



EUROTEX INDUSTRIES AND EXPORTS LIMITED

Registered Office: 1110, Raheja Chambers, 11th Floor, 213, Nariman Point, Mumbai – 400 021.

Phone : (022) 6630 1400 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 Companies (Management and Administration) Rules, 2014) and the MCA Circulars (as defined below)

To

The Shareholders of Eurotex Industries and Exports Limited,

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the “**Rules**”), General Circular No.14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, issued by Ministry of Corporate Affairs, Government of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), read with Circular dated 12th May, 2020, and Circular dated 15th January, 2021, issued by Securities and Exchange Board of India titled as “Additional relaxations in relation to compliance with certain provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Covid-19 Pandemic” and Secretarial Standard issued by The Institute of Company Secretaries of India on General Meetings (**SS-2**), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time) and other applicable laws and regulations, if any, that it is proposed to seek the consent of the shareholders of Eurotex Industries and Exports Limited (the “**Company**”) for their consideration and approval of the Resolution appended below through Postal Ballot, by way of Remote Electronic Voting (“**e-Voting**”).

The Statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the Resolution is also appended herewith and is being sent to the shareholders through Electronic mode, of the Postal Ballot Notice.

In view of current extraordinary circumstances due the pandemic situation of COVID-19 and pursuant to the guidelines and notifications issued by the Ministry of Home Affairs, Government of India and in light of circulars issued by the Ministry of Corporate Affairs, Government of India (the ‘**MCA**’) vide their General Circular No.14/2020 dated 8th April, 2020 and General Circular No.17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, (the ‘**MCA Circulars**’) as mentioned above and pursuant to Section 110 of the Companies Act and the Rules made thereunder, the Company proposes for passing of Resolutions as per this Postal Ballot Notice. In terms of said Section of the Companies Act, 2013 and the Rules, a Company may and in case of Resolution relating to such business as the Central Government may, by notification, declare to be conducted only by Postal Ballot, shall, get any Resolution (other than Ordinary Business and any Business in respect of which Directors or Auditors have right to be

heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in General Meeting of the Company.

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Companies are advised to take all decisions requiring shareholders' approval (other than items of ordinary business or business where any person has a right to be heard) through the mechanism of e-Voting in accordance with the provisions of the Companies Act, 2013, and Rules made thereunder, without holding a General Meeting that requires physical presence of shareholders at a common venue. The MCA has clarified vide its General Circular No. 39/2020 dated 31st December, 2020 to allow Companies to conduct their EGMs through VC or OAVM or transact items through Postal Ballot in accordance with the framework provided in the aforesaid Circulars up to 30th June, 2021 or till further orders, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. In view of the above, the Company will send Postal Ballot Notice by e-mail to all its shareholders who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the shareholders will only take place through the e-Voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and Pre-paid Business Reply Envelope will not be sent to the shareholders for this Postal Ballot.

Pursuant to Rule 22 (5) of the Rules, the Company has appointed Dr. S. K. Jain, Practicing Company Secretary (Membership No.: FCS 1473), Proprietor of S. K. Jain & Co., to act as the Scrutinizer for conducting the e-Voting process, in a fair and transparent manner.

The business of the Postal Ballot shall be transacted through e-Voting. Accordingly, the Company, in compliance with Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the shareholders (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matter included in the Notice of the Postal Ballot by electronic means and are requested to follow the procedure as stated in the Notes which form the part of Notice. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), as an agency, to facilitate e-Voting for the Postal Ballot. Shareholders are requested to vote only by means of Remote e-Voting.

The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his Report to the Chairman or in his absence to a person authorized by him in writing, after completion of scrutiny of votes cast by e-Voting. In the event of Lockdown on account of COVID-19 situation is eased of and the Company's offices are open for business, the Company will display the Results of Postal Ballot at its Registered Office of the Company on or before Thursday, 20th May, 2021 and will also be published in the Newspapers and will be intimated to the Stock Exchanges, where the Equity Shares of the Company are listed. The Result of the Postal Ballot will also be displayed on the

website of the Company. The Resolution, if passed by requisite majority, shall be deemed to have been passed effectively on the last date specified by the Company for receipt of e-Voting i.e., Tuesday, 18th May, 2021.

