

NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of the Members of **RAMGOPAL POLYTEX LIMITED** will be held on **Monday, September 30, 2019** 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:

1. Adoption of Financial Statements and Reports

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.

2. Appointment of Mrs. Divya Modi (DIN: 07158212) as a Director liable to retire by rotation

To appoint a Director in place Mrs. Divya Modi (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.

SPECIAL BUSINESS:

3. Amendment to the Articles of Association of the Company

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

“RESOLVED THAT pursuant to Section 14 and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company be and is hereby amended by altering the existing Article 81 in the following manner:

Existing Article	Amended Article
The Managing Director shall not be liable to retire by rotation. The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.	A Managing Director or Whole Time Director or Executive Director shall, while he or she continues to hold that office, be subject to retirement by rotation and if he or she ceases to hold the office of Director, he or she shall <i>ipso facto</i> and immediately cease to be a Managing Director or Whole Time Director or Executive Director as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to take all such steps and to do all such acts, deeds and things as may be necessary from time to time and give such directions as may be in its absolute discretion deemed necessary and settle any questions that may arise in this regard.”

4. Re-appointment of Mr. Sanjay Jatia (DIN: 00913405) as Chairman & Managing Director

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Sanjay Jatia as Managing Director of the Company by making his office liable to retire by rotation for a period of 5 Years with effect from August 08, 2019 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Sanjay Jatia.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

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

Sanjay Jatia

Chairman & Managing Director
(DIN: 00913405)

Place: Mumbai

Date: August 14, 2019

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: rplcompliance@ramgopalpolytex.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 4 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. Messrs N. K. Jalan & Co, Chartered Accountants, was appointed as Statutory Auditors of the Company at the 36th Annual General Meeting held on September 29, 2017. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed there under, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting (AGM) has been omitted, and hence, the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
- c. **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.**
- d. 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.
- e. 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.
- f. Corporate Members intending to send their authorized representatives to attend the meeting are requested to bring certified copy of the Board Resolution along with duly filled Attendance Slip, authorizing their representative to attend and vote on their behalf at the meeting.
- g. 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.
- h. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- i. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, September 24, 2019 to Monday, September 30, 2019** (both days inclusive) for the purpose of Annual General Meeting.
- j. The Directors' Report, Auditors' Report and Audited Financial Statement as at March 31, 2019 are enclosed.
- k. SEBI has vide its Notifications dated 8th June, 2018 and 30th November, 2018 mandated that securities of listed companies can be transferred only in dematerialized form from April 01, 2019. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.
- l. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of

dividend to Members electronically. As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account alongwith the original cancelled cheque bearing the name of the Member to Bigshare /Company to update their Bank Account details.

- m. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agents, office at Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Next to Keys Hotel, Makwana Road, Andheri – East, Mumbai – 400059.
- n. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2018-19 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company/Bigshare unless the Members have requested for the physical copy of the same. For Members who have not registered their email addresses, physical copies would be sent by the permitted mode.
- o. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with M/s. Bigshare Services Pvt. Ltd./Depositories or send a request to the Company for the same.**
- p. Members are requested to:
 - a) intimate to Bigshare, changes, if any, in their registered/corporate addresses at an early date, in case of Shares held in physical form;
 - b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialized form;
 - c) quote their folio numbers/Client ID/DP ID in all correspondence;
 - d) consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names; and
 - e) register their Permanent Account Number (PAN) with their Depository Participants, in case of shares held in dematerialized form and Bigshare/Company, in case of Shares held in physical form, as directed by SEBI.
- q. The Company's equity shares are listed at BSE Limited (BSE), The National Stock Exchange of India Limited (NSE) and The Calcutta Stock Exchange Association Limited (CSE) and the Company has paid the Annual Listing Fees to Stock Exchanges for the Financial Year 2019-20.
- r. The Company voluntarily delisted the equity shares of the Company from trading on NSE w.e.f. July 18, 2019 (i.e. w.e.f. closing hours of trading on July 17, 2019) and has further withdrawn (delisted) the admission to dealing in securities of the Company w.e.f. July 25, 2019.
- s. 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.
- t. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID Numbers for easy identification of attendance at the meeting.
- u. 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. **Monday, September 23, 2019**.
- v. The Notice of the 38th AGM & the Annual Report for the financial year 2018-19 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).
- w. Route-map to the venue of the Meeting is provided at the end of this Notice.
- x. 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 38th 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 cutoff date i.e. **Monday, September 23, 2019** only shall be entitled to avail the facility of remote e-voting.

