

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the Members of **RAMGOPAL POLYTEX LIMITED** will be held on Friday, September 29, 2017 at 11.00 a.m. at House No. 1249, Bhandari Chowk, Bhandari Compound, Narpoli Village, Bhiwandi, Thane - 421302, to transact the following businesses :-

ORDINARY BUSINESS:-

Item No.01 - To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon.

Item No.02 - To appoint a Director in place Mrs. Divya Modi (holding DIN: 07158212), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

Item No.03 - To appoint the Auditors of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Audit Committee and the Board of Directors, N. K. Jalan & Co., Chartered Accountants (Firm Registration Number: 104019W) be and is hereby appointed as the Statutory Auditors of the Company, in place of retiring auditors, Rungta & Associates (Firm Registration Number: 108888W) Chartered Accountants, for a period of five consecutive years to hold office from the conclusion of this 36th Annual General Meeting till the conclusion of 41st Annual General Meeting of the Company to be held in the year 2022, (subject to ratification of their appointment at every AGM) at such remuneration plus taxes, out of pocket expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

“RESOLVED FURTHER THAT the Board of Director (including any Committee thereof) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

SPECIAL BUSINESS:-

Item No. 04 - Revision in terms of remuneration of Mr. Sanjay Jatia, Managing Director of the Company

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT in partial modification of the resolution passed by the members at the 33rd Annual General Meeting of the Company held on September 30, 2014 for the appointment of Mr. Sanjay Jatia as the Managing Director of the Company and the terms of remuneration payable to him and pursuant to Sections 196, 197, 188 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, the Company hereby approves /decided to revise the salary applicable to Mr. Sanjay Jatia from the existing Rs. 75,000/- (Rupees Seventy Five Thousand only) per month to Rs.1,00,000/- (Rupees One lakh only) per month. All other terms and conditions relating to his appointment and remuneration as approved earlier by the members remain unchanged with effect from August 10, 2017, the revision in the salary applicable to Mr. Sanjay Jatia, as detailed in the statement forming part of this notice.”

“RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to fix his salary and all benefits related to the quantum of salary.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Item No.05 – Change in place of keeping and inspection of register and index of members, returns, etc.

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 94 read with section 88 and 92 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto or enactment thereof for the time being in force), consent of the Company be and is hereby accorded to keep the Register and Index of Members, Register and Index of Debenture Holders and copies of all Annual Returns together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the office of the Registrar and Share Transfer Agent of the Company viz. Bigshare Services Private Ltd, Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Next to Keys Hotel, Makwana Road, Andheri – East, Mumbai – 400059 and/or at such places within Mumbai where the RTA may have their office from time to time and/or at the Registered Office of the Company at Greentex Clearing House, B-1, 2 & 3, Gosrani Compound, Rehnal Village, Bhiwandi, Thane – 421302.”

“RESOLVED FURTHER THAT the Board of Directors or any Committee thereof of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto.”

**By Order of the Board of Directors
For Ramgopal Polytex Limited**

**Sanjay Jatia
Chairman & Managing Director
(DIN: 00913405)**

Place: Mumbai

Date: August 26, 2017

Regd. Office:

Greentex Clearing House, B-1, 2 & 3,
Gosrani Compound, Rehnal Village,
Bhiwandi, Thane – 421302.

CIN: L17110MH1981PLC024145

Tel: 22-22834838 **Fax:** 22-22851085/86

E-mail Id: ramgopal@vsnl.com

Website: www.ramgopalpolytex.com

NOTES:-

- a. The Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to Item Nos. 3 to 5 forms part of this Notice. Additional information, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings in respect of Directors seeking appointment/re-appointment at the Annual General Meeting is furnished as annexure to the Notice.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- c. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- d. The instrument of proxy, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.
- e. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
- f. In case of joint holders attending the meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
- g. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- h. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 23, 2017 to Friday, September 29, 2017** (both days inclusive) for the purpose of Annual General Meeting.
- i. The Directors' Report, Auditors' Report and Audited Financial Statement as at March 31, 2017 are enclosed.
- j. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or the Registrar & Share Transfer Agent of the Company.
- k. The Company's equity shares are listed at Bombay Stock Exchange Limited (BSE), National Stock Exchange of India Limited (NSE), The Calcutta Stock Exchange Association limited and the Company has paid the Annual Listing Fees to the Bombay Stock Exchange and National Stock Exchange of India Limited for the Financial Year 2017-18.

