



EUROTEX INDUSTRIES AND EXPORTS LIMITED

Registered Office : 809, Raheja Chambers, 8th Floor, 213, Nariman Point, Mumbai - 400021 (INDIA)
Phone : (022) 66301400 E-mail : eurotex@eurotexgroup.com Website : www.eurotexgroup.com
CIN: L70200MH1987PLC042598

POSTAL BALLOT NOTICE

To

The Member(s),

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

Your consideration and approval is sought for the Resolutions annexed herewith. The Statement to be annexed to Notice under Section 102 (1) of the Act, setting out the material facts and reasons for the Resolutions is also appended herewith and is being sent to you alongwith Postal Ballot Form for your consideration. The Board of Directors has appointed Dr. S. K. Jain, Practising Company Secretary as Scrutinizer for conducting the voting process through Postal Ballot in accordance with law and in a fair and transparent manner. You are requested to carefully read the notes printed on the back of the Postal Ballot Form and return the completed form in the enclosed self-addressed postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer on or before the close of business hours on 16th May, 2015, the last date for receipt of the completed Postal Ballot Forms. The Postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

In compliance with Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to provide an option to the Members holding shares in Demat Form and in Physical Form, to vote on the Postal Ballot by way of electronic voting/ e- voting to enable Members to cast their vote electronically instead of physical Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facilities to the Members of the Company. It may be noted that e-voting is optional. Please carefully read and follow the instructions on e-voting printed on the back of the Postal Ballot Notice. In case the Member has exercised the vote in physical as well as electronic mode, the valid vote by electronic mode only will be considered. The e-voting facility is available at the link www.evotingindia.com till close of business hours on 16th May, 2015.

The Scrutinizer will submit his Report to the Chairman of the Company, upon completion of scrutiny of Postal Ballots in a fair and transparent manner. The Chairman of the Company authorised by the Board of Directors of the Company will announce the result of the Postal Ballot on the close of business hours on 21st May, 2015 at the Registered Office of the Company located at 809, Raheja Chambers, 8th Floor, 213, Nariman Point, Mumbai – 400021 besides being communicating to the National Stock Exchange Ltd. and Bombay Stock Exchange Ltd. The result of the Postal Ballot will also be displayed at the Registered Office address and posted on the Company's website www.eurotexgroup.com. The result of Postal Ballot shall also be announced through Newspaper Advertisement. The date of declaration of results of the Postal Ballot will be taken to be the date of passing of the Resolutions.

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

SPECIAL BUSINESS:

1. Adoption of new Memorandum and Articles of Association of the Company as per provisions of Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Sections 13 & 14 and all other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] the existing Memorandum and Articles of Association of the Company be and is hereby replaced with the new Memorandum and Articles of Association and the new Memorandum and Articles of Association be and is hereby approved and adopted as the Memorandum and Articles of Association of the Company in place and in substitution of the existing Memorandum and Articles of Association.

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. Appointment of Shri K. K. Patodia as Chairman & Managing Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force) and subject to such other approval / permissions, if any as may be required and as per the recommendation of the Nomination and Remuneration Committee, approval of the Members be and is hereby accorded to the appointment of Shri K. K. Patodia as Chairman & Managing Director for a period of 3 (three) years commencing from 21st May, 2015 on the following terms & conditions as contained in the agreement entered into by the Company with Shri K. K. Patodia:

a) **SALARY**

Salary of Rs. 1,75,000/- per month, with effect from 21st May, 2015.

b) **INCENTIVE**

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

c) **PERQUISITES AS FOLLOWS:**

- 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 Contribution 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 unavailed of to be allowed to be encashed 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 the Board of Directors from time to time may decide.

d) **COMMISSION**

In addition to Salary, Incentive and Perquisites, Shri K. K. Patodia 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. Appointment of Shri Narayan Patodia as Managing Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force) and subject to

such other approval / permissions, if any as may be required and as per the recommendation of the Nomination and Remuneration Committee, approval of the Members be and is hereby accorded to the appointment of Shri Narayan Patodia as Managing Director for a period of 3 (three) years commencing from 21st May, 2015 on the following terms & conditions as contained in the agreement entered into by the Company with Shri Narayan Patodia:

a) **SALARY**

Salary of Rs.1,25,000/- per month, with effect from 21st May, 2015.

b) **INCENTIVE**

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

c) **PERQUISITES AS FOLLOWS:**

- 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 Contribution 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 unavailed of** to be allowed to be encashed 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 the Board of Directors from time to time may decide.

d) **COMMISSION**

In addition to Salary, Incentive and Perquisites, Shri Narayan Patodia 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."