SPECIAL BUSINESS:

1. TO RE-APPOINT SHRI KRISHAN KUMAR PATODIA AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 YEARS

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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the Act, the recommendations of Nomination and Remuneration Committee and Board of Directors and such other approvals or consents as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, consent of the shareholders of the Company be and is hereby accorded for re-appointment of Shri Krishan Kumar Patodia (DIN: 00027335) as Managing Director of the Company for a further period of three years with effect from 21st May, 2021, upon such terms and conditions as set out in the Agreement executed between the Company and Shri Krishan Kumar Patodia, as placed before this Meeting and duly initialed by Shri Hari Prasad Siotia, Director of the Company, for the purpose of identification.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and Board of Directors be and are hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above re-appointment and remuneration in such a manner as may be permitted in accordance with the provisions of the Act and any amendment thereto or re-enactment thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may, in their absolute discretion deemed necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing Resolution.”

a) **Salary**

Salary of Rs.1,75,000/- per month, with effect from 21st May, 2021.

b) **Incentive**

Incentive not exceeding 10% per annum of the salary as may be determined by the Board from time to time at their own discretion.

c) Perquisites

- i. Housing: Rent free Accommodation will be provided to the appointee, the Perquisite value of which will be considered as per Income Tax Rules. In case no Accommodation is provided by the Company, House Rent Allowance subject to a ceiling of 60% of the Salary per month shall be paid. In addition, the appointee shall be allowed Company owned furniture and fixtures, if required.
- ii. The expenditure incurred by the appointee on gas, electricity and water shall be reimbursed by the Company.
- iii. All medical expenses incurred in India or abroad by the appointee for self and his family shall be reimbursed.
- iv. Leave Travel Concession for the appointee and his family will be allowed once in a year.
- v. Fees of the Clubs: Subject to a maximum of two clubs will be allowed. This will not include admission and life membership fees.
- vi. Personal Accident Insurance and Mediclaim Insurance for self and his family. The premium of which shall not exceed Rs. 40,000/- per annum.
- vii. Contribution to Provident Fund and to Superannuation or Annuity Fund not exceeding in total @25% of the salary.
- viii. Gratuity: Gratuity at the rate of one month's salary, for each completed year of service.
- ix. Free use of Company's car for Company's work as well as for personal purpose along with driver.
- x. Telephone at residence at Company's cost.
- xi. Leave and encashment of unavailed leave as per the Rules of the Company.
- xii. Subject to any statutory ceiling/s, the appointee may be given any other allowances, perquisites, benefits and facilities as decided by the Board of Directors from time to time.

d) Commission

In addition to Salary, Incentive and Perquisites, the appointee shall also be entitled to commission, the amount of which will be determined by the Board from time to time based on the net profits of the Company, subject to the ceiling stipulated in Section 196 and 197 of the Companies Act,2013.

e) **Minimum Remuneration**

The above appointee shall be paid the remuneration as stated above as minimum remuneration, in the event of inadequacy of profit subject to the ceiling of remuneration as stated in Part II, Section II of Schedule V of the Companies Act, 2013, with such modifications as may be therein from time to time, being in force.

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. TO RE-APPOINT SHRI NARAYAN PATODIA AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 YEARS

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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the Act, the recommendations of Nomination and Remuneration Committee and Board of Directors and such other approvals or consents as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, consent of the shareholders of the Company be and is hereby accorded for re-appointment of Shri Narayan Patodia (DIN: 00013122) as Managing Director of the Company for a further period of three years with effect from 21st May, 2021, upon such terms and conditions as set out in the Agreement executed between the Company and Shri Narayan Patodia, as placed before this Meeting and duly initialed by Shri Hari Prasad Siotia, Director of the Company, for the purpose of identification.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and Board of Directors be and are hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above re-appointment and remuneration in such a manner as may be permitted in accordance with the provisions of the Act and any amendment thereto or re-enactment thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may, in their absolute discretion deemed necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing Resolution.”

a) **Salary**

Salary of Rs.1,25,000/- per month, with effect from 21st May, 2021.

b) Incentive

Incentive not exceeding 10% per annum of the salary as may be determined by the Board from time to time at their own discretion.