- l. Members seeking any information as regard to Accounts are requested to write to the Company at least ten days in advance so as to enable the Company to make available the required information at the Meeting.
- m. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member/ Beneficial Owner as on the cutoff date i.e. **Friday, September 22, 2017**.
- n. **Electronic copy of the Annual Report for the financial year 2016-17 is being sent to all the Members whose email IDs are registered with the Company/Depository Participant for communication purpose. For Members who have not registered their e-mail address, the Annual Report is being sent in the permitted mode. Members who have not registered their e-mail addresses so far requested to register their e-mail address with Depository Participant, Registrar & Transfer Agent of the Company for receiving all communication including Annual Report, Notices, Circulars etc from the Company electronically.**
- o. Members to whom the above documents have been sent in e-mail are entitled to receive the same in physical form upon request. The request may sent in writing to the Registrar & Share Transfer Agent of the Company or the Company at its Registered Office/Corporate Office or on rplcompliance@vsnl.net or investor@bigshareonline.com
- p. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or M/s. Bigshare Services Private Limited for assistance in this regard.
- q. The Notice of the 36th AGM & the Annual Report for the financial year 2016-17 are also available on the Company's website www.ramgopalpolytex.com. Relevant documents referred to in the accompanying Notice and the Statement under Section 102 of the Companies Act 2013, are open for inspection by the Members at the Registered Office of the Company during normal business hours (10.00 a.m. to 6.00 p.m.) on all working days except (Saturdays).
- r. Route-map to the venue of the Meeting is provided at the end of this Notice.
- s. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended by the Companies (Management & Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility to exercise their right to vote on resolution proposed to be passed in the 36th Annual General Meeting by electronic means through facility arranged by Central Depository Services Limited (CDSL). The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (Remote e-voting).

The Members who have cast their votes by Remote e-voting may also attend the Annual General Meeting but shall not be entitled to cast their votes again.

The Board of Directors of the Company has appointed Ms. Uma Lodha, a Practicing Company Secretary (Membership No. 5363 and C.P. No. 2593), as Scrutinizer to scrutinize the Remote e-voting process in a fair & transparent manner.

A person whose name is recorded in the register of Members or in the register of Beneficial owners as on the cut off date i.e. **Friday, September 22, 2017** only shall be entitled to avail the facility of Remote e-voting.

The Remote e-voting period commences on **Tuesday, September 26, 2017 (9:00 a.m.)** and ends on **Thursday, September 28, 2017 (5:00 p.m.)**. The Remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a particular resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. In case, the shareholder (s) cast their votes through both the modes, votes casted by Remote e-voting shall prevail and votes casted through Ballot form shall be treated as invalid.

The facility for voting through Poll shall be made available at the meeting and members attending the meeting who have not already cast their vote by Remote e-voting shall be able to exercise their voting right at the meeting.

The Members who have casted their votes by Remote e-voting prior to the meeting may also attend the Meeting but shall not be entitled to cast their votes again.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results of the Remote e-voting process will be declared after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ramgopalpolytex.com under section 'Investor' and on the website of the CDSL; such Results will also be forwarded to the Stock Exchanges where the Company's Shares are listed.

The instructions for shareholders voting electronically are as under:

- (i) The Remote e-voting period begins on **Tuesday, September 26, 2017 (9:00 a.m.)** and ends on **Thursday, September 28, 2017 (5:00 p.m.)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, September 22, 2017** may cast their vote electronically. The Remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR 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"> • 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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for Remote 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.
- (xi) For Members holding shares in physical form, the details can be used only for Remote e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of "Ramgopal Polytex Limited".
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) 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 Corporate.
 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.
- (xxi) 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.