4. Appointment of Shri Rajiv Patodia as Executive Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force) and subject to such other approval / permissions, if any as may be required and as per the recommendation of the Nomination and Remuneration Committee, approval of the Members be and is hereby accorded to the appointment

of Shri Rajiv Patodia as Executive Director for a period of 3 (three) years commencing from 21st May, 2015 on the following terms & conditions as contained in the agreement entered into by the Company with Shri Rajiv Patodia:

a) SALARY

Salary of Rs. 75,000/- per month, with effect from 21st May, 2015.

b) INCENTIVE

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

c) PERQUISITES AS FOLLOWS:

- 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 Contribution 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 unavailed of to be allowed to be encashed 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 the Board of Directors from time to time may decide.

d) COMMISSION

In addition to Salary, Incentive and Perquisites, Shri Rajiv Patodia 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**

Registered Office:

809, Raheja Chambers,
8th Floor, 213, Nariman Point,
Mumbai – 400 021.
Place : Mumbai
Date : 14th February, 2015

Rahul Rawat
Company Secretary
M. No. A27891

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

ITEM NO.1

The existing Memorandum and Articles of Association of the Company is based on the provisions of the Companies Act, 1956. Several regulations in the existing Memorandum and Articles of Association contain references to specific Sections of the Companies Act, 1956. With the enactment of the Companies Act, 2013, several Clauses of the existing Memorandum and Articles of Association of the Company requires alteration and/or deletion. Given this position, it is considered expedient to replace the existing Memorandum and Articles of Association with a new Memorandum and Articles of Association.

The new Memorandum to be substituted in place of the existing Memorandum of Association to comply with the provisions of the Section 13 of the Companies Act, 2013.

The new Articles of Association to be substituted in place of the existing Articles of Association inter alia incorporates various provisions and Table F of Schedule 1 of the Companies Act, 2013, which sets out the model Articles of Association for a Company limited by shares, and also carries forward certain provisions from the existing Articles of Association suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013.

Accordingly this Resolution is being placed for approval of the Members. The proposed Memorandum and Articles of Association is available for inspection at the Registered Office of the Company on all working days (Monday to Friday) during normal business hours without payment of any fees by the Members.

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

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

ITEM NO. 2, 3 & 4

In accordance with the provisions of Schedule V, Part II, Section II where a Company has no profit or its profits are inadequate, it may pay remuneration to a managerial person by way of Salary, Dearness Allowance, Perquisites and any other allowance 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 person;
- iii) A Special Resolution has been passed at the general meeting of the Company for payment of remuneration for a period not exceeding three years;
- iv) 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:

1) 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)

2) Date or expected date of commencement of commercial production:

Unit already in production.

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

Not Applicable

4) Financial performance based on given indicators:

The Company started its manufacturing and exports in the year 1989-90 and since then, the Company is earning profits and has been paying dividends, except for Financial Year 2001-02, 2006-07 to 2012-13 when the Company did not pay dividend on Equity Shares. The Company's last five years' performance is given hereunder:

	(Rs. in lacs)				
Particulars	2009-10	2010-11	2011-12	2012-13	2013-14
Sales	17509	20742	24538	27294	33245
Other Income	1279	550	3526	1062	1233
PBIDT	2237	2677	2955	1858	2897
Interest and Finance Charges	1038	1108	1211	912	912
PBDT	1199	1569	1744	946	1985
Depreciation	996	992	1003	987	960
Profit Before Tax	203	577	741	(42)	1025
Profit After Tax	203	574	834	(180)	557
Amount of Equity Dividend Paid	-	-	-	-	44
Rate of Dividend declared	-	-	-	-	5%

Particulars	(Rs. In lacs)	
	2013-14	2012-13
Export	24489	17456
Sales	33245	27294
Export as Percentage of Sales	74	64

- 6) Foreign investments or collaborators, if any:
No Foreign Investment or firm collaboration so far.

II. Information about the appointees:

A) Shri K. K. Patodia

1) Background Details:

Shri K. K. 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 50 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 2013-14, Shri K. K. Patodia was paid the following remuneration: (inRs.)

Salary	Perquisites	P.F. /Superannuation	Commission	Total
21,00,000	20,46,387	5,25,000	—	46,71,387

3) Recognition or awards:

Shri K. K. 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 is also a member of the Managing Committee of TITS College, Bhiwani.

4) Job profile and his suitability:

As Managing Director of the Company, Shri K. K. Patodia will have overall managerial responsibility and with his rich experience of more than 50 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 Special Resolution proposed.

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 have recognized the profile and rich, diversified experience in the industry of Shri K. K. Patodia. His remuneration 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 arms length basis. Shri Gopal Patodia, Shri Narayan Patodia and Shri Rajiv Patodia, the other Directors of the Company are related to Shri K. K. Patodia.