c) Perquisites

- i. Housing: Rent free Accommodation will be provided to the appointee, the Perquisite value of which will be considered as per Income Tax Rules. In case no Accommodation is provided by the Company, House Rent Allowance subject to a ceiling of 60% of the salary per month shall be paid. In addition, the appointee shall be allowed Company owned furniture and fixtures, if required.
- ii. The expenditure incurred by the appointee on gas, electricity and water shall be reimbursed by the Company.
- iii. All medical expenses incurred in India or abroad by the appointee for self and his family shall be reimbursed.
- iv. Leave Travel Concession for the appointee and his family will be allowed once in a year.
- v. Fees of the Clubs: Subject to a maximum of two clubs will be allowed. This will not include admission and life membership fees.
- vi. Personal Accident Insurance and Mediclaim Insurance for self and his family. The premium of which shall not exceed Rs. 35,000/- per annum.
- vii. Contribution to Provident Fund and to Superannuation or Annuity Fund not exceeding in total @25% of the salary.
- viii. Gratuity: Gratuity at the rate of one month's salary, for each completed year of service.
- ix. Free use of Company's car for Company's work as well as for personal purpose along with driver.
- x. Telephone at residence at Company's cost.
- xi. Leave and encashment of unavailed leave as per the Rules of the Company.
- xii. Subject to any statutory ceilings, the appointee may be given any other allowances, perquisites, benefits and facilities as decided by the Board of Directors from time to time.

d) Commission

In addition to Salary, Incentive and Perquisites, the appointee shall also be entitled to commission, the amount of which will be determined by the

Board from time to time based on the net profits of the Company subject to the ceiling stipulated in Section 196 and 197 of the Companies Act, 2013.

e) **Minimum Remuneration**

The above appointee shall be paid the remuneration as stated above as minimum remuneration, in the event of inadequacy of profit subject to the ceiling of remuneration as stated in Part II, Section II of Schedule V of the Companies Act, 2013, with such modifications as may be therein from time to time, being in force.

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. TO RE-APPOINT SHRI RAJIV PATODIA AS EXECUTIVE DIRECTOR OF THE COMPANY FOR A PERIOD OF 3 YEARS

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the Act, the recommendations of Nomination and Remuneration Committee and Board of Directors and such other approvals or consents as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, consent of the shareholders of the Company be and is hereby accorded for re-appointment of Shri Rajiv Patodia (DIN: 00026711) as Executive Director of the Company for a further period of three years with effect from 21st May, 2021, upon such terms and conditions as set out in the Agreement executed between the Company and Shri Rajiv Patodia, as placed before this Meeting and duly initialed by Shri Hari Prasad Siotia, Director of the Company, for the purpose of identification.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and Board of Directors be and are hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above re-appointment and remuneration in such a manner as may be permitted in accordance with the provisions of the Act and any amendment thereto or re-enactment thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may, in their absolute discretion deemed necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing Resolution.”

a) **Salary**

Salary of Rs. 75,000/- per month, with effect from 21st May, 2021.

b) Incentive

Incentive not exceeding 10% per annum of the salary as may be determined by the Board from time to time at their own discretion.

c) Perquisites

- i. Housing: Rent free Accommodation will be provided to the appointee, the Perquisite value of which will be considered as per Income Tax Rules. In case no Accommodation is provided by the Company, House Rent Allowance subject to a ceiling of 60% of the salary per month shall be paid. In addition, the appointee shall be allowed Company owned furniture and fixtures, if required.
- ii. The expenditure incurred by the appointee on gas, electricity and water shall be reimbursed by the Company.
- iii. All medical expenses incurred in India or abroad by the appointee for self and his family shall be reimbursed.
- iv. Leave Travel Concession for the appointee and his family will be allowed once in a year.
- v. Fees of the Clubs: Subject to a maximum of two clubs will be allowed. This will not include admission and life membership fees.
- vi. Personal Accident Insurance and Mediclaim Insurance for self and his family. The premium of which shall not exceed Rs. 30,000/- per annum.
- vii. Contribution to Provident Fund and to Superannuation or Annuity Fund not exceeding in total @25% of the salary.
- viii. Gratuity: Gratuity at the rate of one month's salary, for each completed year of service.
- ix. Free use of Company's car for Company's work as well as for personal purpose along with driver.
- x. Telephone at residence at Company's cost.
- xi. Leave and encashment of unavailed leave as per the Rules of the Company.
- xii. Subject to any statutory ceilings, the appointee may be given any other allowances, perquisites, benefits and facilities as decided by the Board of Directors from time to time.