The Remote e-voting period commences on **Friday, September 27, 2019 (9:00 a.m.)** and ends on **Sunday, September 29, 2019 (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 alongwith 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 **Friday, September 27, 2019 (9:00 a.m.)** and ends on **Sunday, September 29, 2019 (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 **Monday, September 23, 2019** 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).
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- (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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING

Item No. 3

Considering the provisions of Section 152(6) of the Companies Act, 2013, it is proposed that the existing Article 81 of the Articles of Association of the Company be altered with respect to the term of office of Managing Director.

To ensure compliance with the said provisions, the Board, at its meeting held on August 08, 2019, has approved seeking consent of the Members for altering the Clause relating to Non-retirement in Article 81 of the Articles of Association of the Company. Hence, a Special Resolution has been incorporated in the Notice for alteration of existing Article 81 of Articles of Association of the Company.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, amendment of Articles of Association would require approval of shareholders by way of Special Resolution. Accordingly, this matter has been placed before the Shareholders for approval.

The existing Articles of Association of the Company along with the Articles of Association incorporating therein the proposed alteration is available for inspection to all the members of the Company at the Registered Office of the Company during business hours on all week days (except Saturday).

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. 3 of the Notice. The Board of Directors recommends the Resolutions at Item No. 3 of the accompanying Notice for the approval of the Members of the Company as a Special Resolution.

Item No. 4

The Company had appointed Mr. Sanjay Jatia as Chairman & Managing Director of the Company for a period of five years from August 11, 2014. The Members had subsequently approved the said appointment and terms of his remuneration.

Mr. Sanjay Jatia, aged 52 years is a Managing Director of the Company having over 30 years of industry experience in various fields across multiple industries. Mr. Sanjay Jatia holds a bachelor of Commerce degree.

His current term of appointment as the Managing Director of the Company expired on August 10, 2019. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Sanjay Jatia should be available to the Company for a further period of 5 (Five) years with effect from August 08 2019.

Mr. Sanjay Jatia, was, by way of a resolution passed at the Annual General Meeting of the Company held on September 30, 2014, appointed as Managing Director of the Company for a period of 5 years with effect from August 11, 2014 and as per the terms of such appointment, was not liable to retire by rotation.

In accordance with Section 152(6) of the Companies Act, 2013, the period of office of at least two-third Directors of the Company shall liable to determination by retirement by rotation. Since the provisions of Section 152(6) are not applicable to Independent Directors, to ensure compliance with the provisions of Section 152(6), it is proposed that the terms of appointment of Mr. Sanjay Jatia be amended to provide that he shall be liable to retire by rotation at the Annual General Meeting of the Company as per the provisions of Section 152(6) of the Companies Act, 2013.

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meetings held on August 08, 2019 re-appointed him as Managing Director of the Company for a further period of 5 (Five) years with effect from August 08, 2019.

The main terms and conditions for the re-appointment of Mr. Sanjay Jatia as Chairman & Managing Director (MD) are as follows:

1. Mr. Sanjay Jatia shall serve the Company, as the Chairman and Managing Director of the Company for a period of five years w.e.f. the August 08, 2019 to August 07, 2024.
2. Mr. Sanjay Jatia will carry out such functions, exercise such powers, and perform such duties as the Board of Directors of the Company shall from time to time in its absolute discretion determine and entrust to him.

