



# EUROTEX INDUSTRIES AND EXPORTS LIMITED

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CIN : L70200MH1987PLC042598

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## 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 Members 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**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), 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**”).

In view of 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 8<sup>th</sup> April, 2020 and General Circular No.17/2020 dated 13<sup>th</sup> April, 2020, (the ‘**MCA Circulars**’) and pursuant to Section 110 of the Companies Act and the Rules made thereunder, the Company proposes for passing of Resolution 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 that for Companies that are required to provide e-Voting facility under the Companies Act, 2013, while they are transacting any business(es) only by Postal Ballot up to 30<sup>th</sup> June, 2020, or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, 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 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 Company is offering facility of e-Voting to all its Shareholders to enable them to cast their votes electronically. Shareholders 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 that National 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 as its Registered Office of the Company on or before Friday 10<sup>th</sup> July, 2020 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. 7<sup>th</sup> July, 2020.

#### **SPECIAL BUSINESS:**

**To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) 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 180 (1) (a) and Section 110 and other applicable provision, if any, of the Companies Act, 2013 read with relevant Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the enabling provision in the Articles of Association of the Company read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The “**LODR**”) and subject to such approvals, sanctions, consents, registrations and permissions as may be required, the consent of the Shareholders of the Company, be and hereby accorded to the Board of Directors of the Company (hereinafter referred as the “**Board**” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this Resolution) to sell, lease or otherwise dispose of whole or substantially the whole or any of its undertaking(s) in which the investment of the

Company exceeds 20% of its Net Worth or which generates 20% of the Total Income of the Company as per the Audited Balance Sheet of the Company of the preceding Financial Year, in which such undertaking(s) is sold, leased or otherwise disposed of in one or several tranches up to a total amount not exceeding Rs. 14 Crores (Rs. Fourteen Crores only) (including Rs. 5 Crores (Rs. Five Crores only) earlier approved by the Shareholders of the Company).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment/ conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board and to do all such other acts, deeds, matters and things as they may deem necessary and/ or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the undertaking(s) as the Board may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments and to engage any advisor, consultant, agent or intermediary as may be deemed necessary to give effect to this Resolution”

**By order of the Board  
For Eurotex Industries and Exports Ltd.**

**Rahul Rawat  
Company Secretary  
M. No.: 27891**

Date: 26<sup>th</sup> May, 2020

Place: Mumbai

## 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 Resolution 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](http://www.eurotexgroup.com) and also on the website of the Stock Exchanges 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 Members 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, 29<sup>th</sup> May, 2020 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.
4. The Portal for e-Voting will remain open for the Shareholders for exercising their voting from Monday, 8<sup>th</sup> June, 2020, at 09:00 AM till Tuesday, 7<sup>th</sup> July, 2020, at 05:00 PM (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, 29<sup>th</sup> May, 2020 (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, 7<sup>th</sup> July, 2020.
5. 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.
6. The Scrutinizer shall prepare the Scrutinizer's Report on the total votes cast in favour 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 Friday, 10<sup>th</sup> July, 2020. The result of the Postal Ballot will be posted on the Company's website and shall also be communicated to the Stock Exchanges where the Company's shares are 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 as its Registered Office.
7. 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 8<sup>th</sup> April, 2020 read with General Circular No.17/2020 dated 13<sup>th</sup> April, 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.

8. Any queries/grievances pertaining to the e-Voting process can be addressed to CDSL by sending an e-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**9. 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.

**For Eurotex Industries and Exports Ltd.**

**Rahul Rawat**  
**Company Secretary**  
**M. No.: 27891**

**THE INSTRUCTIONS FOR MEMBERS VOTING ELECTRONICALLY ARE AS UNDER:**

- (i) The voting period begins on 8<sup>th</sup> June, 2020 at 9.00 a.m. and ends on 7<sup>th</sup> July, 2020 at 5:00 pm. During this period, Members of the Company, holding shares either in Physical Form or in Dematerialized Form, as on the cut-off date of 29<sup>th</sup> May, 2020, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
- (ii) The Members should log on to the e-Voting website [www.evotingindia.com](http://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 Characters 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	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat Members as well as Physical Members) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is communicated to the shareholder.</li><li>• 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.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy Format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field 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 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) Click on the EVSN for the Eurotex Industries and Exports Limited on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you ASSENT to the Resolution and option NO implies that you DISSENT to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions details.
- (xiii) After selecting the Resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) Members 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.
- (xviii) Note for Non – Individual Members and Custodians:
- Non-Individual Members (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.

(xix) 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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

In accordance with applicable provisions of the Companies Act, 2013 (“Companies Act”) and Rules made thereunder, the Explanatory Statement contains relevant and material information to enable the Shareholders of the Company to consider and approve the abovesaid Special Resolution.

Section 180 (1) (a) of the Companies Act 2013, requires that the Board of Directors shall not without the consent of the Shareholders obtained by Special Resolution sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking.

The proposed Resolution as set out in the Postal Ballot Notice is an enabling Resolution and seeks consent of the Shareholders of the Company by way of Special Resolution authorizing Board of Directors of the Company to sell, lease or otherwise dispose of one or more undertaking of the Company in which the investment of the Company exceeds 20% of its Net Worth or which generates 20% of the Total Income of the Company as per the Audited Balance Sheet of the Company of the preceding Financial Year, in which such undertaking(s) is sold, leased or otherwise disposed of in one or several tranches up to a total amount not exceeding Rs. 14 Crores (Rs. Fourteen Crores) (including Rs. 5 Crores (Rs. Five Crores) earlier approved by the Shareholders of the Company.)

The Board recommends the passing of Special Resolution as set out in Postal Ballot Notice in the interest of the Company

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this Resolution except to the extent of their shareholding in the Company, if any.

**By order of the Board  
For Eurotex Industries and Exports Ltd.**

**Rahul Rawat  
Company Secretary  
M. No.: 27891**

Date: 26<sup>th</sup> May, 2020

Place: Mumbai