes, dwelling houses, shops, offices, industrial estates, apartments, structures on the properties owned by the Company at present or which may be acquired in future either Singly or in a Joint Venture and to sell the properties so developed; to acquire new properties for the purpose of development / construction / sell, purchase, take on lease, or otherwise acquire and hold any lands or buildings of any tenure or description wherever situate rights or interests therein or connected therewith; to provide all kinds of conveniences and facilities for the above and sell the same on ownership basis, instalment basis or otherwise transfer such buildings to Co-operative Societies, Companies or Association of Persons or Individuals as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board / Committee be and is hereby authorized to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary.”

2. Borrowing limits of the Company.

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

“RESOLVED THAT in modification of the Resolution passed at the Sixteenth Annual General Meeting held on 28th September, 2002, the consent of the Members of the Company be and is hereby accorded under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to borrow any sum or sums of money from time to time, notwithstanding that the money or moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans and working capital facility obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of Paid-up Share Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose, provided, however, that the total amount upto which moneys may be borrowed shall not exceed the aggregate of Paid-up Share Capital and Free Reserves of the Company by not more than the sum of Rs. 300 Crores (Rupees Three Hundred Crores only) at any time.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board / Committee be and is hereby authorized to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary.”

3. Creation of Charge / Mortgage on assets of the Company.

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

“RESOLVED THAT the consent of the Members of the Company be and is hereby accorded in terms of Section 180(1)(a) of the Companies Act, 2013 (the Act), and other enabling provisions of law, if any, to create mortgage and / or charge, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board of Directors (which term shall include any Committee thereof) in its absolute discretion may deem fit and proper, on the whole or substantially the whole of the Company’s anyone or more of the undertakings or all of the undertakings, including present or future properties, whether immovable or movable, comprised in any undertaking both present and future, of the Company, to secure the borrowings upto an aggregate amount not exceeding Rs. 300 Crores (Rupees Three Hundred Crores only) by way of working capital facilities, issue of non-convertible debentures, bonds, term loans, and / or other instruments including foreign currency borrowings as the Board may in its absolute discretion deem fit, to be availed / issued in one or more tranches, from / to the lenders / eligible persons / investors including non-residents, and upon such terms and conditions, as may be decided by the Board.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and / or charges already created or to be created in future by the Company, as may be agreed to between the Company’s Board of Directors and the Lenders.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board / Committee be and is hereby authorized to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary.”

4. Loan / Guarantee / Security and Investment by the Company.

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

“RESOLVED THAT in supersession of all earlier Resolutions passed by the Company and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made there under, including any statutory modification(s) or re-enactment thereof for the time being in force and all other provisions of the applicable law(s) and subject to the approval(s) / consent(s) of such appropriate authorities, as may be required under any statute for the time being in force and in terms of Memorandum and Articles of Association of the Company, consent of the Shareholders be and is hereby accorded to the Board of Directors (which term shall include any Committee thereof) of the Company to make loans to any person or other Body Corporate, give any guarantee or provide security in connection with a loan to any other Body Corporate or person and make investment from time to time by way of subscription, purchase from existing Shareholders or otherwise in the securities (including Equity / Ordinary Shares / Preference Shares or any other kind of instruments, whether convertible or not) of any other Body Corporate in excess of Sixty Percent of the Paid-up Share Capital, Free Reserves and Securities Premium Account of the Company or One Hundred Percent of the Free Reserves and Securities Premium Account of the Company, whichever is higher subject to the other conditions and / or exemptions specified in the said Section 186, upto an amount of Rs. 300 Crores (Rupees Three Hundred Crores only), over and above the higher of the limits of Sixty Percent of the Paid-up Share Capital, Free Reserves and Securities Premium Account of the Company or One Hundred Percent of the Free Reserves and Securities Premium Account of the Company, whichever is higher as the Board may in its absolute discretion deem beneficial and in the interest of the Company and the Shareholders / Members do hereby confirm and ratify, the existing loans / investments / guarantees made already.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate and finalize the terms and conditions of the said investments, loans, guarantees and provision of security on behalf of the Company as it deem fit in the interest of the Company, to take all such actions 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 to be signed on the behalf of the Company, in connection with such investments, loans, guarantees and provision of security and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

Registered Office :

809, Raheja Chambers, 8th Floor,
213, Nariman Point, Mumbai - 400 021.
Place: Mumbai
Date : 30th May, 2014

By order of the Board
For **Eurotex Industries and Exports Limited**

Rahul Rawat
Company Secretary
M. No. A27891

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THE NOTICE OF POSTAL BALLOT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1

The Company has surplus parcels of land at Kolhapur. The Board of Directors of the Company are of the opinion that since the Real Estate sector is doing well, the Company can profitably diversify its business into Real Estate. Hence, it is necessary to include Real Estate business as one of the Main Objects of the Company, so that the surplus land available with the Company can be used for Real Estate business which will add to the profitability of the Company.

