

## NOTICE

**NOTICE** is hereby given that the 37th Annual General Meeting of the Members of **RAMGOPAL POLYTEX LIMITED** will be held on Saturday, September 29, 2018 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, 2018 together with the Reports of the Board of Directors and the Auditors thereon.

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

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.

### SPECIAL BUSINESS:

#### 3. Approval for making Loan(s) and/or giving Guarantee(s) and/or providing Security(ies) under Section 185 of Companies Act, 2013

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

**“RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, and any other applicable provisions, if any, approval of members of the Company be and is hereby accorded for making of loan(s) including loan represented by way of Book Debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with Loan taken/to be taken by J M Commodities Limited, Ramgopal Textiles Limited and Aristocrat Marketing Limited, being entities covered under the category of ‘a person in whom any of the Director of the Company is interested’ as specified in the explanation to Sub-section 2 of the said Section, of an aggregate outstanding amount not exceeding Rs.20,00,00,000/- (Rupees Twenty Crores only) for each entity at any point of time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loan/Guarantee/ Security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

#### 4. Consideration and approval re-classification of Promoter of the Company

To consider and approve re-classification of Promoter of the Company and in this regard 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 sub regulation (2) and (7) of the Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (including any amendments made thereto) (hereinafter referred to as “**Listing Regulations, 2015**”) or any other applicable provisions of Listing Regulations 2015 and other applicable laws subject to the necessary approvals from the Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the members of the Company be and is hereby given to reclassify Mr. Sudhir Jatia, the promoter of Ramgopal Polytex Limited (“**the Company**”) from “Promoter and Promoter Group Category” to “Public Category” since the promoter is neither involved in the management nor holds any controlling stake in the Company and also neither the aforesaid promoter has entered into any shareholders’ agreement with the Company nor has he got any veto rights or special information rights or special rights as to voting power or control of the Company.

**RESOLVED FURTHER THAT** the re-classification of the said promoter as public shareholders shall be subject to the following conditions:

- i. Such promoter shall not, directly or indirectly, exercise control, over the affairs of the entity.
- ii. Increase in the level of public shareholding pursuant to re-classification of promoter shall not be counted towards achieving compliance with minimum public shareholding requirement under rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of the Listing Regulations, 2015.

- iii. The event of re-classification shall be disclosed to the stock exchanges as a material event in accordance with the provisions of the Listing Regulations, 2015.

**RESOLVED FURTHER THAT** on approval of the Stock Exchanges upon application for re-classification of the aforementioned applicant, the Company shall effect such re-classification in the statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and compliance to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors (hereinafter referred to as “**Board**”) or officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

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

**Sanjay Jatia**

Chairman & Managing Director  
(DIN: 00913405)

**Place:** Mumbai

**Date:** August 14, 2018

**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 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 7<sup>th</sup> 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 send a certified copy of the Board Resolution to the Company, 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 **Sunday, September 23, 2018 to Saturday, September 29, 2018** (both days inclusive) for the purpose of Annual General Meeting.
- j. The Directors' Report, Auditors' Report and Audited Financial Statement as at March 31, 2018 are enclosed.
- k. SEBI notification SEBI/LAD-NRO/GN/2018/24 dated 8 June, 2018 & BSE circular no. LIST/COMP/15/2018-19 dated 05 July, 2018 stated that requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed after 5th December 2018, unless the securities are held in the dematerialized form with the depositories. The Members of the Company are requested to dematerialize their physical securities. Members can contact the Company or Bigshare Services Pvt. Ltd. for assistance in this regard.
- 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 2017-2018 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.
- Members are requested to support this Green Initiative by registering/updating their e-mail addresses with Depository Participant (in case of Shares held in dematerialized form) or with Bigshare (in case of Shares held in physical form).
- o. Members are requested to:
- intimate to Bigshare, changes, if any, in their registered/corporate addresses at an early date, in case of Shares held in physical form;
  - 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;
  - quote their folio numbers/Client ID/DP ID in all correspondence;
  - consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names; and
  - 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.
- p. The Company's equity shares are listed at Bombay Stock Exchange Limited (BSE), National Stock Exchange of India Limited (NSE) and The Calcutta Stock Exchange Association limited and the Company has paid the Annual Listing Fees to Stock Exchanges for the Financial Year 2018-2019.

- q. 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.
- r. 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. **Saturday, September 22, 2018.**
- s. The Notice of the 37th AGM & the Annual Report for the financial year 2017-2018 are also available on the Company's website [www.ramgopalpolytex.com](http://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).
- t. Route-map to the venue of the Meeting is provided at the end of this Notice.

**u. 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 37<sup>th</sup> 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. **Saturday, September 22, 2018** only shall be entitled to avail the facility of remote e-voting.