d) Commission

In addition to Salary, Incentive and Perquisites, the appointee shall also be entitled to commission, the amount of which will be determined by the

Board from time to time based on the net profits of the Company subject to the ceiling stipulated in Section 196 and 197 of the Companies Act, 2013.

e) **Minimum Remuneration**

The above appointee shall be paid the remuneration as stated above as minimum remuneration, in the event of inadequacy of profit subject to the ceiling of remuneration as stated in Part II, Section II of Schedule V of the Companies Act, 2013, with such modifications as may be therein from time to time, being in force.

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.”

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

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

**Place: Mumbai
Date: 13th April, 2021**

**Registered Office:
1110, Raheja Chambers,
11th Floor, 213, Nariman Point,
Mumbai – 400 021.**

Notes:

1. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, setting out all material facts pertaining to the above Resolutions contained in the Postal Ballot Notice is annexed hereto. A copy of the Postal Ballot Notice is also available on the Company's website www.eurotexgroup.com and also on the website of the Stock Exchange on which the Equity Shares of the Company are listed.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the assent or dissent of the shareholders in respect of the Resolution as set out in the Postal Ballot Notice is being determined by means of e-Voting system only as provided by the Company.
3. The Postal Ballot Notice is being sent by e-mail to all the shareholders, whose name appears on the Register of Members/List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, 9th April, 2021 and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depositories Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent i.e. Datamatics Business Solutions Limited. Each Shareholder's voting rights shall be in proportion to his/ her share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.

Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and Pre-paid Business Reply Envelope to the shareholders for this Postal Ballot. To facilitate such shareholders to receive this Notice electronically and cast their vote electronically and in terms of the General Circular No. 17/2020 issued by Ministry of Corporate Affairs dated 13th April, 2020, the shareholders who have not registered their email addresses with the company can get the same registered with the Company by sending their email addresses with their Full Name and Folio no. at companysecretary@eurotexgroup.com. Post successful registration of the email, the shareholder would get soft copy of the Notice and the procedure for e-Voting along with the User ID and Password to enable e-Voting for this Postal Ballot. In case of any queries, shareholder may write to companysecretary@eurotexgroup.com.

4. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, Datamatics Business Solutions Limited (RTA) to enable servicing of Notices / Documents / Annual Reports electronically to their email address.
5. The Portal for e-Voting will remain open for the shareholders for exercising their voting from Monday, 19th April, 2021 till Tuesday, 18th May, 2021 (both days inclusive). Please note that e-Voting module will be disabled for voting by CDSL after the said date and time. During this period, the shareholders of the Company holding shares either in physical form or dematerialized form as on Friday, 9th April, 2021 (cut-off date) may cast their vote

electronically. Once vote on the Resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently or cast the vote again. Resolution passed by the shareholders through Postal Ballot shall be deemed to have been passed as if it has been passed at a General Meeting of the shareholders. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified by the Company for e-Voting i.e., Tuesday, 18th May 2021.

6. The Board of Directors of the Company has appointed Dr. S. K Jain, Practicing Company Secretary (Membership No.: FCS 1473), Proprietor of S. K. Jain & Co., as the Scrutinizer for scrutinizing the e-Voting process and conducting Postal Ballot process, in a fair and transparent manner.
7. The Scrutinizer shall prepare the Scrutinizer's Report on the total votes cast in favor or against or abstained, if any. The Scrutinizer will submit his report to Chairman of the Company or any person authorized by him, after completion of scrutiny of votes received through e-Voting. The results of the Postal Ballot will be announced on or before Thursday, 20th May, 2021. The result of the Postal Ballot will be posted on the Company's website and shall also be communicated to the Stock Exchange where the Company's shares is listed. In the event that National Lockdown on account of COVID-19 situation is eased of and the Company's offices are open for business, the Company will also display the results of Postal Ballot at its Registered Office.
8. In compliance with provisions of Sections 108 and 110 of the Companies Act and Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the Company is pleased to provide the facility to the Shareholders to exercise their votes electronically and vote on the Resolution through the e-Voting facility. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-Voting facility to its Shareholders. In terms of the General Circular No.14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020 issued by the Ministry of Corporate Affairs, Government of India (the 'MCA Circulars'), voting can be done only by e-Voting. As the e-Voting does not require a person to attend to a meeting physically, the Shareholders are strongly advised to use the e-Voting procedure by themselves and not through any other person/ proxies.
9. Any queries/grievances pertaining to the e-Voting process can be addressed to CDSL by sending an e-mail at helpdesk.evoting@cdslindia.com
10. The Notice is also placed on the website of the Company i.e. www.eurotexgroup.com
11. **Voting through Electronic Means (e-Voting)**