Your approval is sought by way of Special Resolution for alteration in the Main Objects of the Company as per Section 13 of the Companies Act, 2013.

The Board of Directors accordingly recommends the Special Resolution as set out at Item No. 1 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) or their Relatives are in any way concerned or interested in the Resolution, except to the extent of their equity holdings in the Company.

ITEM NO. 2 and 3

The Members of the Company in its Annual General Meeting held on 28th September, 2002 passed an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 inter alia, authorising the Board of Directors of the Company to borrow moneys in excess of aggregate of the Paid-up Share Capital and Free Reserves of the Company subject to a maximum of Rs. 300 Crores (Rupees Three Hundred Crores only).

Similarly, the Members of the Company in its Annual General Meeting held on 28th August, 1993 passed an Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956 authorizing the Board of Directors of the Company to secure its borrowing by mortgage / charge on any of the movable and / or immovable properties and / or the whole or any part of the undertaking(s) of the Company.

As per provisions of Clause (c) of Sub-Section (1) of Section 180 of the Companies Act, 2013, the Board of Directors of the Company shall not borrow any sum or sums of money in excess of the aggregate of the Paid-up Share Capital and Free Reserves of the Company unless the same is authorised by the Members of the Company by way of Special Resolution.

Similarly, as per the provisions of Clause (a) of Sub- Section (1) of Section 180 of Companies Act, 2013, the Board of Directors of the Company shall not create charge / mortgage / hypothecate the movable and / or immovable properties of the Company unless the same is authorized by the Members of the Company by way of Special Resolution.

The Board of Directors accordingly recommend the Special Resolutions set out at Item Nos. 2 and 3 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) or their Relatives are in any way concerned or interested in the Resolutions, except to the extent of their equity holdings in the Company.

ITEM NO. 4

In terms of Section 186 of the Companies Act, 2013, the Board of Directors of the Company has been permitted to make loans, give guarantees, provide securities to any person or other Body Corporate and make Investments in securities by way of subscription, purchase or otherwise the securities of any Body Corporate to the extent of Sixty Percent of the Paid-up Share Capital and Free Reserves and Securities Premium Account or One Hundred Percent of its Free Reserves and Securities Premium Account, whichever is higher.

However prior approval of the Members is required by way of Special Resolution where the aggregate of Loans and Investments made, Guarantees given and Securities provided exceed the aforesaid limits.

The Board of Directors are seeking consent in terms of Section 186 of the Companies Act, 2013 of the Members of the Company by way of Special Resolution through Postal Ballot to the extent of Rs. 300 Crores (Rupees Three Hundred Crores only) over and above the following limit namely (i) Sixty Percent of the aggregate of its Paid-up Share Capital and Free Reserves and Security Premium Account or (ii) One Hundred Percent of its Free Reserves and Securities Premium Account, whichever is higher.

The Board of Directors accordingly recommend the Special Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) or their Relatives are in any way concerned or interested in the Resolution, except to the extent of their equity holdings in the Company.

By order of the Board
For **Eurotex Industries and Exports Limited**

Registered Office :

809, Raheja Chambers, 8th Floor,
213, Nariman Point, Mumbai - 400 021.
Place: Mumbai
Date : 30th May, 2014

Rahul Rawat
Company Secretary
M. No. A27891

INSTRUCTIONS FOR E-VOTING

The instructions for Members for voting electronically are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the Company name “Eurotex Industries and Exports Limited” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (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) <ul style="list-style-type: none"> ● 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 DETAILS	Enter the Dividend Bank Details as recorded in your Demat account or in the Company records for the said Demat account or Folio. <ul style="list-style-type: none"> ● 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 4th July, 2014 in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN for the Eurotex Industries and Exports Limited on which you choose to vote.
- (xii) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option “YES” or “NO” as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
- (xiii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions details.
- (xiv) After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the Changed Password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 Scrutinizer to verify the vote.
- (xix) The voting period begins on 18th July, 2014 at 10.00 A.M. and ends on 19th August, 2014 at 6.00 P.M. 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 4th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com