The Remote e-voting period commences on **Wednesday, September 26, 2018 (9:00 a.m.)** and ends on **Friday, September 28, 2018 (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](http://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 **Wednesday, September 26, 2018 (9:00 a.m.)** and ends on **Friday, September 28, 2018 (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 **Saturday, September 22, 2018** 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](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>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).</li> </ul>

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 14, 2018.

**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. 3**

J M Commodities Limited (the “JMCL”), Ramgopal Textiles Limited (the “RGTL”) and Aristocrat Marketing Limited (the “AML”), your Chairman and Managing Director Mr. Sanjay Jatia holds 13.54% equity share capital in JMCL, and 0.03% equity share capital in RGTL and 0.01% equity share capital in AML.

JMCL’s principal business activities *inter-alia* consists of trading of commodities like Yarn and Polymer etc., RGTL’s principal business activities *inter-alia* consists of trading of commodities like Yarn and Polymer etc. and AML’s principal business activities *inter-alia* consists of Real Estate activities.

The Company may be make loan(s) and/or give guarantee(s) and/or provide security(ies) in connection with any loan, taken/to be taken by JMCL, RGTL and AML. The said Loan(s)/guarantee(s)/security(ies) shall be utilized by JMCL, RGTL and AML for their principal business activities and the matters connected and incidental thereto (the “Principal Business Activities”).

JMCL, RGTL and AML are entities covered under category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a Special Resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making Loan(s) to and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by JMCL, RGTL and AML of an aggregate outstanding amount not exceeding Rs.20,00,00,000/- (Rupees twenty crores only) per entity at any point of time and on the terms mentioned in the resolution set out at item no.3 and necessary delegation of authority to the Board for this purpose. Your Directors recommend the resolution set out at item no.3 to be passed as a special resolution by the members.

Following are the brief particulars of Loan proposed to be given or guarantee to be given or security to be provided by your Company to the respective Companies viz. JMCL, RGTL and AML

Name of the Company	Particulars of Loans to be given, or guarantee to be given or security to be provided	Purpose
J M Commodities Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs.20,00,00,000/- (Rupees twenty crores only) at any point of time.	For its Principal Business Activities.
Ramgopal Textiles Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs.20,00,00,000/- (Rupees twenty crores only) at any point of time.	For its Principal Business Activities.
Aristocrat Marketing Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs.20,00,00,000/- (Rupees twenty crores only) at any point of time.	For its Principal Business Activities.

Except Mr. Sanjay Jatia being common Director between JMCL, RGTL and AML and the Company and Mr. Arun Kumar Modi being common Director between JMCL and AML and the Company and Mr. Panna Lal Jyotshi being common Director between JMCL and the Company including relatives of Mr. Sanjay Jatia, Arun Kumar Modi and Mr. Panna Lal Jyotshi to the extent of their shareholding in the Company, if any, none of the Other Director or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution. Further, none of the other Director(s) or any key managerial personnel of the Company hold any shareholding in their personal capacity in JMCL, RGTL and AML except Mr. Navalkishor Gadia, he is Director of RGTL and CFO of the Company.

**Item No. 4**

The Company was in receipt of request from Mr. Sudhir Mohanlal Jatia, promoter of the Company, for re-classification from “Promoter and Promoter Group Category” to “Public Category” under sub-regulation (2) & (3) of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “**Listing Regulations, 2015**”).

The aforesaid promoter does not hold any shares of the Company. The aforesaid promoter is leading his life and occupation independently and does not exercise any control over the Company, also has not engaged in the management of the Company. The aforesaid promoter neither have representation on the Board of Directors of the Company nor hold any Key Management Personnel position in the Company. The Company has also not entered into any shareholders’ agreement with him. Further the said promoter has not got any veto rights or special rights as to voting power or control of the Company. The said promoter does not even have any Special Information Rights.

In receipt of the request from the said promoter, the Company had submitted the re-classification application to the BSE and NSE on July 26, 2018, under sub-regulation (2) & (3) of Regulation 31A of the Listing Regulations, 2015.

In response to the said application the Company had received an e-mail from the BSE on July 27, 2018, in which the BSE has sought shareholders resolution. Hence, it is proposed to seek the approval of the Members for the proposed re-classification.

Members may note that the proposed re-classification of promoter is not pursuant to Regulation 31A (5) and 31A (6) of Listing Regulations 2015.

Mr. Sanjay Jatia and Mohanlal Jatia (being a relative of Mr. Sudhir Jatia), may be deemed to be concerned or interested in the said resolution.