3. Managing Director shall, devote his attention and abilities to the business of the Company and shall exercise and perform such duties as the Board of Directors of the (hereinafter referred as (“the Board”)) shall from time to time determine and further subject to superintendence, control and directions of the Board, he shall have the general control of the business of the Company with power to enter into contracts on behalf of the Company in the ordinary course of business, to manage day to day affairs of the Company and to do and perform all other acts, deeds and things which in the ordinary course of such business he may consider necessary or proper in the best interest of the Company.
4. During his employment, Mr. Sanjay Jatia shall devote sufficient time, attention and abilities during business hours to the development of the activities and business of the Company and shall use his best endeavour to promote its interest and welfare.
5. During the period of his employment Mr. Sanjay Jatia shall, if so required by the Board undertake such travelling in India, Abroad and/or elsewhere as the Board may from time to time require in connection with the Company.
6. Subject to the limits as laid down in the Companies Act, 2013, the Company shall pay to the Managing Director from August 08, 2019, during the terms of his office, remuneration as follows:

Remuneration: Salary, perquisites and all other allowances shall not exceed Rs. 1,00,000/- (Rupees One Lakh only) per month.

The perquisites and allowances payable to Mr. Sanjay Jatia, subject to aforesaid limits, will include house rent allowance together with reimbursement of expenses or allowances for education, professional magazines, telephone allowance, entertainment allowance and flexible allowance besides medical reimbursement, leave travel concession for self and his dependant family member(s) and such other perquisites and / or allowances, within the amount specified above.

7. The terms and conditions, the remuneration, perquisites and benefits to be paid or to be provided to Mr. Sanjay Jatia as set out in respect of appointment may be reviewed, revised, increased or enhanced, in accordance with relevant provisions in the Companies Act, 2013 and/or the rules and regulations made thereunder and/or relaxation or revision in the Guidelines for Managerial Remuneration as may be made and/or announced by the Central Government from time to time.
8. The Managing Director of the Company will be liable to retire by rotation.
9. The Managing Director shall not be entitled for sitting fees for attending the meetings of the Board of Directors or Committee thereof.
10. The Managing Director shall not, during the continuance of his employment with the Company, divulge or disclose to any person, firm, company or body corporate whomsoever or make any use whatever for his own or for whatever purpose, of any confidential information or knowledge obtained by him during his employment as to the business or affairs of the Company or as to any trade secrets or secret processes of the Company and the Managing Director shall, during the continuance of his employment hereunder also use his best endeavor to prevent any other person, firm, company or body corporate concerned from doing so.
11. The employment of the Managing Director may be terminated by giving three months notice on either side.
12. The termination or earlier determination of this employment for any reasons whatsoever shall not affect the rights and claims which may have accrued to either party prior to the effective date of such termination or earlier determination.
13. Upon the termination of his employment, Mr. Sanjay Jatia shall handover charge to such person nominated for that purpose by the company and shall deliver to such person such papers, documents and other property of the Company as may be in his possession, custody, control or power.
14. This employment represents the entire agreement between the parties hereto in relation to the terms and conditions of Mr. Sanjay Jatia's employment with the Company and cancels and supersedes all prior agreements, arrangements or understandings, if any, whether oral or in writing, between the parties hereto on the subject matter hereof.
15. It is expressly agreed by and between the parties hereto that any indulgence granted or forbearance shown by the Company in connection with any of the provisions, conditions or stipulations herein contained shall not be deemed to imply a waiver by the company of its right hereunder and shall not preclude the Company from at any time enforcing its rights under this employment against Mr. Sanjay Jatia.
16. It is expressly agreed by and between the parties hereto that appointment of Mr. Sanjay Jatia will be subject to and within the preview of all the applicable provisions of Companies Act, 2013 and such other conditions as may be specified

prescribed imposed suggested by the Central Government, Department of Company affairs, Company Law Board and Board of Directors of the Company or any other Competent Authority prescribed by the Government in their behalf and acceptable to Mr. Sanjay Jatia.

