



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)

Dear Members,

Pursuant to Section 110 of the Companies Act, 2013 (the “**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time) and any other applicable provisions, if any, Notice is hereby given to Members of Eurotex Industries and Exports Limited (the “**Company**”) for their consideration and approval of the Resolution appended below by means of Postal Ballot, including Electronic Voting (“**e-Voting**”).

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the said Resolution setting out the material facts and the reasons thereof, along with the Postal Ballot Form is annexed herewith for your consideration. The Postal Ballot Notice, Explanatory Statement and the Postal Ballot Form are also available on the website of the Company i.e. www.eurotexgroup.com

Pursuant to Rule 22 (5) of the Rules, the Company has appointed Dr. S. K. Jain of S. K. Jain & Co., Practicing Company Secretary to act as the Scrutinizer for (“**Scrutinizer**”) conducting the Postal Ballot and e-Voting process, in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (**'FOR'**) or dissent (**'AGAINST'**) therein and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed, postage pre-paid envelope. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the address mentioned on the self-addressed, postage pre-paid envelope, at the expense of the Members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. IST on 17th February, 2020 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

In compliance with the provisions of Sections 108 and 110 of the Act, read with 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, the Company is also offering facility of e-Voting to all its Members to enable them to cast their votes electronically. Members 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. Members have the options of voting either by e-Voting or through the physical Postal Ballot Form.

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 the Postal Ballot Forms and votes cast by e-Voting. The Result of the Postal Ballot will be announced on or before 19th February, 2020 which will be displayed at the Registered Office of the Company 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 duly completed Postal Ballot Forms or e-Voting i.e. 17th February, 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 Resolutions as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 180 (1) (a) and Section 110 of the Companies Act, 2013 and other applicable provision, if any, and the relevant Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and the enabling provision in the Article 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 Members 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 upto a sum in aggregate not exceeding Rs.5 Crores.

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 : 28th December, 2019
Place : Mumbai

Notes:

1. The Explanatory Statement, pursuant to Section 102 of the Act, setting out all material facts pertaining to the above Resolutions contained in the Postal Ballot Notice is annexed hereto.
2. Pursuant to the provisions of Section 110 of the Act, read with the Companies (Management and Administration) Rules, 2014, the assent or dissent of the Members in respect of the above Resolution is being determined through Postal Ballot which also includes voting by electronic means.
3. The Board of Directors of the Company has appointed Dr. S. K Jain, Practicing Company Secretary (COP No.1473), Proprietor of S. K. Jain & Co., as the Scrutinizer for conducting the Postal Ballot process including e-Voting, in a fair and transparent manner.
4. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode along with a postage prepaid self-addressed business reply envelope. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent. Members may note that this Notice will be available on the website of the Company.
5. Voting rights will be reckoned on the Paid-up value of shares registered in the name of the Members as on 3rd January, 2020. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-Voting.
6. In compliance with provisions of Sections 108 and 110 of the 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, the Company is pleased to provide the facility to the Members 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 Members.
7. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-Voting. In case any Member cast his votes both by Postal Ballot and e-Voting, the votes cast through e-Voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
8. Resolution passed by the Members through Postal Ballot shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-Voting i.e. 17th February, 2020.
9. A Member cannot exercise his/her vote by proxy on Postal Ballot.
10. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the physical Postal Ballot Form duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer on or before 5:00 PM IST on 17th February, 2020. The postage will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered/ speed post, or deposited personally at the address mentioned on the self-addressed business reply envelope at the expense of the Members, will also be accepted. If any Postal Ballot is received after 5:00 PM IST on 17th February, 2020, it will be considered that no reply has been received from the Member.

11. Please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/or (iii) it is defaced or mutilated in such a way that its identity as a genuine Form cannot be established; and/or (iv) the Member has made any amendment to the Resolution set out herein or imposed any condition while exercising his vote.
12. The last date of receipt of the business reply envelope with Postal Ballot Form is 17th February, 2020.
13. The Members who have received Postal Ballot Notice and Form by e-mail and who wish to vote through Physical Form, may download the Postal Ballot Form attached in the e-mail or from the website of the Company and send the duly completed and signed physical form to the Scrutinizer, so as to reach on or before 5.00 p.m. IST, 17th February, 2020.
14. In case a Member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an email to companysecretary@eurotexgroup.com, or may write to Registrar and Share Transfer Agents (RTA), Datamatics Business Solutions Limited, Plot No. B-5, Part B, Cross Lane, MIDC, Marol, Andheri (E), Mumbai – 400 093 by mentioning his/her Folio No. /DP ID and Client ID No. or download the Postal Ballot Form from the website of the Company.
15. Any queries/grievances pertaining to:
 - a. Voting by Postal Ballot can be addressed to Shri Rahul Rawat, Company Secretary and Compliance Officer, at the Registered Office of the Company or by sending an e-mail at companysecretary@eurotexgroup.com
 - b. The e-Voting process can be addressed to CDSL by sending an e-mail at helpdesk.evoting@cdslindia.com

16. 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 110, 108 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 18th January, 2020 at 9.00 a.m. and ends on 17th February, 2020 at 5:00 p.m. During this period, Members of the Company, holding shares either in Physical Form or in Dematerialized Form, as on the cut-off date of 3rd January, 2020, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the e-Voting website www.evotingindia.com
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Characters DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat Form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat Members as well as Physical Members) <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 Postal Ballot Form) 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.
Dividend Bank Details OR Date of Birth	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"> 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).
(DOB)	

- (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) For Members holding shares in physical form, the details can be used as printed on the Postal Ballot Form for e-Voting on the Resolution 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) 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.
- (xix) 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 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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

Section 180 (1) (a) of the Companies Act 2013, requires that the Board of Directors shall not without the consent of the members 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 Members 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 upto a sum in aggregate not exceeding Rs. 5 Crores.

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 : 28th December, 2019
Place : Mumbai