In compliance with the requirements of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and

Administration) Rules, 2014 including the amendments thereto, the Company is pleased to provide e-Voting facility to all its Members, to enable them to cast their votes electronically, for the Resolution proposed to be passed through Postal Ballot, instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-Voting facility to all its Members.

INSTRUCTIONS FOR E-VOTING

- (i) The voting period begins on Monday, 19th April, 2021 (9:00 AM) and ends on Tuesday, 18th May, 2021 (5:00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 9th April, 2021, 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.
- (iii) Click on “Shareholders” tab.
- (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	<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"> • 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 8 digits of the sequence number (which is printed on the Address Slip) in the PAN field. • In case the sequence 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 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

<p>Dividend Bank Details or Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (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"> • 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).
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Shareholders 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 on 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 Address Slip 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 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 Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details 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 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 under help section or write an email to 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, 2 & 3

Shri Krishan Kumar Patodia and Shri Naryan Patodia were appointed as Managing Directors of the Company for a period of 3 years with effect from 21st May, 2018 to 20th May, 2021. Shri Krishan Kumar Patodia had already attained age of 70 years when his re-appointment was made through Postal Ballot. Shri Naryan Patodia will attain age of 70 years on 30th October, 2021 i.e., during the tenure of holding office of Managing Director of the Company, hence the Resolutions proposed at item no.1 and 2 seeks to obtain approval of shareholders of the Company through Postal Ballot by way of Special Resolution.

Shri Rajiv Patodia was appointed as an Executive Director of the Company for a period of 3 years with effect from 21st May, 2018 to 20th May, 2021 in terms of approval granted by the shareholders of the Company through Postal Ballot. Accordingly, he holds his office as Executive Director of the Company up to 20th May, 2021, hence the Resolution set out at item no.3 of the notice seeks approval of the shareholder by way of Ordinary Resolution through Postal Ballot for his reappointment as Executive Director of the Company for a period of 3 years with effect from 21st May, 2021.

Shri Narayan Patodia and Shri Rajiv Patodia, being the relatives, are concerned or interested in the passing of the above said Special Resolution at item no.1 of the notice. Shri Krishan Kumar Patodia and Shri Rajiv Patodia being the relatives are concerned or interested in the passing of the above said Special Resolution at item no.2 of the notice. Shri Krishan Kumar Patodia and Shri Narayan Patodia being the relatives are concerned or interested in the passing of the above said Ordinary Resolution at item no.3 of the notice.

Besides above, no other Director is concerned or interested in considering or passing the above said Ordinary and Special Resolutions mentioned at item no. 1, 2 & 3 of the Notice.

The draft agreements containing the terms of appointment and remuneration payable to Shri Krishan Kumar Patodia, Shri Narayan Patodia, Managing Directors and Shri Rajiv Patodia, Executive Director are available for inspection by the shareholders of the Company on any working day (except on Saturday, Sunday and any public holiday) at the Registered Office of the Company between 11:00 a.m. to 1:00 p.m. during the period from 7th May, 2021 to 18th May, 2021.

The disclosure of the terms of remuneration in the above said explanatory statement may be treated as disclosure to the members and may also be treated as an abstract of Directors' interest in the contract appointing Managing Directors / Executive Director under provisions of Section 190 of the Companies Act, 2013.

