



# EUROTEX INDUSTRIES AND EXPORTS LIMITED

Registered Office : 1110, Raheja Chambers, 11th Floor, 213, Nariman Point, Mumbai - 400021 (INDIA)

Phone: (022) 66301400 E-mail: eurotex@eurotexgroup.com Website: www.eurotexgroup.com

CIN: L70200MH1987PLC042598

## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

**Dear Member(s),**

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time (hereinafter referred to as the “**Rules**”) that the Special Resolution(s) in respect of matters as set out in accompanying Postal Ballot Notice are proposed to be transacted by way of Postal Ballot.

An Explanatory Statement pertaining to the said Resolution(s) setting out material facts in respect of the same is annexed hereto. This Postal Ballot Notice together with Postal Ballot Form is being sent to you for your consideration.

The Board of Directors of the Company (the “Board”) has appointed Dr. S. K. Jain, Proprietor of S. K. Jain & Co., Practising Company Secretary (FCS:1473/COP:3076) for conducting the Postal Ballot process in a fair and transparent manner.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 110 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Electronic Voting (**Remote e-Voting**) facility as an alternative to its Members to cast their votes electronically instead of casting the vote using physical Postal Ballot Form. The Company has engaged Central Depository Services (India) Limited (“**CDSL**”), an Agency, authorized by the Ministry of Corporate Affairs (“**MCA**”) for providing e-Voting platform. The Procedure for e-Voting is explained after the Notes provided with this Postal Ballot Notice.

Members who wish to cast their votes physically through Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before Thursday, 24th November, 2016.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of physical Postal Ballot Papers / e-Voting but not later than two days from the date of conclusion of the Postal Ballot process and the result of the Postal Ballot will be announced at 5:00 p.m on Saturday, 26th November, 2016 at the Registered Office of the Company located at 1110, Raheja Chambers, 11th Floor, 213, Nariman Point, Mumbai- 400021 and shall thereafter be published in the newspapers. The result of Postal Ballot along with the Scrutinizer’s Report shall be communicated to the Stock Exchange(s) where the securities of the Company are listed and shall also be displayed at the Registered Office of the Company and hosted on the Company’s Website [www.eurotexgroup.com](http://www.eurotexgroup.com). The date of declaration of results of the Postal Ballot will be taken to be the date of passing of the Resolution(s).

### **SPECIAL BUSINESS:**

#### **1. ISSUE OF 6% NON-CUMULATIVE NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF RS.10 EACH.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 55 read with Section 42 and 62 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 Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and enabling provisions of Memorandum and Articles of Association of the Company and Listing Agreements entered into by the Company with the Stock Exchanges where the Securities of the Company are listed and subject to the approvals, consents, permissions and/or sanctions, as may be required from any appropriate Authority, Institution or Body (hereinafter collectively referred to as “the Appropriate Authority”) and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications (hereinafter referred to as “the requisite approvals”) and which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee duly constituted by the Board or any committee which the Board may have constituted or are hereinafter constitute, to exercise one or more of its powers including the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot 50,00,000 (Fifty Lakhs) 6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs.10/- (Rupees Ten only) each at par to M/s. P.B.M. Polytex Limited having its Registered office at Opposite Railway Station, Petlad, Gujarat-388450 for a total consideration in cash of Rs.5,00,00,000/- (Rupees Five Crores only) on such terms and conditions and in such manner as the Board may think fit.

**RESOLVED FURTHER THAT** 50,00,000 (Fifty Lakhs) 6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs.10/- (Rupees Ten only) each at par shall be subject to the following conditions.

- a) The Preference Shares shall be redeemed at the expiry of 10th year from the date of allotment and the shares shall be redeemed at par. The Company shall have right to exercise call option for redemption of 6% Non-Cumulative Non-Convertible Redeemable Preference Shares at any time within a period of 10 years from the date of allotment.
- b) Such shares will have priority with respect to payment of dividend or repayment of capital vis-à-vis Equity shares.
- c) The shareholder of such shares will not be entitled to participate in surplus fund.
- d) The shareholders of such shares shall be entitled to participation in surplus assets and profits, on winding up which may remain after the entire capital has been repaid.
- e) The payment of dividend on such shares shall be on Non-Cumulative basis.
- f) The shareholders of such shares shall have no option of conversion of Preference Shares into Equity Shares.
- g) In case the dividend on such shares remains unpaid for a period of 2 years or more, the shareholders of such shares shall have a right to vote on all the Resolutions placed before the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may at its discretion be necessary, desirable or expedient to effect the issue or allotment of 50,00,000 (Fifty Lakhs) 6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs.10/- (Rupees Ten only) each at par and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment to M/s. P.B.M. Polytex Limited and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above Resolutions to any Director or to any Committee of Directors or any Officers of the Company to give effect to the aforesaid Resolution.”