**By Order of the Board of Directors
 For Ramgopal Polytex Limited**

**Sanjay Jatia
 Chairman & Managing Director
 (DIN: 00913405)**

Place: Mumbai

Date: August 26, 2017

Regd. Office:

Greentex Clearing House, B-1, 2 & 3,
 Gosrani Compound, Rehnal Village,
 Bhiwandi, Thane – 421302.

CIN: L17110MH1981PLC024145

Tel: 22-22834838 **Fax:** 22-22851085/86

E-mail Id: ramgopal@vsnl.com

Website: www.ramgopalpolytex.com

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING**Item No.03:**

The Statement for this item is provided, though strictly not required, as per the Section 102 of the Companies Act, 2013

The Companies Act, 2013 ('the Act') was notified w.e.f. April 01, 2014. Section 139 of the Act lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to Section 139 of the Act and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The Rules also lay down the transitional period that can be served by the existing auditors depending on the numbers of consecutive years for which an audit firm has been functioning as auditor in the same Company. The incumbent auditors, Rungta & Associates, Chartered Accountants (Firm registration number: 108888W) have served the Company for over 10 years before the Act was notified and will be completing the maximum number of transitional period (3 years) at the ensuing 36th AGM.

The Board of Directors has, on the recommendation of the Audit Committee, proposed the appointment of N. K. Jalan & Co., Chartered Accountant (Firm registration number: 104019W) as the statutory Auditors of the Company. N. K. Jalan & Co., will hold office for a period of five consecutive years from the conclusion of the 36th Annual General Meeting of the Company till the conclusion of the 41st Annual General Meeting to be held in the year 2022 (Subject to ratification of their appointment at every AGM, as required under the Act).

Brief Profile of N. K. Jalan & Co., Chartered Accountants (Firm Registration No. 104019W):

N. K. Jalan & Co., ('the firm') was constituted on 16th November, 1970 (Firm Registration No. as 104019W). The registered office of the firm is at 2-A, Mayur Apartments, Dadabhai Cross Road No.3, Vile Parle (West), Mumbai – 400056. The firm have 2 (two) practicing chartered accountants out of them 1 (one) is FCA.

N. K. Jalan & Co., Chartered Accountants have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

None of the Director(s) and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the Resolution mentioned at Item No.3 of the Notice.

The Board recommends the resolution set forth in Item No.3 of the notice for the approval of the Members.

Item No.04:

The members of the Company at the 33rd Annual General Meeting of the Company held on September 30, 2014, had approved the appointment of Mr. Sanjay Jatia as Managing Director of the Company and the terms of remuneration payable to him for the period from August 11, 2014 to August 10, 2019.

The members had *inter alia* approved salary of Rs.75,000/- (Rupees Seventy Five Thousand only) per month with the authority to the Board to fix the salary from time to time. Taking into consideration his present salary and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on August 08, 2017 decided to revise the salary applicable to Mr. Sanjay Jatia from the existing Rs. 75,000/- (Rupees Seventy Five Thousand only) per month to Rs.1,00,000/- (Rupees One lakh only) per month. All other terms and conditions relating to his appointment and remuneration as approved earlier by the members remain unchanged. Details of remuneration paid to Mr. Sanjay Jatia during the Financial Year 2016-17 have been disclosed in the annexure to the Directors' Report and in the Corporate Governance Report.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Sanjay Jatia, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No.4 of the notice for the approval of the Members.

INFORMATION REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013.

The information given below is in relation to the proposal contained in Item No.4 of the Notice relating to revision in terms of remuneration of Mr. Sanjay Jatia, Managing Director of the Company.

I. General Information

- (1) Nature of Industry: The Company is engaged in the business of trading of Polymer and Metal etc.
- (2) Date or expected date of commencement of commercial production: Not applicable as the Company was incorporated on March 28, 1981.

