

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the Members of **RAMGOPAL POLYTEX LIMITED** will be held on Friday, September 30, 2016 at 11:00 a.m. at House No. 1249, Bhandari Chowk, Bhandari Compound, Narpoli Village, Bhiwandi, Thane - 421 302, to transact the following businesses :-

ORDINARY BUSINESS:-

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2016 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 Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and for this purpose, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Rungta & Associates, Chartered Accountants (having Firm Registration No.108888W), the retiring Auditors, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration for the financial year ending March 31, 2017 in addition to the reimbursement of actual out of pocket expenses as may be incurred by them in the performance of their duties.”

SPECIAL BUSINESS:-

- 4) To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and pursuant to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (‘SEBI LODR Regulations’), (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) or substitution thereof, for the time being in force), Mr. Arun Kumar Modi (holding DIN: 07513121), who was appointed as an Additional Director of the Company with effect from May 10, 2016 pursuant to the provisions of Section 161 of the Companies Act, 2013 whose terms of office expires on the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Mr. Arun Kumar Modi for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years commencing from September 30, 2016.”

“RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

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

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

Place: Mumbai

Date: August 13, 2016

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: ramgopal@vsnl.com

Website: www.ramgopalpolytex.com

NOTES:-

- a. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item No. 4 set out above and details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking appointment and reappointment at this Annual General Meeting are annexed hereto.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder. Proxies in order to be effective should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the Meeting. A proxy form for the Annual General Meeting is enclosed herewith.
- c. Corporate Members are required to send to the Company a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the AGM.
- d. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 22, 2016 to Friday, September 30, 2016 (both days inclusive).
- e. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
- f. The Directors' Report, Auditors' Report and Audited Financial Statements as at March 31, 2016 are enclosed.
- g. 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.
- h. 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 Stock Exchange, Ahmedabad and the Company has paid the Annual Listing Fees to the Bombay Stock Exchange for the Financial Year 2016-17.
- i. 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.
- j. 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 23, 2016.
- k. Those shareholders who have become the shareholders after Friday, August 26, 2016 - the cut off date for sending the Annual Report may refer to the Notice which is available on the Company's website www.ramgopalpolytex.com.
- l. **Electronic copy of the Annual Report for the financial year 2015-16 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.**
- m. 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.
- n. The Notice of the 35th AGM & the Annual Report for the financial year 2015-16 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).
- o. **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 35th 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 COP No. 2593), as Scrutinizer to scrutinize the evoting 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 23, 2016 only shall be entitled to avail the facility of remote e voting.

The e- voting period commences on Monday, September 26, 2016 (9:00 a.m.) and ends on Thursday, September 29, 2016 (5:00 p.m.). The 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/ Poll 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 evoting shall be able to exercise their voting right at the meeting.

The members who have casted their votes remote evoting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The results of the evoting 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 the section 'Investor' and on the website of the CDSL; such Results will also be forwarded to the Stock Exchanges where the Companies shares are listed.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, September 26, 2016 (9:00 a.m.) and ends on Thursday, September 29, 2016 (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 23, 2016 may cast their vote electronically. The 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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 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 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 Corporates.
 A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (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 13, 2016

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: 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. 4**

Mr. Arun Kumar Modi (holding DIN: 07513121) on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director by the Board of Directors of the Company at its meeting held on May 10, 2016 to hold office as Director till the date of the this Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013. The Company has received a notice in writing alongwith the requisite deposit under Section 160 of the Companies Act, 2013, from a Member intimating his intention to propose Mr. Arun Kumar Modi as a candidate for the office of Director.

Mr. Arun Kumar Modi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has also received declaration from Mr. Arun Kumar Modi that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

In terms of Section 149 and 152 of the Companies Act, 2013 and Rules made thereunder, it is proposed to appoint him as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years commencing from September 30, 2016.

The terms and conditions of appointment of Independent Director are also posted on the website of the Company.

The Board considers that Mr. Arun Kumar Modi fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Regulations 16(b) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and that he is Independent of the management. Mr. Arun Kumar Modi has wide experience and knowledge in the field of Accounts and Marketing of more than 20 years. Keeping in view his expertise and knowledge, his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Arun Kumar Modi as an Independent Director of the Company.

The Board accordingly recommends the Ordinary Resolution set out in Item no. 4 of the Notice for the approval of the Members.

None of the Directors and other Key Managerial Personnel of the Company including their respective relatives, except for Mr. Arun Kumar Modi, are concerned or interested, financially or otherwise, in the said Resolution set out in Item No. 4 of the Notice.