17. This employment and the terms and conditions hereof shall be subject to the approval of the shareholders of the Company and also such statutory authorities as may be required.

In accordance with the provisions of Sections 196, 197, 203 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment/re-appointment and the terms of remuneration payable to Mr. Sanjay Jatia require approval of members by passing Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

The Board recommends the Resolution at Item No. 4 for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution except Mr. Sanjay Jatia.

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

I. General Information

- (1) Nature of Industry: The Company is engaged in the business of trading of Polymer and Yarn 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, 2019

Particulars	Amount (Rs in Lakhs)
Net Sales and Other Income	828.23
Profit /(Loss) after tax for the year	(47.93)
Paid up Share Capital	1,439.63
Net Worth	1,819.11

(5) Export performance and net foreign exchange collaborations for the year ended March 31, 2019

Particulars	Amount (Rs in Lakhs)
Total Foreign Exchange used	615.94
Total Foreign Exchange earned	0.00

II. Information about the appointee:

- (1) Background Details: Mr. Sanjay Jatia holds a Bachelor of Commerce degree and has vast experience of 30 years in trading of yarn, polymer, and plastic etc. His expertise lies in operations, strategy planning and execution.
- (2) Past Remuneration: His last drawn salary was around Rs.12,00,000/- (Rupees Twelve Lakhs only) per annum.
- (3) Recognition or awards: None
- (4) 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.
- (5) 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.
- (6) 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.

- (7) 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:

- (1) Reasons of loss or inadequate profits: During the Financial year 2018-19, due to volatility, the turnover of the Company has been decreased drastically and hence, the Company has made a loss.
- (2) 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.
- (3) Expected increase in productivity and profits in measurable terms: The Company has decided to vigorously focus on trading in yarn and polymer, metal related products and is hopeful to obtain satisfactory results in the coming year.

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

Sanjay Jatia
Chairman & Managing Director
(DIN: 00913405)