- (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, as the Company is an existing company.
- (4) Financial performance based on given indicators:

As per Audited Accounts for the year ended March 31, 2017

Particulars	Amount (Rs)
Net Sales and Other Income	5,34,44,740
Profit /(Loss) after tax for the year	(1,74,32,665)
Paid up Share Capital	14,50,00,000
Net Worth	14,42,54,007

- (5) Export performance and net foreign exchange collaborations (for the year ended March 31, 2017)

Particulars	Amount (Rs)
Total Foreign Exchange used	3,09,56,797
Total Foreign Exchange earned	NIL

II. Information about the appointee:

- Background Details: Mr. Sanjay Jatia holds a Bachelor of Commerce degree and has more than 28 years of experience in trading of yarn, polymer, metal, chemicals, Steel etc. His expertise lies in operations, strategy planning and execution.
- Past Remuneration: His last drawn salary was around Rs. 9,00,000/- (Rupees Nine Lacs only) per annum.
- Recognition or awards: None
- Job profile and his suitability: Mr. Sanjay Jatia will be in charge of overall affairs of the Company under the superintendence and guidance of the Board of Directors of the Company. His expertise lies in operations, strategy planning and execution. Taking into consideration his experience, Mr. Sanjay Jatia is best suited for the responsibilities assigned to him by the Board of Directors.
- Remuneration proposed: Mr. Sanjay Jatia is entitled to remuneration not exceeding Rs. 1,00,000/- (Rupees One lakh only) per month comprised of Salary, Allowances and Perquisites.
- Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: The Remuneration payable to Mr. Sanjay Jatia is commensurate with respect to Industry, size of the Company and his profile.
- Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Mr. Sanjay Jatia may be deemed to be concerned or interested, financially or otherwise in respect of his revision in remuneration.

III. Other Information

- Reasons of loss or inadequate profits:** During the Financial year 2016-17, due to volatility, the turnover of the Company has been decreased drastically and hence, the Company has made a loss.
- Steps taken or proposed to be taken for improvement:** The Management has strong optimism about future growth prospects and has already initiated necessary steps towards improving the performance.
- Expected increase in productivity and profits in measurable terms:** The Company has decided to vigorously focus on trading in textiles and polymer, metal related products and is hopeful to obtain satisfactory results in the coming year.

Item No.05:

Provisions of Section 94 the Companies Act, 2013 and rules made there under, certain documents such as the Register of Members, Index of Members and certain other registers, certificates, documents and copies of the Annual Returns filed by the Company etc., are required to be kept at the registered office of the Company under Section 88 and 92 of the Companies Act, 2013. However, these documents can be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a general meeting of the Company.

Accordingly, the approval of the members is sought in terms of Section 94(1) of the Companies Act, 2013, for keeping the aforementioned registers and documents at the office of the Registrar and Transfer Agent ("RTA"), Bigshare Services Private Ltd, Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Next to Keys Hotel, Makwana Road, Andheri – East, Mumbai – 400059 and/or at such places within Mumbai where the RTA may have their office from time to time and/or at the Registered Office of the Company at Greentex Clearing House, B-1, 2 & 3, Gosrani Compound, Rehnal Village, Bhiwandi, Thane – 421302.

A copy of the proposed resolution is being forwarded in advance to the Registrar of Companies, Mumbai, Maharashtra, as required under the said Section 94 (1) of the Companies Act, 2013.

The Directors recommend the said resolution proposed vide Item No.05 to be passed as Special Resolution by the members.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the said resolution.

**By Order of the Board of Directors
For Ramgopal Polytex Limited**

**Sanjay Jatia
Chairman & Managing Director
(DIN: 00913405)**

Place: Mumbai

Date: August 26, 2017

Regd. Office:

Greentex Clearing House, B-1, 2 & 3,
Gosrani Compound, Rehnal Village,
Bhiwandi, Thane – 421302.