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

**Registered Office:**

1110, Raheja Chambers,  
11th Floor, 213, Nariman Point,  
Mumbai - 400021  
Place: Mumbai  
Date: 01st October, 2016

**Rahul Rawat**  
Company Secretary  
M. No. A27891

## Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in relation to the Resolution(s) as set out in the Postal Ballot Notice is annexed hereto.
2. The Company has appointed Dr. S. K. Jain, Proprietor of M/s. S. K. Jain & Co., Practising Company Secretary (FCS:1473/COP:3076) as the Scrutinizer to conduct Postal Ballot process in a fair and transparent manner and to give his report on remote e-Voting and voting through Postal Ballot Forms. The Postal Ballot Form and self-addressed postage pre-paid envelope are enclosed for use of the Members.
3. All documents referred to in the accompanying Notice and the Explanatory Statement is open for inspection at the Registered Office of the Company during the office hours on all working days between 11:00 a.m. and 1:00 p.m. upto Thursday, 24th November, 2016.
4. The voting rights with one vote per share shall be reckoned on the paid up value of shares registered in the name of the shareholders as on Friday, 14th October, 2016.
5. The Company also offers Electronic Voting option (**Remote e-Voting**) to all the Members. Members have an option to vote either through Remote e-Voting or Physically through Postal Ballot Form. Members opting for Remote e-Voting cannot vote through Postal Ballot Form. Similarly, Members opting to vote through Postal Ballot Form should not exercise the option for Remote e-Voting. However, in case Members cast their vote exercising both the options, i.e. through Postal Ballot Form and Remote e-Voting, then votes casted through Postal Ballot Form shall only be taken into consideration and votes casted by Remote e-Voting shall be treated as invalid. e-Voting shall commence from Wednesday, 26th October, 2016 at 9:00 a.m and shall end on Thursday, 24th November, 2016 at 5:00 p.m.
6. Members, who have registered their e-mail ids for receipt of documents in electronic mode under the "**Green Initiative**" undertaken by MCA, Postal Ballot Notice along with Postal Ballot Form are being sent on their registered e-mail ids. Members have an option to cast their votes either through Remote e-Voting or through Postal Ballot Form. Members, who wish to cast their votes physically through Postal Ballot Form, may do so by filling up the details required therein. The Postal Ballot Form for casting vote physically can also be obtained from the Company's Registrar and Share Transfer Agents, Datamatics Financial Services Limited, Plot No. B-5, Part B Cross Lane, MIDC, Andheri (East), Mumbai - 400093 or from the Company. The Postal Ballot Form duly completed should be sent to the Scrutinizer in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before Thursday, 24th November, 2016 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Members.
7. The attached self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board and the Form after casting of the vote should be put inside the same and the envelope should be duly sealed. Envelope containing the Form will also be accepted if physical copy thereof duly sealed inside the attached postage pre-paid envelope is sent by any other mode at the expense of the Member.
8. The Form should be signed by the Member as per the specimen signature registered with the Company. In case the shares are jointly held, the Form should be completed and signed by the first named holder and in his/her absence, by the next named holder. Holders of Power of Attorney (POA) on behalf of a Member may vote on the Form mentioning the Registration No. of the POA registered with the Company or attach notarial attested copy of the POA. Unsigned Forms will be rejected.
9. In case of shares held by Companies, Trusts, Societies, etc. the duly completed Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably, with the attested specimen signature(s) of the duly Authorised Signatory(ies) giving the requisite authority to the person voting on the Form.
10. Members are requested not to send any document (other than the Resolution/ Authority as mentioned above) along with the completed Form inside the enclosed self-addressed prepaid envelope, as all such envelopes without opening will be sent to the Scrutinizer. If any extraneous matter be found in any such envelope, the same will not be considered and would be destroyed by the Scrutinizer.
11. There will be only one Form for each Folio/Client Id. Exercise of vote through Postal Ballot is not permitted through proxy.
12. Incomplete, improperly or incorrectly tick marked Forms will be rejected.
13. The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of Postal Ballot will be announced by placing it on the website of the Company [www.eurotexgroup.com](http://www.eurotexgroup.com) on Saturday, 26th November, 2016 at 5:00 p.m.