Place: Mumbai

Date: August 14, 2019

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

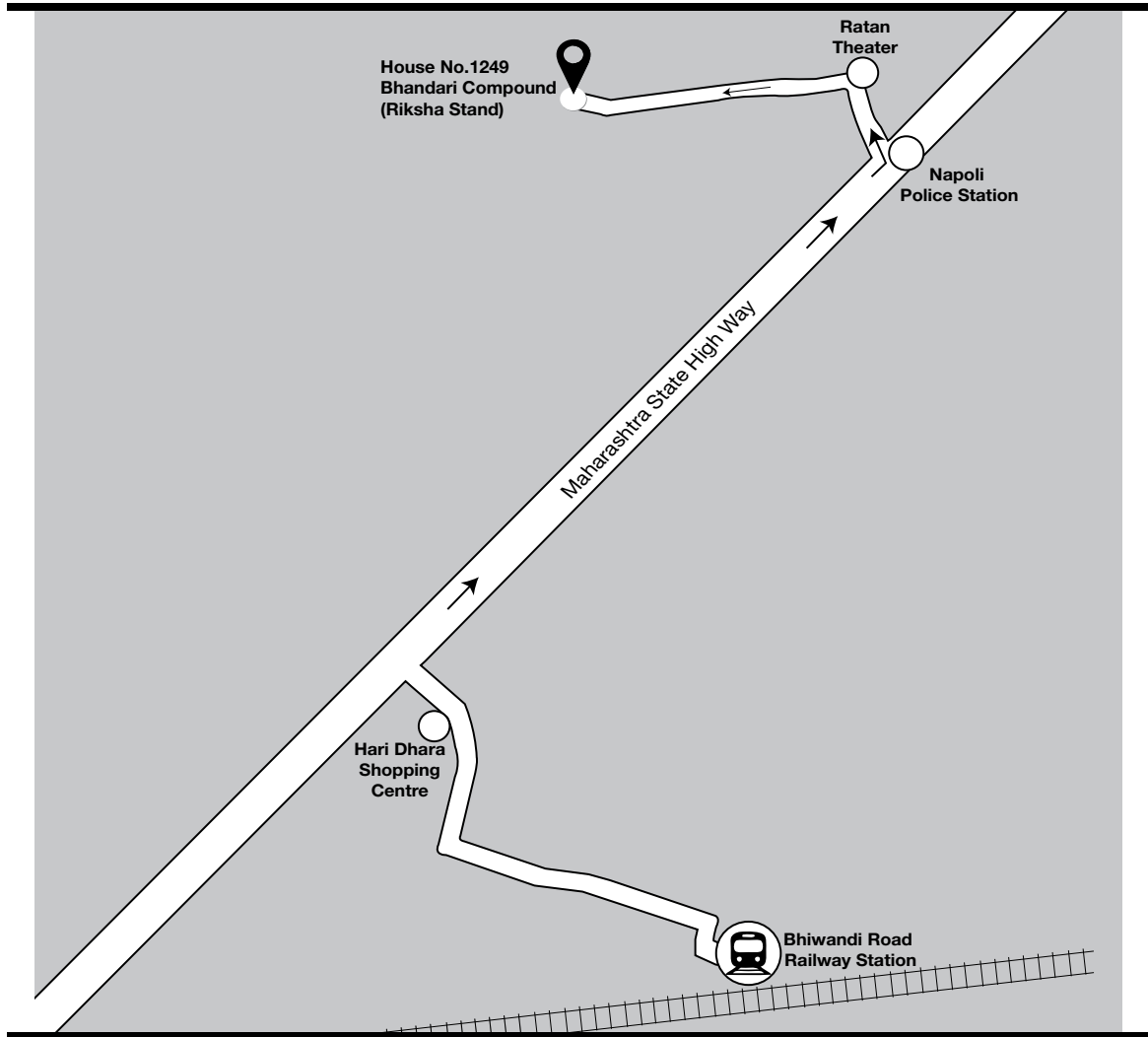
E-mail Id: rplcompliance@ramgopalpolytex.com **Website:** www.ramgopalpolytex.com

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	Mr. Sanjay Jatia	Mrs. Divya Modi
DIN Number	00913405	07158212
Date of Birth / Age	21/07/1967 (52 Years)	17/01/1984 (35 Years)
Nationality	Indian	Indian
Date of Appointment as Director	Original date of appointment: 31/03/1986 Date of appointment at current designation: 11/08/2014	Original date of appointment: April 15, 2015 Date of appointment at current designation: 30/09/2015
Appointment / Re-appointment	Re-appointment	Re-appointment
Qualification	B.Com	M.Com
Brief Resume and Expertise in specific functional areas	Mr. Sanjay Jatia holds a bachelor of Commerce degree and has more than 30 years of experience in trading of yarns, polymer chemicals and plastic etc. His expertise lies in operations, strategy planning & execution.	Mrs. Divya Modi 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, Mr. Sanjay Jatia attended Seven out of seven Board Meetings held. Mr. Sanjay Jatia being a Executive Managing Director was paid remuneration. Details regarding payment of remuneration are provided in the Corporate Governance Report forming part of the Directors' Report.	During the year, Mrs. Divya Modi attended six out of seven 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.
Remuneration sought to be paid	As per existing approved terms and conditions	Sitting Fees
Chairman / Director of other Companies	<ul style="list-style-type: none"> • J M Commodities Limited (Director) • Ramgopal textiles Limited (Director) • Aristocrat Marketing Limited (Director) • Ramgopal Synthetics Limited (Director) • Ramgopal Investment and Trading Company Private Limited (Director) • Tarapur Vastra Udyog Private Limited (Director) • Tarapur Synthetics Private Limited (Director) 	Nil
Chairman / Member of committees of other Companies	J M Commodities Limited (Director) - Nomination & Remuneration Committee – Member	Nil
No. of shares held in the Company	61,800	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 Mr. Sanjay Jatia, other Members of the Board and Key Managerial Personnel of the Company	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