None of the other Directors/Key Managerial Personnel of the Company, or their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at 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 14, 2018

**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

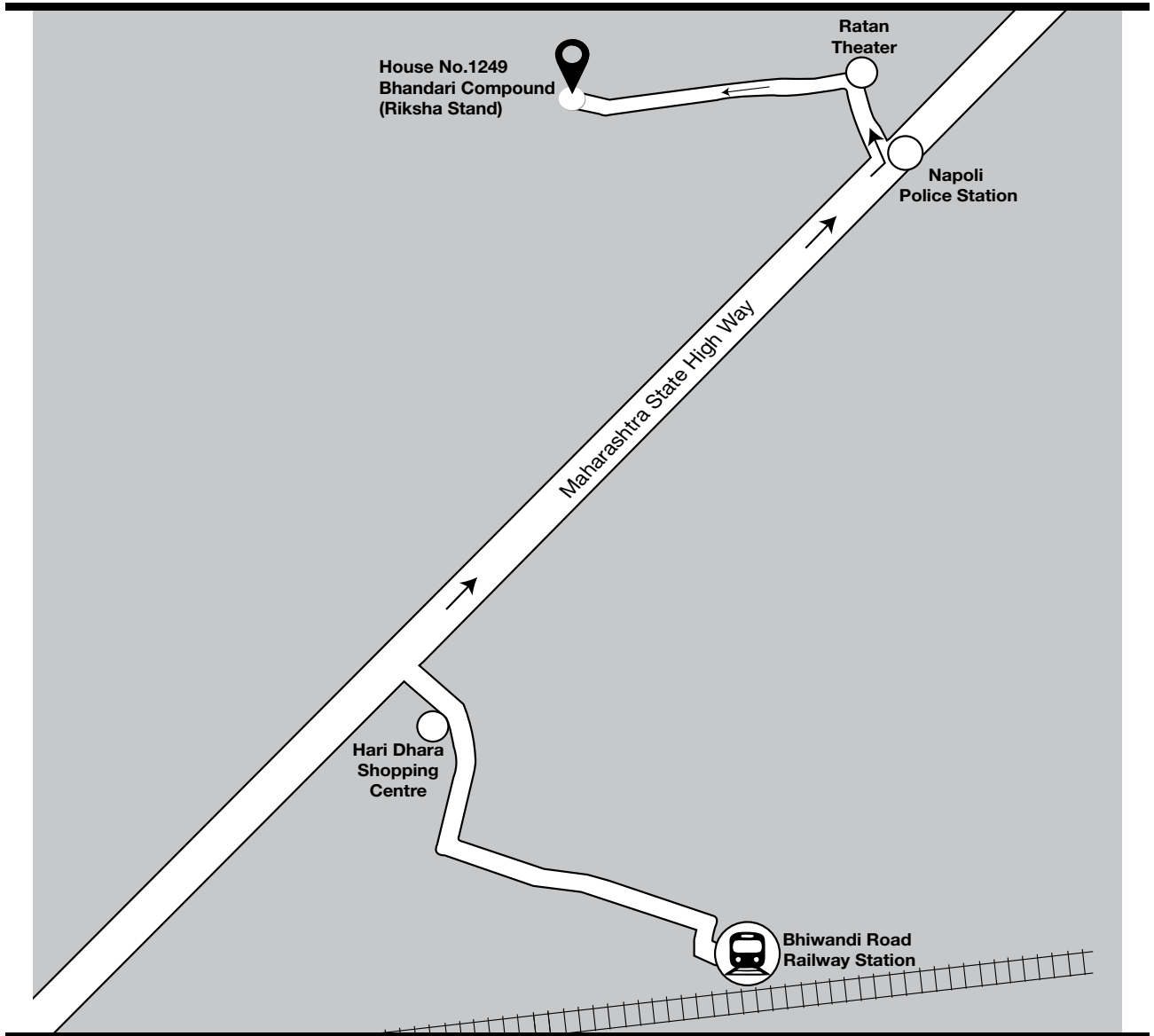
**ANNEXURE TO NOTICE**

**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**

<b>Particulars</b>	<b>Mrs. Divya Modi</b>
<b>DIN Number</b>	07158212
<b>Date of Birth</b>	17/01/1984
<b>Nationality</b>	Indian
<b>Date of Appointment as Director</b>	April 15, 2015
<b>Appointment / Reappointment</b>	Re-appointment
<b>Qualification</b>	M.Com
<b>Brief Resume and Expertise in specific functional areas</b>	Mrs. Divya Modi (34) 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.
<b>Board Meeting Attendance and Remuneration</b>	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.
<b>Chairman / Director of other Companies</b>	Nil
<b>Chairman / Member of committees of other Companies</b>	Nil
<b>No. of shares held in the Company</b>	Mrs. Divya Modi does not hold any Equity Shares of the Company.
<b>Disclosure of relationship between directors inter-se</b>	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