## INSTRUCTIONS FOR E-VOTING

- (i) The voting period begins on Wednesday, 26th October, 2016 at 9:00 a.m. and ends on Thursday, 24th November, 2016 at 5:00 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 Friday, 14th October, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders).</p> <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence Number which is printed on the Postal Ballot Form.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (iv)</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used as printed on the Postal Ballot Form for e-Voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of 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 Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then enter the User ID and the Image Verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non-Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **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**

To meet its growth objectives, to strengthen the financial position and also to meet adequate working requirements of the Company, the Company is in requirement to generate medium/long term resources, and has approached M/s. P.B.M. Polytex Limited to bring in Capital by subscribing to 50,00,000 (Fifty Lakhs) 6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs.10/- (Rupees Ten only) each at par aggregating to Rs.5,00,00,000/- (Rupees Five Crores only). The said Company has agreed to bring in Rs.5,00,00,000/- (Rupees Five Crores only) by subscribing to 50,00,000 (Fifty Lakhs) 6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs.10/- (Rupees Ten only) each.

The material facts concerned with and relevant to issue of 50,00,000 (Fifty Lakhs) 6% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each at par are as follows:

<b>SR. NO.</b>	<b>MATERIAL FACTS RELEVANT TO THE ISSUE</b>	<b>DETAILS</b>
A.	The size of the issue Number of Preference Shares Nominal value of each Share	Rs. 5,00,00,000/- (Rupees Five Crores only) 50,00,000 (Fifty Lakhs). Rs. 10/- (Rupees Ten only).
B.	Nature of Shares	Non-Cumulative, Non-Convertible, Non-Participating, Redeemable.
C.	Objective of the issue	To meet growth objectives, to strengthen the financial position and also, to meet adequate working capital requirements.
D.	Manner of issue of shares	The Shares shall be issued to M/s. P.B.M. Polytex Limited at a time.
E.	Price at which Shares are proposed to be issued	Rs. 10/- (Rupees Ten only).
F.	Basis on which price has been arrived at	At fair value as determined by M/s. Sarda Soni Associates, Chartered Accountants, vide their Valuation Report dated 30th September, 2016.
G.	Terms of issue and dividend rate	The Shares shall carry Coupon Rate of 6% per annum and if the dividend remains unpaid for a period of 2 years, the holder of the Shares shall have a voting right on all the Resolutions placed before the meeting of the Company.
H.	Terms of redemption	The Preference Shares shall be redeemed at the expiry of 10th year from the date of allotment and the Shares shall be redeemed at par. The Company shall have right to exercise call option for redemption of 6% Non-Cumulative Non-Convertible Redeemable Preference Shares at any time within a period of 10 years from the date of allotment.
I.	Manner and mode of redemption	The Preference Shares shall be redeemed out of profits of the Company or out of the proceeds of the fresh issue.

J. Expected dilution in Equity Share Capital Since Preference Shares are Non-Convertible and Redeemable, there will be no dilution in Equity Share Capital of the Company.

Category	No. of Shares	% of Holding
Promoters	62,11,627	70.99
Public	25,38,238	29.01

\* Detailed shareholding pattern is available on the website of the Company i.e. **www.eurotexgroup.com** and is also available on the website of BSE Limited i.e. **www.bseindia.com** and National Stock Exchange of India Limited i.e. **www.nseindia.com**

The Board of Directors recommend Resolution as set out in Item No.1 of the Notice for consideration and approval of the Members of the Company by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is 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:**  
1110, Raheja Chambers,  
11th Floor, 213, Nariman Point,  
Mumbai - 400021  
Place: Mumbai  
Date: 01st October, 2016

**Rahul Rawat**  
Company Secretary  
M. No. A27891