CIN: L17110MH1981PLC024145

Tel: 22-22834838 **Fax:** 22-22851085/86

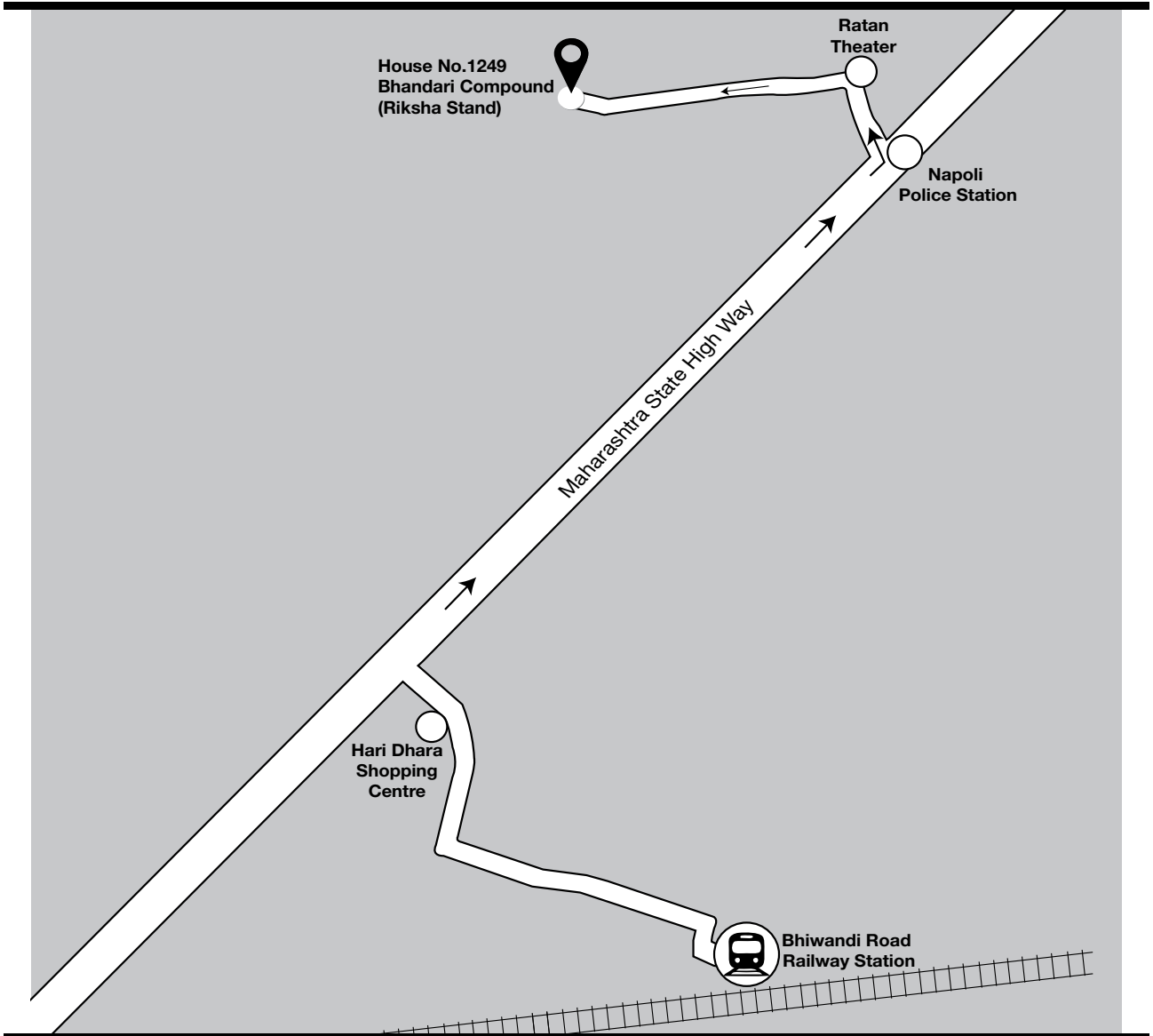
E-mail Id: ramgopal@vsnl.com

Website: www.ramgopalpolytex.com

ANNEXURE TO NOTICE**Details of Directors seeking appointment and re-appointment at the Annual General Meeting****Pursuant to SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings**