In accordance with the provisions of Schedule V, Part II, Section II where a Company has no profits or its profits are inadequate, it may pay remuneration to a managerial person by way of Salary, Dearness Allowance, Perquisites and other Allowances up to Rs.84 Lakhs per annum with prior approval of the Members provided the following conditions are taken care of;

- i. Payment of remuneration is approved by a Resolution passed by the Board and in the case of a Company covered under sub-section (1) of Section 178 also by the Nomination and Remuneration Committee;

- ii. The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of such managerial personnel;
- iii. A statement along with a Notice calling the General Meeting referred to in Clause (iii) is given to the shareholders containing certain information namely;

I. General Information:

- a. Nature of Industry:

Manufacturer and Exporter of Yarn and Knitted Fabrics (Government recognized Trading House as well as AN ISO 9001 and Oko-Tex Standard 100 Certificate Holder)

- b. Date or expected date of commencement of commercial production:

Not Applicable.

- c. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

- d. Financial Performance based on given indicators:

The Company started its manufacturing and exports in the year 1989-90 and since then, the Company has been paying dividends except for financial years 2001-02, 2006-07 to 2012-13, 2014-15 to 2019-20 on Equity Shares. The Company's last five years performance is given hereunder:

Particulars	2015-16	2016-17	2017-18	2018-19	2019-20
Sales	227.91	181.32	252.05	196.75	42.06
Other Income	7.31	7.79	1.14	1.40	7.54
Total Revenue	235.22	189.11	253.19	198.15	49.60
Profit Before Tax	(5.72)	(12.01)	(15.28)	(17.29)	(21.80)
Profit After Tax	(5.38)	(11.68)	(14.17)	(17.07)	(18.76)

- e. Foreign Investments or Collaborations, if any:

The Company has not made any Foreign Investments and neither entered into any collaborations

II. Information about the appointees:

a. Shri Krishan Kumar Patodia

1) Background Details:

Shri Krishan Kumar Patodia is B.Sc. Textiles (Hons.) and a gold medalist from Punjab University, Chandigarh, having a rich and varied experience in the Textile Industry of more than 56 years. He is the Chief Promoter of Eurotex Industries and Exports Limited and is Managing Director from the inception. Prior to this he was Managing Director in PBM Polytex Limited for 8 years and earlier has been Managing Director of GTN Textiles Limited for 15 years. He holds rich experience in the Textile Industry in all the fields including raw material purchases, manufacturing, administration, finance, management and marketing. He has been instrumental in setting up this Export Oriented Unit in cotton spinning in private sector in India with the latest state of the art technology.

2) Past Remuneration:

During the financial year 2019-20, Shri Krishan Kumar Patodia was paid the following remuneration:

(in Rs.)				
Salary	Perquisites	P.F. / Superannuation	Commission	Total
21,00,000	21,79,003	5,25,000	--	48,04,003

3) Recognition or Awards:

Shri Krishan Kumar Patodia has been Vice President of Confederation of Export Units, Western Region. He was also the Managing Committee Member of The Cotton Textile Export Promotion Council. He was also a member of the Managing Committee of TITS College, Bhiwani.

4) Job profile and his suitability:

As Managing Director of the Company, Shri Krishan Kumar Patodia will have overall managerial responsibility and with his rich experience of more than 53 years of management at top levels in the Textile Industry, he is well suited for the post. He has been handling and monitoring all the activities of the Company including mill management, finance, administration, purchases and marketing. He has been the guiding force resulting in the good performance of the Company both in exports as well as in domestic market. In view of his increased responsibilities and working requirements the remuneration recommended is fair and justified.

5) Remuneration proposed has already been given in detail in proposed Special Resolution No.1 as stated above.

- 6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The Nomination and Remuneration Committee and the Board of Directors of the Company after taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Shri Krishan Kumar Patodia, the remuneration proposed to be paid is commensurate with his experience in the industry and in level with similar job in Textile Industry.

- 7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

The Company had not entered into any transaction of a material nature with any of the related parties which were in conflict with the interest of the Company. Further, all transactions with the Related Parties were in the ordinary course of business and at arm's length basis. Shri Narayan Patodia and Shri Rajiv Patodia, Directors of the Company are related to Shri Krishan Kumar Patodia.

b. Shri Narayan Patodia

- 1) Background Details:

Shri Narayan Patodia is B.E. Mech. from BITS Pilani. He is one of the Promoters of Eurotex Industries and Exports Limited and its Managing Director from year 1990. Prior to that he was Executive Director in PBM Polytex Limited. He holds rich experience in the Textile Industry in all the fields including raw material purchases, manufacturing, administration, finance, management and marketing.