B) Shri Narayan Patodia

1) Background Details:

Shri Narayan Patodia is BE 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 2013-14, Shri Narayan Patodia was paid the following remuneration: (inRs.)

Salary	Perquisites	P.F. /Superannuation	Commission	Total
15,00,000	4,37,913	3,75,000	—	23,12,913

3) Job profile and his suitability:

As Managing Director of the Company, Shri Narayan Patodia will have overall managerial responsibility and with his rich experience of more than 34 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. 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 Special Resolution proposed.

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 have recognized the profile and rich, diversified experience in the industry of Shri Narayan Patodia. His remuneration is comparable 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 arms length basis. Shri K. K. Patodia, Shri Gopal Patodia and Shri Rajiv Patodia, the other 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 22 years. He is one of the Promoters of Eurotex Industries and Exports Limited and is 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 2013-14, Shri Rajiv Patodia was paid the following remuneration: (inRs.)

Salary	Perquisites	P.F. /Superannuation	Commission	Total
9,00,000	15,87,377	2,25,000	—	27,12,377

- 3) Job profile and his suitability:

As Executive Director of the Company, Shri Rajiv Patodia will have overall responsibility and with his rich experience of more than 22 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.

- 4) Remuneration proposed has already been given in detail in Special Resolution proposed.

- 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 have recognized the profile and rich, diversified experience in the industry of Shri Rajiv Patodia. His remuneration 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 arms length basis. Shri K. K. Patodia, Shri Narayan Patodia and Shri Gopal Patodia, the other Directors of the Company are related to Shri Rajiv Patodia.

III. Other Information:

- 1) Reasons for loss or inadequate profits:

The operational loss is mainly due to volatility in cotton prices, decline in sale prices on account of global recession and increase in power cost as well as Manpower Cost.

- 2) Steps taken or proposed to be taken for improvement, Cost control measures including reduction in input costs, labour and other manufacturing costs.

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

Not possible to quantify.

IV. Disclosures:

The following 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, 2014.

Shri K. K. Patodia himself and Shri Gopal Patodia, Shri Narayan Patodia and Shri Rajiv Patodia, being the relatives of Shri K. K. Patodia, are concerned or interested in the passing of the abovesaid Special Resolution at item no. 2 of the notice.

Shri Narayan Patodia himself and Shri K. K. Patodia, Shri Gopal Patodia and Shri Rajiv Patodia being the relatives of Shri Narayan Patodia are concerned or interested in the passing of the abovesaid Special Resolution at item no. 3 of the notice.

Shri Rajiv Patodia himself and Shri K. K. Patodia, Shri Gopal Patodia and Shri Narayan Patodia being the relatives of Shri Rajiv Patodia are concerned or interested in the passing of the abovesaid Special Resolution at item no. 4 of the notice.

Besides above, no other Director is concerned or interested in considering or passing the abovesaid Special Resolutions mentioned at item no. 2, 3 & 4 of the Notice.

The draft agreements containing the terms of appointment and remuneration payable to Shri K. K. Patodia, Shri Narayan Patodia, Managing Directors and Shri Rajiv Patodia, Executive Director are available for inspection by the members 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 15th April, 2015 to 16th May, 2015.

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.

By order of the Board
For Eurotex Industries and Exports Limited

Registered Office:

809, Raheja Chambers,
8th Floor, 213, Nariman Point,
Mumbai – 400 021.
Place : Mumbai
Date : 14th February, 2015

Rahul Rawat
Company Secretary
M.No. A27891

INSTRUCTIONS FOR E-VOTING

The instructions for Members for voting electronically are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the Company name “Eurotex Industries and Exports Limited” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders) <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number 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 Ravi Kumar with sequence number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your Demat account or in the Company records for the said Demat account or Folio in dd/mm/yyyy format.
DIVIDEND BANK DETAILS	Enter the Dividend Bank Details as recorded in your Demat account or in the Company records for the said Demat account or Folio. <ul style="list-style-type: none"> ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company please enter the Member ID/Folio Number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN for the Eurotex Industries and Exports Limited on which you choose to vote.
- (xii) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option “YES” or “NO” as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
- (xiii) Click on the “Resolutions File Link” if you wish to view the entire Resolutions details.
- (xiv) After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the Changed Password then Enter the User ID and the image verification code and click on Forget Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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 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.
- (xix) The voting period begins on 15th April, 2015 at 10.00 A.M. and ends on 16th May, 2015 at 6.00 P.M. During this period Shareholders’ of the Company, holding shares either in Physical form or in Dematerialized form, as on the cut-off date (record date) of 20th March, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com