Particulars	Mrs. Divya Modi
DIN Number	07158212
Date of Birth	17/01/1984
Nationality	Indian
Date of Appointment as Director	April 15, 2015
Appointment / Reappointment	Re-appointment
Qualification	M.Com
Brief Resume and Expertise in specific functional areas	Mrs. Divya Modi (33) was appointed as a member of the Board w.e.f. April 15, 2015. Mrs. Divya Modi holds M.Com degree. She has experience in Business Administration.
Board Meeting Attendance and Remuneration	During the year, Mrs. Divya Modi attended six out of six Board Meetings held. Mrs. Divya Modi being a Non-Executive Director was not paid any remuneration. Details regarding payment of sitting fees are provided in the Corporate Governance Report forming part of the Directors' Report.
Chairman / Director of other Companies	Nil
Chairman / Member of committees of other Companies	Nil
No. of shares held in the Company	Mrs. Divya Modi does not hold any Equity Shares of the Company.
Disclosure of relationship between directors inter-se	There is no inter-se relationship between Mrs. Divya Modi, other Members of the Board and Key Managerial Personnel of the Company.

Route Map to the Venue of the AGM



House No. 1249, Bhandari Chowk,
Bhandari Compound, Narpoli Village, Bhiwandi, Thane-421 302

RAMGOPAL POLYTEX LIMITED

Regd. Office : Greentex Clearing House, B-1, 2 & 3, Gosrani Compound, Rehnal Village,
Bhiwandi, Dist: Thane - 421 302. Maharashtra, India
CIN: L17110MH1981PLC024145 | (T): 91-22-22834838 | (F): 91-22-22851085
www.ramgopalpolytex.com | Email id: ramgopal@vsnl.com

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the venue of the Meeting.

DP Id* _____

Folio No. _____

Client Id* _____

No. of Shares _____

Name and Address of the Shareholder / Proxy _____

I certify that I am a registered shareholder / proxy of registered shareholder of the Company. I hereby record my presence at the 36th Annual General Meeting of the Company to be held on Friday, September 29, 2017, at House No. 1249, Bhandari Chowk, Bhandari Compound, Narpoli Village, Bhiwandi, Thane - 421302 at 11.00 a.m.

If signed by Proxy, his name
should be written here in BLOCK letters

Member's / Proxy's Signature

*Applicable for investors holding shares in electronic form.

RAMGOPAL POLYTEX LIMITED

Regd. Office : Greentex Clearing House, B-1, 2 & 3, Gosrani Compound, Rehnal Village,
Bhiwandi, Dist: Thane - 421 302. Maharashtra, India
CIN: L17110MH1981PLC024145 | (T): 91-22-22834838 | (F): 91-22-22851085
www.ramgopalpolytex.com | Email id: ramgopal@vsnl.com

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of member(s):			
Registered address:			
Email id:			
Folio No./ Client id:		DP ID:	

I/We being a member(s) of _____ shares of the above named company, hereby appoint:

1	Name		
	Address		
	Email id:	Signature	

Or failing him:

2	Name		
	Address		
	Email id:	Signature	

Or failing him:

3	Name		
	Address		
	Email id:	Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on the Friday, September 29, 2017 at House No. 1249, Bhandari Chowk, Bhandari Compound, Narpoli Village, Bhiwandi, Thane - 421302 at 11.00 a.m. and at any adjournment thereof in respect of the such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
Ordinary Resolution			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon		
2.	To appoint a Director in place Mrs. Divya Modi (holding DIN: 07158212), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.		
3.	To appoint N. K. Jalan & Co., Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of this 36th Annual General Meeting till the conclusion of 41st Annual General Meeting and to fix their remuneration.		
Special Business			
4.	Revision in terms of remuneration of Mr. Sanjay Jatia, Managing Director of the Company		
5.	Change in place of keeping and inspection of register and index of members, returns, etc.		

Affix
Re.1/-
Revenue
Stamp

Signed this _____ day of _____ 2017

Signature of member (s)

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note:

- (1) The Proxy form, in order to be effective, should be completed, duly signed and stamped and must be deposited at the Registered Office of the Company not less than 48 hours before the time for commencement of the aforesaid meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
- (4) Please indicate your option by putting an 'X' in the appropriate column against the resolutions indicated. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) In case of joint holders, the signature of anyone holder will be sufficient, but names of all the joint holders should be stated.