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

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

Place: Mumbai

Date: August 13, 2016

Regd. Office:

Greentex Clearing House, B-1, 2 & 3,
Gosrani Compound, Rehnal Village,
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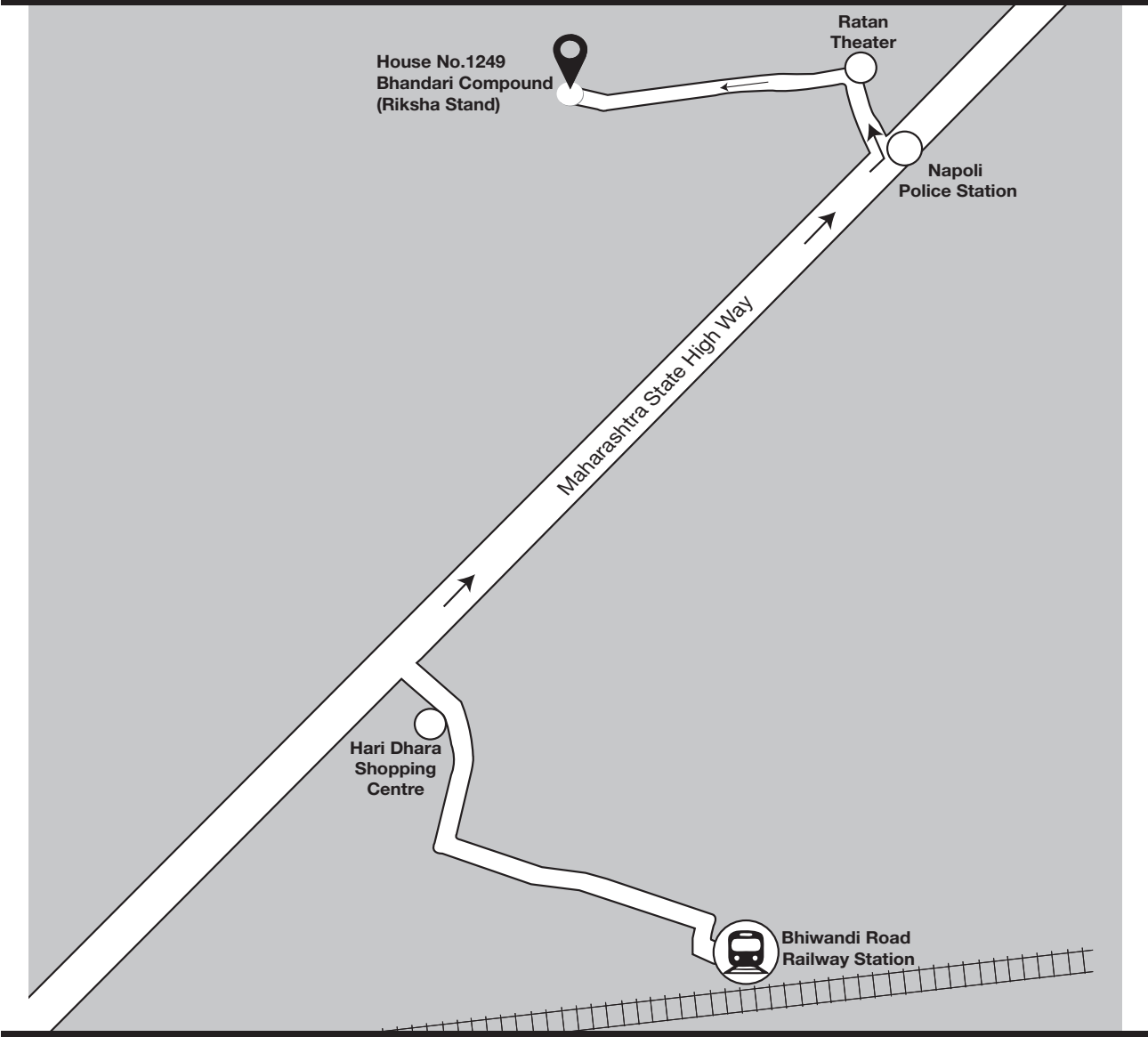
E-mail: ramgopal@vsnl.com

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	Mr. Arun Kumar Modi
DIN Number	07158212	07513121
Date of Birth	17/01/1984	01/12/1968
Nationality	Indian	Indian
Date of Appointment as Director	April 15, 2015	May 10, 2016
Appointment / Reappointment	Re-appointment	Appointment
Qualification	M.Com	B.Com
Brief Resume and Expertise in specific functional areas	Has experience in Business Administration	Wide experience and knowledge in the field of Accounts and Marketing.
Chairman/Director of other Companies	Nil	Nil
Chairman / Member of committees of other Companies	Nil	Nil
No. of shares held in the Company	Nil	Nil
Disclosure of relationship between directors inter-se	Nil	Nil

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 35th Annual General Meeting of the Company held on Friday, September 30, 2016, 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 35th Annual General Meeting of the Company, to be held on the Friday, September 30, 2016 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
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2016 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 M/s. Rungta and Associates, Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.		
4.	Appointment of Mr. Arun Kumar Modi (holding DIN: 07513121) as Non Executive Independent Director for a period of 5 years commencing from September 30, 2016		

Affix
Re.1/-
Revenue
Stamp

Signed this _____ day of _____ 2016

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.