- 2) Past Remuneration:

During the financial year 2019-20, Shri Narayan Patodia was paid the following remuneration:

(in Rs.)

Salary	Perquisites	P.F. / Superannuation	Commission	Total
15,00,000	11,95,397	3,75,000	--	30,70,397

- 3) Job profile and his suitability:

As Managing Director of the Company, Shri Narayan Patodia will have managerial responsibility and with his rich experience of more than 40 years of Management at top levels in the Textile Industry, he is well suited for the post. He has been handling and monitoring mill management and administration. In view of his increased responsibilities and working requirements the remuneration recommended is fair and justified.

- 4) Remuneration proposed has already been given in detail in proposed Special Resolution No.2 as stated above.
- 5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The Nomination and Remuneration Committee and the Board of Directors of the Company after taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Shri Narayan Patodia, the remuneration proposed to be paid is commensurate with his experience in the industry and in level with similar job in Textile Industry.

- 6) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

The Company had not entered into any transaction of a material nature with any of the related parties which were in conflict with the interest of the Company. Further, all transactions with the Related Parties were in the ordinary course of business and at arm's length basis. Shri Krishan Kumar Patodia and Shri Rajiv Patodia, Directors of the Company are related to Shri Narayan Patodia.

c. Shri Rajiv Patodia

- 1) Background Details:

Shri Rajiv Patodia is B.Sc. (Finance) from Babson College, U.S.A. He is having a rich and varied experience in the Textile Industry of more than 28 years. He is one of the Promoters of Eurotex Industries and Exports Limited and is an Executive Director. He holds rich experience in the Textile Industry in all the fields including raw material purchases, manufacturing, administration, finance, management and marketing.

- 2) Past Remuneration:

During the financial year 2019-20, Shri Rajiv Patodia was paid the following remuneration:

(in Rs.)				
Salary	Perquisites	P.F. / Superannuation	Commission	Total
9,00,000	10,50,755	2,25,000	--	21,75,755

- 3) Job profile and his suitability:

As Executive Director of the Company, Shri Rajiv Patodia will have managerial responsibility and with his rich experience of more than 28 years of management at top levels in the Textile Industry, he is well suited for the post. He has been

handling and monitoring all the activities of the Company including mill management, finance, purchases and marketing. He has been the guiding force resulting in the good performance of the Company both in exports as well as in domestic market. In view of his increased responsibilities and working requirements the remuneration recommended is fair and justified.

- 4) Remuneration proposed has already been given in detail in proposed Ordinary Resolution Number 3 as stated above.
- 5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The Nomination and Remuneration Committee and the Board of Directors of the Company after taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Shri Rajiv Patodia, the remuneration proposed to be paid is commensurate with his experience in the industry and in level with similar job in Textile Industry.

- 6) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

The Company had not entered into any transaction of a material nature with any of the related parties which were in conflict with the interest of the Company. Further, all transactions with the Related Parties were in the ordinary course of business and at arm's length basis. Shri Krishan Kumar Patodia and Shri Narayan Patodia, Directors of the Company are related to Shri Rajiv Patodia.

III. Other Information:

- 1) Reasons for loss or inadequate profits:

On account of severe inter union rivalry, mill production and working comes to a grinding halt and suffered substantially.

- 2) Steps taken or proposed to be taken for improvement:

On resumption of normal operations, cost control measures including reduction in input costs, labour and other manufacturing costs will be taken.

Many workers and employees had taken the benefit of Voluntary Retirement Scheme and due to which there should be substantial saving in employee cost.

- 3) Expected increase in productivity and profits in measurable terms:

Not possible to quantify.

IV. Disclosures:

The necessary disclosures have been mentioned in the Board of Director's report under the heading "Corporate Governance" attached to the Annual Report for the year ended 31st March, 2020.

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

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

**Place: Mumbai
Date: 13th April, 2021**

**Registered Office:
1110, Raheja Chambers,
11th Floor,
213, Nariman Point,
Mumbai – 400 021.**